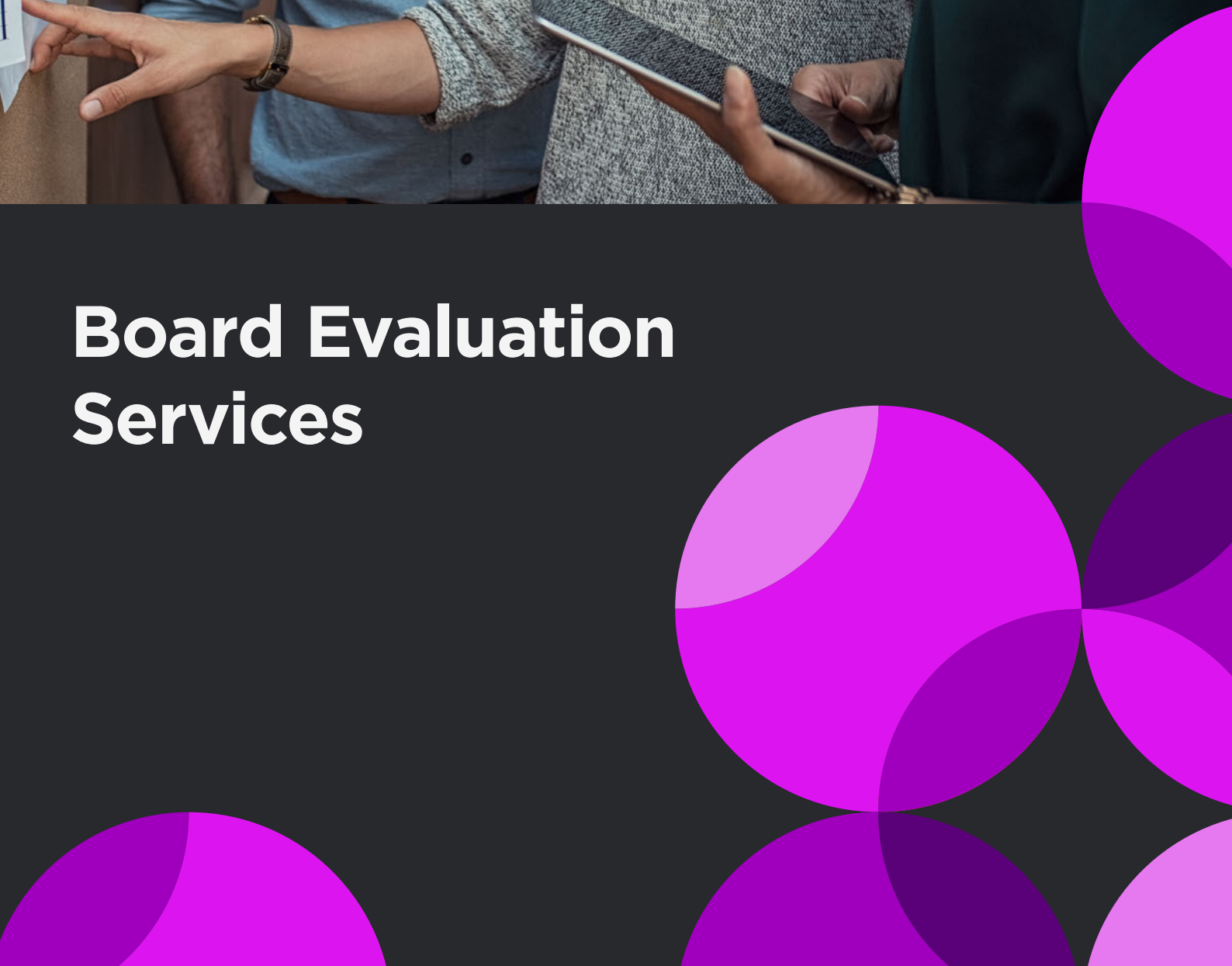




Board Evaluation Services



We believe that ‘better directors make for better businesses and a better world’

As we navigate out of the pandemic, boards have an even more critical role to play in supporting the economy and our societies to build back better in a sustainable, responsible and ethical way. Boards are having to continuously adapt and evolve their way of working. Against this backdrop, never has there been a more crucial time for an independent board review.

