



Dear Candidate,

Thank you for your interest in joining the Institute of Directors' (IoD) Council. In exercising its powers, the Council is bound by the Institute's Royal Charter, by-laws and member rules and regulations.

You will probably be aware of the extensive changes the Institute has undergone over the past year and we are really excited that the work in progress underpins the intention to comprise members who represent the future of the IoD – ambitious, diverse and working throughout the UK as well as Internationally. It is our collective responsibility to ensure that this common purpose is at the heart of everything we do.

As the Institute's Council we act in an oversight and advisory capacity as guardian of the Institute, ensuring that the objects of the IoD's Royal Charter are delivered. Whilst we provide critique and opinion to the Board it is important to differentiate between the skills we enact as Council members and those carried out by the Non-Executive Directors of the Board. It may be said that as guardian of the Constitution, Council fulfils the role of shareholders. Council Members are expected to act collectively in the best interests of the Institute and are not 'shadow directors'. They do not have responsibility for any act or default by the Institute or its officers.

It is important that Council engage and communicate with the Institute's members and ensure that their views and interests are properly represented and considered, as much as it is to deliver open and transparent dialogue between Board and Council.

This is an exciting time to join Council when we seek to put into action the work we have been doing to develop and improve the mechanisms that enable us to discharge our responsibilities and to improve our effectiveness as a governance body.

I trust the information you have received will encourage and motivate you to apply.

Yours sincerely,

Jean Church MBE Dip.IoD FIoD

IoD Council Chair (Senior Independent Council Member)