

CANDIDATE BRIEF

For the role of Council Member



Background

As the UK's largest and longest-running organisation for professional directors, the Institute of Directors (IoD) is dedicated to supporting its members, encouraging entrepreneurial activity, and promoting responsible business practice for the benefit of the business community and society as a whole. It has a worldwide reputation for excellence in business leadership and governance.

Since its formation in 1903, the IoD has been at the forefront of British business. The Institute's purpose is underpinned by its Royal Charter, awarded in 1906.

IoD members are some of the most skilled and prominent directors. They lead a diverse range of organisations: from start-up entrepreneurs, to listed company Board members, directors in the public sector and CEOs of multinational organisations. Membership enables directors to connect with their peers, to develop their knowledge and skills, and to influence the people that matter. Members also benefit from a range of resources, including bespoke business information, advisory services and flexible working spaces. Meanwhile, the IoD's renowned Chartered Director qualification and training portfolio provide members and the wider director community with the platform to hone their understanding of the role and reach their full potential.

The IoD has a prominent position in the public debate around business. It represents local, national and international issues with the objective of ensuring that their views are taken into account when Governments or Regulators are reviewing policy or legislation.

The IoD's purpose, derived from its Royal Charter, comprises four elements:

> Better directors: To promote for the public benefit high levels of skill, knowledge, professional competence and integrity on the part of directors and equivalent office holders of companies and other organisations through world-class training, guidance and continued professional development.

> Better business environment: To maximise the influence of IoD members and business leaders with government and all opinion formers. To encourage and foster a climate favourable to entrepreneurial activity and wealth creation.

> Better corporate governance: To promote the study, research and development of the law and practice of corporate governance, and to share findings through an extensive range of courses, conferences and seminars.

> Better support for directors: To advance the interests of members of the Institute, and to provide facilities, services and benefits for them. For example, members can get business advice on issues such as tax and legal matters and participate in a wide range of networking and development events.





Current position and context

The IoD is moving fast to adapt to a changing environment, ensuring it continues to be relevant for and reflective of today's leadership community.

The organisation's fundamental purpose and services remain hugely valued by directors across the UK and beyond. We are changing our business model to reflect our strong regional presence and the different needs of sectors, regions and the devolved nations. In a challenging business climate, strong corporate governance, the IoD's core offering, is more relevant and high profile than ever. This is a critical time to support director professionalism and best practice, while encouraging increased diversity across the membership.

The IoD has recently carried out a strategic review and adjusted its cost base in response to the pandemic. It has also struck a decisive path towards a more decentralised and international model underpinned by a new digital strategy. This will help to increase the organisation's efficiency as it pursues its objectives across the country and internationally, to increase the IoD's local, regional and international member engagement while growing and diversifying its membership.

The IoD's opportunity is to maintain its authority as the leading voice on governance while also becoming more accessible. It is making a concerted effort to change perceptions, for example through a renewed focus on all aspects of diversity and inclusion, and through thought-leadership in areas like mental health in the workplace. The IoD has a major part to play in ensuring that the route to leadership is open to all. The recent establishment of the IoD Centre for Corporate Governance has also been a major milestone in the Institute's development.

To continue to deliver on the Royal Charter in an increasingly, globally connected world, the IoD is constantly seeking new ways to help business and social sector directors to advance their knowledge and to be able to contribute effectively.

One thing is certain - the IoD will maintain an unwavering commitment to support its members, encourage entrepreneurial activity and promote good governance for its members and the business community as a whole.

Policy team
presenting at local
member event
Image credit:
Peter Nutkins
photography

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The IoD is uniquely positioned as the business leader's champion – supporting personal growth, company growth and economic growth. As the world bounces back from the pandemic, this mission has never been more relevant.”

Patrick Macdonald
Chair of the IoD



People and Culture

The IoD's people are at the heart of the Institute. It is their passion, creativity, hard work and dedication that enables the IoD to continue to grow and advance. The Institute is very proud of the expertise it has in-house and the exceptional service it delivers to members, clients, customers and guests.

The IoD invests in its people and in developing organisational culture, continually improving its leadership and management capability through coaching and workshops. The key IoD Values set out by staff are:

- > **Teamwork**
- > **Leadership**
- > **Agility**
- > **Respect**

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In 2021, our people's wellbeing remains at the forefront of our plans. We aim to implement several new initiatives, including Wellbeing Days and activities, while continuing our mental health programmes.

2020 performance and achievements

For information on 2020 Performance and Achievements please refer to the Annual Report and Accounts:

[Annual Report and Accounts 2020 >](#)



Structure and governance

The Council of the IoD is the guardian of the IoD constitution, ensuring that the objects of the IoD's Royal Charter are delivered. It comprises eleven members of geographical areas, 13 elected members and is chaired by the Senior Independent Council Member (SICM).

