# **CANDIDATE BRIEF**

For the role of

# Non-executive Chair



MULLWOOD

PARTNERSHIP





Since its formation in 1903, the Institute of Directors (IoD) has been at the forefront of British business.

As the UK's longest-running organisation for professional directors, the 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.

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 and objectives, derived from its Royal Charter, consist of 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 eager to adapt to a changing environment, and to be relevant for and reflective of today's leadership community. Whilst the IoD's fundamental purpose and its services remain hugely valued by directors across the UK and beyond, its business model is adapting to reflect its 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 issue, is more relevant and high profile than ever, and this is a critical time to support director professionalism and best practice, while encouraging increased diversity across the membership.

Significant work has already been undertaken to ensure financial stability in the face of the challenges of the pandemic. The IoD has recently passed through a period of major strategic review and cost base adjustment. 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, increase the IoD's local, regional and international member engagement, increase the diversity of members and reverse the decline in membership.

The IoD's challenge 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

### People & 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 quests.

The IoD invests in its people and in developing organisational culture, continually improving its leadership and management capability through coaching and workshops. The key values set out by staff in their 'Pillars of Success' are: Accountability, Adaptability, Collaboration, Leadership, Respect and Transparency.

"The IoD's century-old Royal Charter provides us with a mission to create better directors, encourage entrepreneurialism, and stand up for good governance. As the world comes to terms with the impact of COVID-19, this mission is more important than ever."

John Watson Interim Chair of the IoD



Winners of the Director of the Year Awards, with event host Naga Munchetty



# 2019 performance and achievements

2019 delivered a very pleasing result, producing a surplus of £752,000, a turnaround on the prior year of nearly £5m. Revenue for the year was up nearly 3% (£786,000), however, during the period the Institute received £747,000 of grant income from the Department for Business, Energy & Industrial Strategy ('BEIS') Business Readiness Fund to deliver various activities to both members and non-members for the purpose of giving them advice around navigating Brexit; so like for like revenue was flat.

Total costs fell by nearly 13% (£4.1m), and it is the reduction in costs that delivered the surplus in the period. At 31st December 2019 the Institute's accumulated funds stood at £4,973,000 compared with £4,221,000 a year earlier, an increase of £752,000 which reflects the surplus for the year. At the end of 2019, the balance of cash and cash equivalents, including those held as investments, increased by £496,000 to £7,948,000. Further details of cash movements during the year can be found in the Consolidated Statement of Cash Flows.

### **Business** environment

Alongside the IoD's role in promoting governance, its Royal Charter is equally clear that the IoD has an obligation to make the case for government policy to be designed so that it helps people to establish and to grow organisations of all types.

As a member-led institute, priorities in this regard are driven by the needs and concerns of the IoD community.

Last year, the Institute secured a number of notable policy wins for its members, such as greater incentives for investment and new tools to support trade. During the pandemic, the IoD has worked closely with government, securing legal changes to support directors, and helping to ensure rigorous support for affected businesses.

What members told us	How we responded	What we achieved
By April 2019, less than half of members had been able to draw up Brexit contingency plans	Alongside providing guidance directly to members, we consistently called for financial support	Over £2bn funding for Brexit readiness is announced in August
Survey evidence and member case studies show demand for digital tech investment incentives	Throughout 2019, we mount a campaign to secure a 'Productivity Allowance' for SMEs, in the media and meeting officials	In December, the Government commits to widening existing tax credits to achieve this exact aim
Late payments repeatedly emerge as a top concern in monthly Policy Voice surveys	Engaging directly with officials at BEIS, we put forward recommendations to force the issue onto board agendas at large firms	Measures in line with IoD proposals are introduced in June
Extensive consultation with members highlights the importance of 'nuts-and-bolts' trade promotion	IoD policy leads make the case directly in meetings with DIT ministers and officials	DIT launches new tool to enable firms to report trade barriers
Work with members and teams across the UK highlights desire for more local-led policy-making	IoD Regional Growth paper advocates more decentralised funding and decision-making	Government continues focus on regional growth agenda, announcing new 'City Deals'
IoD NI members raise fears over post-Brexit border issues	IoD appointed to PM's expert advisory panel on the Irish border	IoD policy input helps secure a Brexit deal that avoids land border

## Structure and governance

The current number of Board members is seven: an interim Chair, five Non-executive Directors 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 of the IoD is the guardian of the IoD constitution, ensuring that the objects of the IoD's Royal Charter are delivered. It comprises 11 members of geographical areas, 13 elected members and is chaired by 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

### Committees 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 focus on the structure, size and composition of the Board and Council
- Ensuring that the Board and Council has a reasonable geographical distribution of members and a balance of diversity, sector and background

