

"General counsel have a branding problem."

Expertise encompasses governance and compliance topics, ranging from risk management to organizational, strategic, and reputation-related issues. How can general counsel prepare themselves effectively for a mandate as a non-executive director (NED), and what steps, competencies, and positioning strategies are crucial in this process?

Legal expertise is therefore rarely ranked at the top in the profiles for new NEDs.

This branding hurdle often prevents qualified general counsel from even making the shortlist for board positions. Those in charge overlook the fact that modern general counsel are far more than just "corporate lawyers." In a highly regulated and complex business world, they act as strategic business partners with a unique legal perspective. General counsel are significantly involved in business-critical decisions, from M&A deals and financing measures to strategy and positioning issues. Their comprehensive expertise can serve as an additional superpower on the board, enabling them to weigh opportunities and risks in a well-founded manner. It is therefore worthwhile to rethink and actively communicate their added value to the board.

Branding hurdles from General Counsel

Despite their expertise, lawyers are significantly underrepresented on many boards. One reason for this may be role stereotypes: General Counsel are sometimes perceived as risk-averse rather than dynamic growth drivers. Boards regularly rely on traditional operational executives such as current or former Chief Executive Officers, Chief Financial Officers, and Chief Operating Officers when recruiting new members. In the requirements-

General Counsel as Non-Executive Directors: Positioning, paths and strategies

Lawyers are still a rare sight on supervisory and administrative boards. Yet, thanks to their legal expertise, general counsel and in-house counsel understand companies as a whole. Nevertheless, the transition from general counsel to a board position is a demanding process that requires targeted preparation. What factors determine whether this leap is successful?

Dr. Alexander Zinser, LL.M., EMBA HSG

Corporate lawyers have experience in dealing with organizational and strategic decisions and deep-rooted decisions.

They have insight into decision-making processes. Therefore, they possess valuable perspectives for strategic management and supervisory bodies. Their ex-



Typical branding hurdles for general counsel in a board context | © Zinser

Requirements profile of a NED

Legal requirements and corporate governance regulations in Germany and Switzerland stipulate, among other things, that the board as a whole possesses all the necessary knowledge and experience to effectively monitor and strategically guide the company. In practice, this means...

Many companies use competency matrices for this purpose: These overviews record competencies such as finance, strategy, law, human resources, risk management, compliance, IT, and other specialist areas for each board member and define target profiles. A diverse board increases collective competence and improves the quality of board activities.

For aspiring NEDs, this means that a broad skill set is helpful and highly valued. General Counsel can cover several key areas: their careers have provided them with expertise in law, compliance, and corporate governance, as well as experience in oversight and risk management. Many General Counsel are also involved in strategic projects and

They are intimately familiar with topics such as HR management and financing processes. Nevertheless, they should sharpen their own profile beyond their core legal expertise – particularly in the areas of business administration, technological understanding, and corporate management. Equally important are soft skills: integrity, communication, and the ability to explain complex issues clearly.



Exemplary competency profile of a modern general counsel | © Zinser

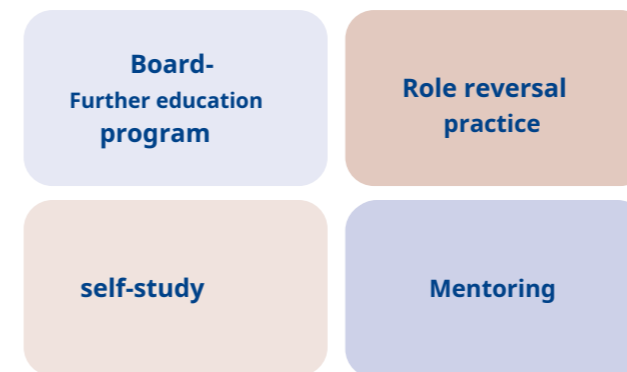
Professional preparation for a board mandate How can general counsel effectively fill gaps and optimally prepare for the role of NED? In addition to the breadth of daily experience gained within their own company, there are a number of professional development tools that have proven effective in practice:

- **Board training programs:** In recent years, several high-quality international training programs for aspiring and active NEDs have emerged. Examples include the International Directors Program at INSEAD Business School, the HSG Board Certificate Program at the University of St. Gallen, and the High-Performance Board Member Program at the Otto Beisheim School of Management (WHU). These programs provide focused knowledge on strategy, financial reporting, risk management, compensation, sustainable corporate governance, and related topics. Upon completion, participants receive a certificate that is often viewed favorably by nomination committees.
- **Self-study:** Preparation means not only attending courses, but also proactively staying on top of things. Successful NEDs report that they regularly read specialist literature, studies, and reports on corporate governance. This creates a continuous learning process that sustainably strengthens their board readiness.

- **Mentoring:** An experienced mentor or sparring partner from an existing board can provide valuable insights. General Counsel should actively seek out such contacts within their network, for example, through alumni clubs, associations, or personal recommendations. A mentor can help to sharpen one's understanding of their role as a future NED, honestly analyze strengths and weaknesses, and adapt their mindset to the new task.
- **Practice changing roles:** The transition from operational management to a board position requires a mental adjustment. General counsel are accustomed to intervening in day-to-day operations and developing operational solutions. On a board, a general counsel primarily acts in an advisory and supervisory capacity. This role change must be consciously practiced in order to operate effectively and confidently on the board. Those who learn early on to switch between operational responsibility and the board perspective will be more successful on the supervisory board.

Strategies for getting onto the board

In addition to professional and personal qualifications, career strategy plays a crucial role. The following levers have proven effective in practice for achieving a board position as General Counsel.



Professional preparation for a board mandate | © Zinser

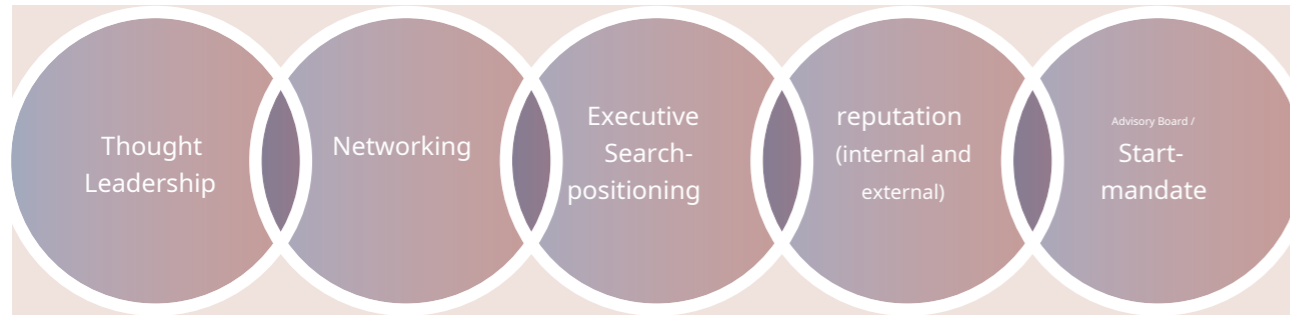
- **Active networking:** Board positions are regularly filled through personal contacts and recommendations. A board network is therefore crucial: General Counsel should start building contacts beyond their day-to-day work early on. In addition to active NEDs, it is helpful to get to know key figures in the nomination process, especially chairwomen and chairmen, as well as members of nomination committees. A vibrant network increases visibility and improves the likelihood of being considered for upcoming appointments.
- **Personal Branding:** General Counsel should actively cultivate their personal brand. Visibility doesn't happen automatically, but rather through consistent positioning as a knowledgeable and trustworthy voice, particularly on governance-related issues. Articles, presentations, panel discussions, interviews, and expert commentary offer platforms to demonstrate expertise and build thought leadership. Those who present themselves as competent and thoughtful individuals are more likely to be noticed by chairwomen and chairmen, nomination committees, and headhunters, and thus shortlisted for a NED mandate.
- **Executive search consultants:** Professional recruitment consultants play an increasingly important role in filling board positions, particularly in large companies. General counsel should therefore seek contact with relevant headhunters and consciously present themselves as candidates for NED (New Executive Discharge) positions.