The Board has eleven members: the Chair, eight Non-Executive Directors, the Chief Operating Officer and the Director General. The Board is responsible for the overall leadership of the IoD and setting its values, standards, aims and objectives and holding the Management Team to account for their delivery.

The Council

Guardian of the constitution to make sure that the Chartered Objects are being delivered

- Appoints and removes the IoD non-executives and determines their independence.
- Critiques and provides opinion to the Board on the overall process of the IoD.
- Holds the Board to account.
- Monitors the Board's engagement with membership and stakeholders.
- Appoints and removes the Senior Independent Council Member.

The Board

Approves strategy and leads the IoD to achieve long-term success

Non-Executive Chair

- Leads the Board and ensures it operates effectively
- Maintains a culture of openness and debate
- Ensures effective dialogue between the Board and members.

Non-Executive Directors

- Work with and challenge executive directors
- Provide independent, external perspective
- Contribute a broad range of experience and expertise.

Director General and Executive Directors

- Day-to-day management of the business and implementation of strategy.

Sub-committees of the Board

Audit and Risk Committee

Remuneration Committee

Membership Committee

Accreditation and Standards Committee

Committee of the Board and Council

Nomination Committee

- Leads process for Board and Council appointments.

- Ensures the completion of an annual review of the performance of governance bodies with a focus on the structure, size and composition of the Board and Council.

- Ensures that the Board and Council has a reasonable geographical distribution of members and a balance of diversity, sector and background.

Management Team

Summary

Our governance structure is an integral part of the way the Institute of Directors delivers its Royal Charter obligations and strategy, supporting effective decision-making. This enables the right people to have access to the right information at the right time. We are immensely proud of the diversity and depth of experience contained in our Board and Council, which are responsible for the Institute's strategic direction and sustainability.

Region, Nation and Branch Chairs

- Work closely with all staff and volunteers in the IoD to promote the ethos of 'OneIoD'
- Represent the public face of the IoD at a local level
- Play a vital role in the development of the IoD offering to our members, ensuring everything the IoD does places the member first.

Key people



Jean Church MBE

Chair of Council and Senior Independent Council Member

Jean is Chair of Council and Senior Independent Council Member (SICM) of the IoD, Director of My Business Lynq Ltd. a new business start-up and Ambassador for the Teenage Cancer Trust, Wales. She has contributed to numerous panels and advisory groups in Wales, Secretary of State for Wales Business Advisory Group and First Minister for Wales Council for Economic Development as well as Commerce Cymru and Superfast Business Broadband Wales. She is co-founder/Vice-Chairman of the Torfaen Strategic Economic Forum CLG. She provides senior executive mentoring through her own Consultancy Company.

Jean has held Non-Executive Director roles together with a number of Director, and Senior Executive roles in blue chip organisations prior to starting 2Win Consultancy Ltd. which she left in 2016. As Chair of IoD Wales, she has taken responsibility for promoting professionalism in business and focuses on better directors, better business, better economy and better services. She was one of the first cohort in Wales to complete the Certificate and Diploma in Company Direction with the IoD.

She is described as a driven, commercially astute, motivational leader and inspirational mentor. She has extensive experience of leading and developing teams in continuous improvement across multi-site retail, distribution and legal professional units. As a consultant she has worked across academia, manufacturing, distribution, property law, franchising, new start-ups, and professional institutes. Business re-organisation and restructuring has featured strongly in her commercial experience.

She is passionate about the need for better understanding of governance, together with the role and responsibilities of a Non-Executive Director at Board level. She also believes that there is a need for senior executives to embrace digital exploitation at Board level. Businesses who embrace technological innovation to optimise their productivity and success both locally and internationally, will positively impact the country's economy. And she drives this message home as part of her IoD role to promote the high standards of excellence and professionalism within Welsh business.



Patrick Macdonald

Chair, Institute of Directors

Patrick was appointed Chair of the IoD on 22 March 2021. He has gained extensive international experience and expertise during his 35 years in business. He started his professional career at the Ministry of Defence before working for Unilever and Boston Consulting Group (BCG), based in Germany and the UK. Patrick then joined General Electric (GE) in the USA before returning to the UK and becoming CEO of John Menzies plc, a large quoted, family-backed logistics company. He has subsequently led a number of private equity-sponsored businesses, including waste management firm Reconomy. As well as chairing the School for CEOs, he is Chairman of call answering service Moneypenny and facilities management business Arcus FM. He is a director of NatureSpace Partnership, an environmental consultancy, and an angel investor in a number of startup companies.