### Committee of the Board

### Audit and Risk Committee

 Oversees financial reporting, internal control, risk management systems and audit processes

# Remuneration Committee

 Advises on the compensation and terms of employment for senior members of staff and executive directors

### Membership Committee

 Advises on membership, member services provided by the IoD and membership conduct matters

### Accreditation and Standards Committee

- Approves standards/ competencies required by directors and boards and the methods for assessing directors
- Responsible for independent assurance of Chartered Director programme
- Ensures all current activity reflected in the academic regulations

### Management Team

Is responsible for the ongoing management of the Institute. It considers day-to-day operational matters for running the business and reviews performance of the Institute and in line with the strategic plan. The Management Team generally meets on a monthly basis and is chaired by the Director General. The Director General then reports to the Board.

- Responsible for the development and implementation of the strategy
- The development and delivery of business plans and budgets
- Approval of procedures and policies
- The monitoring of operating and financial performance
- Health and safety management

# Key people



John Watson Interim Chair

John was appointed Interim Chair in August 2020. As Chair, he is responsible for championing the IoD's values, promoting its Objects and providing leadership to the Institute, ensuring it delivers maximum impact for its members and stakeholders.

John has extensive experience as an executive, non-executive and board advisor across different sectors including financial services, private equity, healthcare, aviation/ transportation and membership organisations.

He is chief executive of Crosswind Developments and has over 20 years' experience working with FTSE-100 and global companies. John joined Global Infrastructure Partners (GIP) as an Operating Principal in 2013 and Chief Commercial Officer of their investment, Edinburgh Airport Limited. John works with a number of GIP investments worldwide.

Prior to joining GIP, he was managing director of Lloyds Banking Group's £50bn SME Lending portfolio. After qualifying as a Chartered Accountant with PwC Corporate Finance, John joined 3i plc. John is the chairman of Intelligent Growth Solutions, a Trustee of the Entrepreneurial Scotland Foundation and a non-executive director of the Scottish Event Campus Ltd. He is a member of the ICAS Governing Council.



Jean Church MBE
Chair of Council and SICM

Jean is Chair of Council and SICM of the Institute of Directors (IoD), Director of My Business Lynq Ltd. a new business start-up, Ambassador for the Teenage Cancer Trust she also sits on the Superfast Business Broadband Wales Panel and is cofounder/Vice-Chairman of the Torfaen Strategic Economic Forum. 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.



Femi Bamisaiye
Non-Executive Director

Femi Bamisaiye was appointed to the Board of the IoD in February 2019. Femi is the Chief Information Officer of HomeServe - one of the UK's leading home assistance providers. He joined HomeServe in December 2017 from Royal Mail Group where he was the Divisional CIO responsible for Royal Mail International and Parcelforce Worldwide.

Prior to joining Royal Mail in 2013, Femi spent six years working for the London 2012 Olympic Organising Committee (LOCOG) implementing the key business systems that supported the planning and delivery of the Games. In his time with London 2012, he saw the organisation grow from 100 people to the 200,000 that delivered the Games and then back to less than 100!

Before the Olympics, Femi worked in consumer packaging manufacturing for Rexam PLC and, prior to this, IBM Global Services. Femi grew up in Nigeria, has lived and worked on five continents, and has a degree in Economics and an MBA.

Femi lives in London with his wife and their two young children. When not running around after the kids, he has been known to enjoy triathlons, kite-surfing, scubadiving and travel off and on the beaten track.



Deborah Davis
Non-Executive Director

Deborah is a Chartered Director and holds non-executive roles at International Personal Finance plc, Which?, IDEX Biometrics and Southern Africa Conservation Trust.

Prior to building her portfolio career, Deborah spent 25 years in executive roles in technology and internet companies across fintech, ecommerce, software and telecommunications industries. This included 14 years in European and global vice president roles at PayPal, eBay, Symantec and Verizon. Deborah is a Fellow of the Institute of Directors and holds a Bachelor of Applied Science (Electronics) Honours degree from the University of Melbourne and a Sloan Masters in Science (Management) with Distinction from London Business School. Deborah is an avid wildlife conservationist and photographer.



Amaechi Nsofor Non-Executive Director

Amaechi Nsofor was appointed to the Board of the IoD in February 2019. An experienced restructuring and corporate finance practitioner with a track record of advising corporates and lenders, Amaechi is a Partner at Grant Thornton UK LLP, heading up their Africa Business Group.

Amaechi graduated in Accounting with Finance from the University of Glasgow in 1998, qualified as a Chartered Accountant in 2001 and was awarded fellowship of the Institute of Chartered Accountants in England & Wales in 2001.

Over the past two decades, Amaechi has advised over 75 companies in the UK and Internationally, successfully delivering transactions with an aggregate value in excess of \$50 billion.



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.