With over a century’s worth of experience working with directors from start-ups to FTSE, banks to NGOs, charities to the military and local public sector organisations to global multi-nationals, we set the standards for what makes an effective director, a high-performing board, and a successful organisation. We have a proven track record delivering fully independent board effectiveness reviews, to help identify the strengths and capabilities of your board in which to capitalise on, as well as areas for development.

Our board effectiveness reviews are conducted by highly experienced practicing directors, many of whom are also chartered directors, with unique depth and breadth of knowledge and experience. We recognise that there is no ‘one size fits all’ approach when it comes to board reviews and take into account the size, complexity and level of maturity of individual companies, and their objectives concerning their own development. Given the diversity amongst organisations, corporate governance principles are applied in a pragmatic and flexible manner, reflecting the individual circumstances of each company.



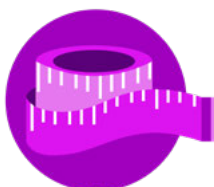
Why choose an IoD board effectiveness review?



A proven methodology.



Fully independent and impartial.



Measurable and action-orientated - we provide a baseline for immediate and future improvement.



Flexibility to tailor the review to suit your board.



Rigorous quality assurance and oversight.



Access to a diverse team of expert evaluators who are also practising directors.



We combine local knowledge with global best practice.



Relevant benchmarking with peer organisations as appropriate.



Global thought leaders on good governance. We are driving the direction of future business policy and setting the standards for directors.

Our board effectiveness review team

Our diverse team of board evaluators are all practicing directors with extensive experience conducting board reviews across all sectors and industries worldwide. The team is led by two principal evaluators and an oversight lead. An IoD board review will give you an objective insight into your board and its performance, providing you with a baseline for immediate and future development. In addition to our team of expert evaluators, the IoD approach includes an additional layer of oversight to provide further confidence in relation to independence and quality assurance.

Principal board evaluators



Janhavi Dadarkar CDir

Janhavi is the IoD's Programme lead for Governance, a Chartered Director and an advisory board member of the IoD Centre for Corporate Governance. She currently sits on the board of a global fin-tech, an Indo-European think tank and an advisory board of the largest volunteer organisation of its kind in UK which gives a voice to under-represented students and women. She is an experienced advisor who facilitates the right conversations through board evaluations and training. Examples of clients include EY, Royal College of Defence Studies, TheBoardroom Africa, CFA Institute, CIMA, Willis Towers Watson, Wolverhampton Homes, Cambridge Enterprise, Oxford Innovation and Wilton Park.

Having spent more than two decades in the City of London and a two-year stint in USA as a corporate lawyer, Janhavi went on to be a senior Partner in a boutique advisory firm where she helped boards successfully navigate their organisations into new jurisdiction. She sold that business and now focusses on being a thinking partner for boards either as a facilitator, general counsel or advisor.

At the IoD, Janhavi is the main author for the Role of the Board and Director and the Board UK and International handbooks which are both widely acknowledged as being the most comprehensive guides for board members on their role irrespective of size, nature and complexity of the organisation.



Paul Munden CDir

Paul is an experienced commercial law barrister, non-executive director, chairman and Chartered Director. Paul has served as general counsel on the board of the Business Link operation in London, a not-for-profit organisation helping businesses overcome barriers to success. During this time, Paul advised on a wide range of complex and politically sensitive commercial law issues, working with senior leaders in government and the civil service.

Paul has led Chartered Director courses within the UK, Europe, the Middle East and many other jurisdictions across the world. He has extensive experience in carrying out board effectiveness and governance reviews in the private, third and public sectors. Paul has worked with the boards of some of the world's leading organisations, including Credit Suisse, PwC, Samruk- Kazyna, Bibby Group, Ford and John Lewis. In the third sector, Paul has assisted organisations such as the CFA Institute, Sport and Recreation Alliance, Peabody Trust, RIBA, the NHS and the Local Government Association.