Patrick holds a first class Honours degree in Engineering Science from Oxford University and an MBA with Distinction from INSEAD in France. He is a Chartered Engineer, a Chartered Manager, a Fellow of the Royal Society of Arts and a Companion of the Chartered Management Institute. He is also a Sainsbury Management Fellow.

Patrick is Chair of the Institute of Directors and Vice-Chair of the Scottish Advisory Committee of the Duke of Edinburgh's Award (DofE). He enjoys a number of pastimes, usually with his family, including watersports (rowing, sailing and canoeing), running, hillwalking and 'extreme' gardening – his description of horticulture in Edinburgh!

Candidate brief

For the role of Council Member



Alexander Simpson

Non-Executive Director and Senior Independent Director

Alexander Simpson is the UK Legal Director and General Counsel for Amazon UK. He is also a director and Board member of Amazon UK Services Limited and over 40 other Amazon group companies.

Prior to joining Amazon, Alexander was General Counsel and Company Secretary for ASDA Stores Limited, one of the UK's largest retailers serving around 19 million customers each week, and also Chair of the Asda Foundation which focussed on charitable projects and corporate philanthropy. Alexander also has extensive experience advising and assisting blue chip listed manufacturing enterprises. Before moving into industry, Alexander practiced as a Corporate Lawyer at Walker Morris, advising blue chip and FMCG companies on all aspects of corporate law. Alexander attended Queen's University, Belfast and Trinity College Dublin before completing his legal training at the College of Law.

Alexander lives with his family in York. Outside work Alex enjoys maths, history, running, cycling and lateral thinking.



Jonathan Geldart

Director General

Jonathan was appointed Director General of the Institute of Directors in October 2019. Prior to this Jonathan spent 30 years working in the professional services sector, most recently at Grant Thornton International Ltd responsible for the organisation's interest in China and previously as a global Board member responsible for the brand.

Jonathan has a long-standing connection with the IoD, as Chair of IoD Yorkshire and North East region prior to his appointment as Director General. He is the author of three books on China and in addition to being a Fellow of the IoD he is also a Fellow of the Royal Geographical Society.

He studied Geography and Archaeology at St. Andrews University specialising in underwater archaeology. Outside of work, his interests include hill walking and fell running. He was the navigator in a rally team for 20 years and following two years of training in extreme environments walked to the North Pole in 2016. He has completed other expeditions in Norway, the Canadian Arctic and the Everest region.

For more information on the Institute please visit:

Our Governance

Annual Report and Accounts 2020

The appointment

Role Title:	Council Member
Company:	Institute of Directors
Website:	www.iod.com
Position Based:	The majority of Council meetings are held in London or virtually
Dimensions:	Circa 20,000 members
Commitment:	8-10 days per year including involvement in various projects
Remuneration:	Council positions are not remunerated; however, expenses will be paid in line with the IoD's expenses policy

Overview

The Institute is seeking to appoint a number of Council members with the demonstrable ability to analyse information, provide critique as well as apply critical thinking skills, to provide real insight, introduce new ideas and make sound decisions in the context of a complex organisational structure. The Institute's Council acts in an oversight and advisory capacity as guardian of the Institute, representing the interests of its members and holding its Board to account for the delivery of the objects of the Institute contained in its Royal Charter.

The Role

- To appoint, re-appoint and remove the Institute's Non-Executive Directors and to determine their independence, having considered any recommendation of the Institute's Nomination Committee.
- To act jointly with the Board to appoint the Chair of the Institute, having considered any recommendation of the Nomination Committee.
- To appoint and remove the Senior Independent Council Member.
- To decide on the appointment of casual vacancies to Council.
- To hold the Board to account on behalf of the Institute's membership for the delivery of the objects of the Institute's Royal Charter and adherence to the Laws of the Institute and, thereby, act as guardian of the Institute.
- To provide critique and opinion to the Board on the overall progress of the Institute, including monitoring engagement with stakeholders.
- To engage and communicate with the Institute's members and ensure that their views and interests are properly represented and considered by the Institute as appropriate.

In exercising its powers the Council is bound by the Institute's Royal Charter, By-Laws and Member Rules and Regulations.

Candidate brief

For the role of Council Member

Council members will be expected to engage actively and participate in Council business. Matters reserved for Council are:

Strategy and Policy

- Support the Board with active contribution, as reasonably required by the Board, to the strategic direction and policy development of the Institute.
- Remain aware of external developments and bring to the Board's attention any that are likely to have a material impact on the Institute's members.

Annual General Meeting

- Act jointly with the Board in proposing changes to the Charter, the By-Laws and/or Member Regulations to the Voting Members and Privy Council as appropriate.
- Report to the Voting Members at each annual general meeting and to stakeholders on the Council's opinion on the delivery of the Institute's Strategy and objects of the Royal Charter and the performance of the Board, including the effectiveness of their actions, their engagement with stakeholders and the effectiveness of appointment processes.
- Appoint casual vacancies to Council between general meetings.