Suzy Walton
Non-Executive Director

Suzy was appointed on the Board of the IoD in December 2013. She is also the Chairman of the Accreditation and Standards Committee of the IoD.

Suzy is a former Senior Civil Servant from the Cabinet Office and the Ministry of Defence with a Ph.D. gained from classified research in the Ministry of Defence. Suzy is a Chartered Director, Chartered Scientist and a Chartered Occupational Psychologist.

Suzy serves on various Boards and committees. She is currently the Vice-President of the Royal Society of Medicine. She is also on the board of global accountancy regulator – ACCA. For ACCA she is also Chairman of the global Qualifications Board. On behalf of the Lord Chancellor and Lord Chief Justice Suzy also hears disciplinary cases against judges and other members of the judiciary.

Suzy has previously been on many boards including Birmingham Children's Hospital, the Higher Education Funding Council for England (HEFCE), the Royal Society for Arts, government's Science Advisory Council and the Internet Watch Foundation. She is also the former Deputy Chairman of the University of Westminster.

Suzy had earlier careers on the West End stage, and as a broadcaster and journalist. She used to have her own travel programme called Time Off. She has 7 children. The youngest arrived during the Covid lockdown of 2020.



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: iod.com iod.com/annual report



# The appointment

Role Title:	Non-Executive Chair
Company:	Institute of Directors
Website:	www.iod.com
Position Based:	The majority of board meetings are held in London
Dimensions:	26,000 members as recently reported in the 2019 Annual Report and Accounts
Commitment:	Two to three days per month
Remuneration:	Non-Executive Director positions are not remunerated; however, expenses will be paid in line with IoD expenses policy

### Overview

Founded in 1903, the IoD supports, develops, represents and sets standards for business directors across the country. It was awarded a Royal Charter three years after foundation, and for 115 years this Royal Charter has been at the forefront of everything the IoD does for its members and for the business community as a whole, seeking to create better directors through the sharing of knowledge and expertise; a better economy by fostering entrepreneurial activity; better business through the development and sharing of corporate governance best practice, and to provide better services for our many members, in order to build sustainable businesses.

The IoD is in a process of transformation and change, modernising an organisation that has real influence on future government policy. To continue to deliver on the Royal Charter in an increasingly globally-connected world, the IoD is constantly seeking new and relevant ways to help business directors to advance their knowledge and to be able to compete effectively. A new world of collaboration is at the heart of our vision for the future. Against this backdrop, we are seeking to take the IoD into new communities, expanding our networks and facilities nationally and across the globe.

2020 has been a year like no other: directors, boards and organisations have had their business resilience, leadership and corporate governance tested, as they rose to the challenge of a global pandemic, whilst preparing to step outside of the EU in 2021.

These are unique challenges, against which the IoD has a profound role to play by ensuring its members are fully equipped and ready to engage as part of a more ambiguous, dynamic and globally connected world. To support this agenda the Institute is seeking to appoint an experienced Chair to lead the IoD and chart an agile course at this unprecedented moment in time.

The Chair will lead a progressive Board, working in partnership with the Director General to define the strategic direction and focus, as the IoD continues to modernise and change to meet the needs of its diverse members in this changing multichannel and digitalised world. Championing the IoD values, the Chair will promote its regional, national and international objectives to ensure the Institute continues to expand its reach, supports the development of members and actively engages with government whilst fostering entrepreneurial activity, set within the context of sector leading governance.

The IoD's ambition is confined only by the imagination of its members and leaders, who will determine its future by working together. We are excited by our collective future.

### The role

The Chair of the Institute is a Board member (a Non-Executive Director). The Chair of the Institute will be appointed jointly by the Board and Council, and the position will be ratified by the Voting Members at a general meeting in accordance with the procedures set out in the IoD's Constitution.

### **Key Responsibilities**

- > Champion the IoD's values and promote the Objects of the Institute;
- > Provide leadership to the Institute, its Board and Regions/Nations Ambassadorial network, ensuring that the Institute has maximum impact for its stakeholders. In doing so, together with the Senior Independent Council Member they will need to ensure that both bodies operate effectively and efficiently and although independent of one another, they also have the ability to work collectively with one another, when required;
- > Enable the Institute's Non-Executive and Executive Directors to fulfil their duties and responsibilities and are effective stewards of the IoD;
- > Establish and build a strong, effective and constructive working relationship with the Director General ensuring they are empowered and held to account for achieving agreed strategic objectives;
- > The Chair will support the Director General and others, to represent the organisation externally, building its reputation and influence with key external stakeholders, within Government, the media and the wider business community and key influencers;
- > Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision-making process. The Chair does not chair Council this is the role of the Senior Independent Council Member;
- > The Chair will be responsible for creating the conditions for overall Board and individual director effectiveness;
- > Ensure that the Board monitors performance and sets direction in an effective way and satisfies itself that appropriate action is taken to remedy problems as they arise;
- > Alongside the Director General, serve as the link between the Board and Council;

- > To be a sounding board, providing challenge (where appropriate) and mentorship to the Director General:
- > Be a champion for all the members; and;
- > Work with the leadership of the Institute to further craft and shape a vision of the IoD in the 21st Century which is compelling, ambitious and realisable.