Bring your profile into the game. It's advisable to be known to leading executive search firms. A personal interview allows you to clarify your motivation. A compelling resume that showcases all board-relevant experience and skills is also crucial. This can lead to being considered for suitable search assignments, at least in the medium term.

- **Gain initial board experience:** For general counsel without prior board experience, it can be beneficial to start on a smaller scale. Advisory boards of startups, smaller companies, or associations offer opportunities to gain initial board experience. A board position in a subsidiary of one's own group can also be advantageous.

Provided no governance or compliance rules prohibit it, such initial mandates can serve as a springboard. They allow individuals to assume responsibility within a board context and build a portfolio. However, it is crucial to choose these roles strategically: the first board mandate often sets the bar for subsequent offers. A seat on a prestigious board signals competence and increases the chances of securing more significant mandates. Conversely, involvement in a board that is too small or lacks professionalism may be given less weight by later selection committees.

- **Patience and targeted positioning:** The path to a board position sometimes requires perseverance. Setbacks such as rejections after application rounds should be seen as learning opportunities, not personal failures. A proactive approach pays off. This includes, in particular, continuously working on one's profile and maintaining a visible presence. Ultimately, visibility is the decisive factor: only when nomination committees and headhunters know that a general counsel is available for a mandate and is highly qualified will that person be shortlisted. Through networking, skillful self-marketing, the involvement of executive search consultants, and initial mandate experience, general counsel can significantly increase their chances. It is important to begin preparations early enough, ideally several years before a move to the board is specifically targeted. Perseverance, coupled with a constant willingness to learn, ultimately pays off.



The five levers for NED visibility (personal branding model) | © Zinser

General Counsel as a win-win situation The professionalization of supervisory boards is progressing, and with it, the demands placed on their members are also increasing. General Counsel who actively support this transformation can establish themselves as modern NEDs: legally astute, strategically minded, practically minded, and resilient in times of crisis. In doing so, they not only contribute to the effective monitoring and advising of the company, but also actively shape the future of good corporate governance.

It is also worthwhile for companies to recognize the added value of legal professionals on their boards. Diverse perspectives enhance the quality of board work and the strategic direction of the body. Ultimately, it is often interpersonal skills that distinguish a successful NED (New European Debt Counsel). The ability to build trusting relationships and moderate differing interests within complex committees is also crucial for success on the board. Overall, it is clear that well-prepared general counsel are not only suitable but also highly attractive candidates for modern boards; a win-win situation.

Checklist for getting on the board The following checklist is intended to facilitate a structured approach to getting onto the board.

Self-analysis and profile

- Create a competency matrix and identify legal and non-legal strengths.

- Formulate a board value statement

-Recruiting mentors for sparring

Qualification and positioning

- Attend board programs and/or board modules

- Thought leadership (panels, articles, interviews, etc.)

-Target group-oriented board CV

Networks and visibility

-Contact with Chairwomen and Nomination Committees

-Exchange with executive search consultants

-Sponsorship: strategically building a base of female advocates

-Attend industry-relevant events **Experience and acquisition**

- Consider using an advisory board as an initial mandate;
- utilize boards within corporate structures
- Maintain an active profile for headhunters,
- cultivate and expand your network



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According to current case law

ECJ: **Compass Bankon** the concept of the "average-consumer" in the UGP Directive

ECJ: **HUK-COBURG/CHECK24** Regarding the question of whether an online Comparison service can be a "competitor" within the meaning of Article 2(c) of the Advertising Directive 2006/114/EC.

Federal Court of Justice: **App Center III** to the violation of the data protection regulations Information obligations under intellectual property law

Federal Court of Justice: **Debt collection by a lawyer** for the interpretation of the The concept of "commercial activity"

Federal Court of Justice: **Paperwork war with airline** regarding the interpretation of the term of the "concrete competitive relationship"

Federal Court of Justice: **Birkenstock sandal** regarding the interpretation of the term "personal intellectual creation"

Federal Court of Justice: **Testarossa** about the criteria for an »acceptance a bad-faith trademark application"



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