Governance and Standards

- Demonstrate the highest standards of corporate governance.
- Act independently and objectively, with honesty and integrity, upholding the Institute's Values at all times.
- Monitor jointly with the Board the effectiveness of the Institute's governance arrangements and initiate appropriate review.
- Act in the best interests of the Institute as a whole [rather than any one constituency] at all times and not do anything which may cause harm to the Institute and/or its reputation.
- Act jointly with the Board to approve the Code of Conduct for Board and Council members.

Nomination Committee

- Act jointly with the Board to appoint the Nomination Committee, electing Council members to participate.
- Act jointly with the Board in setting the terms of reference of the Nomination Committee and reviewing its performance.

Other Assistance

Council members may be called on by the Institute to sit on committees and/or working groups and to provide such other reasonable assistance as may be required from time to time [although it is recognised that there shall be no obligation on any Council member to provide such assistance].

Time Commitment

Council meets four times per year, usually at the Institute's office at 116 Pall Mall. Members are expected to attend all of these meetings. In addition, there are up to three open forums with Institute Members and relevant stakeholders, including the Annual General Meeting, Annual Joint Board/Council meeting and others (the details of which shall be shared with Council members in good time prior to the engagement). Council members are expected to commit to the role ten to 12 days per year. All Council members will undertake an induction process following their appointment.

Geographically appointed Council members

In addition, the geographically appointed Council Members are expected to play an active role within their geographic area. This includes actively communicating with the Region/Nation Committee Chair/Members and Region/Nation Director [about the needs and views of the Institute's members in that area] and serving as the link between their geographic area and the Council, ensuring that the members' views are properly represented at Council level.

Tenure

Council members are appointed for an initial term of two or three years. The term may be renewed if both the Council member and Council agree. A Council member may serve for up to two consecutive two or three-year fixed terms and in exceptional circumstances, a third term of up to three years.

Ideally you will be a member of the IoD and be familiar with the Chartered Director programme. The Institute of Directors is an equal opportunities organisation and is committed to promoting equality and diversity. Applications are encouraged from all backgrounds, geographies and sections of the community.

Candidate brief

For the role of Council Member

The person specification

As a Council member, you will have a unique opportunity to ensure the delivery of the Charter Objects and the adherence to the Laws of the Institute of this world-renowned membership organisation. Working collectively and in collaboration with your Council colleagues, you will help ensure the IoD remains a progressive force for business while upholding the Institute's gold standard reputation for corporate governance.

With a clear connection to the mission and values of the Institute, you will be an innovative, strategic business leader and/or industry professional. You will have compelling private, public or non-profit leadership experience of both change and growth. Additionally, you will have a commercial outlook and sound judgment together with the ability to influence and objectively challenge in a supportive manner. We welcome interest from all functional backgrounds and specialisms including Chartered Directors experience in Public Policy, Professional Development, PR, Technology, cultural transitioning following restructure and transformation and global/international experience.

- > Track record of assessing and scrutinising performance.
- > Demonstrates a strong and passionate commitment to equality and diversity.
- > An ability to work effectively in a team with other Council members; thinks corporately with a collaborative style and accepts collective responsibility for decisions.
- > Ability to analyse both written and numerical reports presented to the Council for information and able to critique/provide opinion.
- > Able to challenge constructively while respecting the roles, views and feelings of others demonstrating a balance of assurance and personal humility.

Experience/Personal skills

- > Governance body experience, with sound business credentials, ideally gained within a respected SME, listed, commercial corporate, non-profit and/or national membership organisation.
- > A clear connection and shared values with the IoD, and a passion for its purpose and mission.
- > Sound judgement, analysis, decision making skills and the ability to provide an objective, challenging and supportive role to Council.
- > Highly developed interpersonal and leadership skills to effectively engage, communicate and influence at all levels.
- > Non-political, with a collegiate and supportive approach to the Chair and other members of the Council.
- > Has the ability to quickly understand IoD's strategic direction and contribute to the wider business.
- > Comprehensive understanding of governance with an impeccable personal record and commitment to setting high standards of behaviour. Able to build trust and respect of staff and Council colleagues.
- > Good listener and clear thinker with high emotional intelligence. Strong ability to guide and facilitate strategic debate on Council and to take a full business overview.

Appendix

Appointment timetable

> Closing date for advertisement applications:
22 October 2021

Applications

Online applications are preferred with a cover letter to **governance@iod.com**.

We will ask all applicants to complete an anonymous, online equal opportunities monitoring form.