### The Chair Will Also

- > Support the Director General and his team in their agenda of change, pressing them hard when necessary on their efforts to broaden and increase membership:
- > Where appropriate and in conjunction with the Director General be the public face of the IoD in the media or with Government;
- > Be a passionate advocate for and practitioner of the highest standards of corporate governance;
- > Adhere to the seven Nolan Principles (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership);
- > Be an advocate of IoD's professional training and development programmes, particularly its highlyrespected Chartered Director Programme;
- > More generally, they will be a source of sound judgement and unquestioned integrity; a source of inspiration within the Institute and respect and credibility outside.

### **Time Commitment**

The commitment required is not expected to exceed more than seven to nine meetings per year, however this will increase should you take the opportunity to be involved in committee work.

### **Tenure**

Board Members are appointed for an initial term of three years. The term may be renewed if both the Non-Executive Director and the Board agree. A Chair may serve for up to two consecutive threeyear fixed terms, in exceptional circumstances a final third term could be proposed (maximum nine years in total).

### The person specification

The IoD is seeking to appoint an outstanding Chair; a highly respected and inspirational figure who will exemplify the values, standards and objectives that drive the Institute. The prestigious role requires an individual who is highly commercial and well networked (regionally, nationally and internationally), is passionate about UK business, and has a successful track record in a respected and notable customer centric, commercial corporate or not-for-profit organisation of scale and complexity.

The Chair will be a key strategic figure, both internally and externally, and it is vital that the successful candidate has experience, leadership capability and sound judgement to balance requirements of the Institute, its Board and its Council. The IoD requires an individual who is influential, non-political and who has unquestionable integrity; a person who truly believes in the Institute's purpose and importance. The Chair will act as a key ambassador for the Institute and ensure the IoD's governance is of the highest possible standard with the political dexterity to navigate and influence across Whitehall.

### **Professional Background**

- > A proven track record as a Director within a robust and complex commercial environment;
- > Well-honed skills as a chair of a board of an organisation of scale be it in the private sector or a not-for-profit environment with a National/Regional and International presence;
- > The successful candidate will most likely have a NED portfolio career and will have previously enjoyed a successful career as a business director of merit within the UK economy);
- > Will be a respected and known figure in the business community and able to articulate the case for British business within the highest levels of Government and policy development;
- > Confident to operate at the highest levels of Government;
- > Media savvy;

- > They will be familiar with change and have extensive experience in overseeing business transformation/significant change management within complex organisations. Will bring a broad and national perspective of the changing landscape of the UK economy; ideally will also be very familiar and comfortable with the growth of the UK's digital economy:
- > Preferably a Chartered Director or familiar with the IoD's Chartered Director Programme (maybe currently working through the accreditation).

# Personal Characteristics the IoD Would Like to See Demonstrated

- > Independence of thought and sound judgement;
- > Inner confidence, able to draw the best from others: in short, a leader;
- > Strong interpersonal skills with a steady and calm demeanour;
- > Has the ability to facilitate productive Board discussion without overriding the ability of the Board to decide (does not push own agenda);
- > Straightforward manner and an ability to remain impartial;
- > Values discretion and confidentiality;
- > Highly attuned level of "emotional intelligence" and inspirational communicator;
- > Gravitas, commands respect and able to listen and build unity in a boardroom context;
- > A strong advocate of encouraging enterprise and entrepreneurialism;
- > The incoming Chair will be a member of the Institute;
- > A key attribute is the application of critical thinking skills I.E. analysis, synthesis, deduction, inference, reason and evaluation.

The IoD is an equal opportunities employer and is committed to promoting equality and diversity in the workplace. Applications are encouraged from all representative groups. Applications will be considered, and appointments made solely on merit.

# **Appendix**

### **Appointment Process**

The recruitment process is being led by Jean Church, MBE, Senior Independent Council Member and Chair of the Nominations Committee, supported by Mullwood Partnership.

### **Appointment Timetable**

- > Closing date for applications: 30th December 2020.
- > Anticipated First interviews with Institute of Directors: January 2021.

# **Applications**

Online applications are preferred with a cover letter quoting reference A000263 to **iod@mullwood.com**.

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

For more information an informal discussion please contact our retained search partner, Mullwood Partnership, iod@mullwood.com