Paul has also worked with a number of high profile international public sector bodies including the Abu Dhabi Accountability Authority, National Lottery Ghana and the Islamic Development Bank. Paul is an experienced non-executive board member and is currently chair of a high-profile national charity in the arts. Paul has previously served on a number of public sector boards including The General Teaching Council for England, the Legal Services Board and the Mid Essex Primary Care Trust.

Board Evaluation oversight lead



Best practice recommends that any board, regardless of sector, company type or industry, should continuously review their effectiveness.

Dr. Roger Barker
Director of Policy and Corporate Governance, IoD

Roger is the IoD’s Director of Policy and Corporate Governance and is a member of the Executive Management team. He is an experienced educator specialising in governance and board evaluation, with over 20 years’ experience as a board member. He is senior advisor to the Board of the European Confederation of Directors Associations (ecoDa) and has served on boards in the private and third sectors. Between 2015 and 2020, he was a member of the European Economic and Social Committee, the EU advisory body, after being nominated by the UK government for a five-year term.

Having obtained his doctorate on corporate governance from Oxford University, Roger serves as a visiting lecturer at a number of leading business

schools, including Said Business School (Oxford) and ESSEC (Paris), and was formerly a lecturer at Merton College, Oxford. He is currently an Honorary Associate at the Centre for Ethics and Law at UCL (London), and is the author of several books and numerous articles in the field of corporate governance and board effectiveness.

In recent years Roger has acted as an external consultant to the IFC, the OECD, GUBERNA, VisionFund International, the European Bank for Reconstruction and Development, Securities Investors Association Singapore, and the Asian Development Bank. He has also conducted board and governance evaluations for leading organisations in Europe, Asia and throughout the world.



Our eight-step methodology

We have developed a robust, and flexible methodology which delivers an objective review of a board's effectiveness.

The IoD Director Competency Framework informs our analysis and forms an integral part to our proven methodology. It is built around three dimensions:

Knowledge

The director's understanding and application of practical and theoretical concepts.

Skills

The expertise that a director demonstrates.

Mindset

The attitude and disposition that shapes a director's responses and behaviour as an individual as well as in the boardroom.

Our methodology is underpinned by the following:

- The UK Corporate Governance Code
- The OECD Principles of Corporate Governance
- The new Code of Practice for board evaluations by the Department for Business, Energy & Industrial Strategy (BEIS)
- The ecoDa Corporate Governance Guidance and Principles for Unlisted Companies
- Bob Garratt's Learning Board framework
- The application of appropriate global best practise frameworks and relevant legislation



Continuous review:

The eight steps are underpinned by a continuous review process. Feedback will be discussed at agreed checkpoints and actioned as required.

Each of the steps can be (and usually are) tailored to reflect the maturity, culture and composition of the board. We also take account of the organisation type (e.g. public vs private sector, SME vs listed company, family business etc.).



The IoD Centre for Corporate Governance

The IoD Centre for Corporate Governance exists to explore current issues in corporate governance, company stewardship and ESG – for the benefit of the business community and wider society. Our reviewers utilise these insights to further inform the recommendations and guidance provided in a board evaluation review.

Established in 2020, the Centre pursues a multi-stakeholder approach – reconciling and contrasting the perspectives of board members, investors, policy makers, academics, employees and NGOs.

By fostering a dialogue between stakeholders – who might normally address governance issues within their respective professional silos – the Centre seeks to encourage collaboration, debate and mutual understanding. Its scope encompasses both private sector enterprises and organisations in the public/not-for profit sectors.

The Centre arises from the IoD’s Royal Charter obligation to “promote the study, research and development of the law and practice of corporate governance”. As an expression of that mandate, the Centre functions as an independent, not-for-profit centre of excellence.



Institute of Directors

We believe that helping directors to improve, encouraging great governance, while fostering an entrepreneurial climate, helps generate prosperity in all its forms, making the world a better place. We strive to remind those with influence of this belief.

Better Directors, Better Businesses,
Better Economy.

iod.com

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