

Candidate brief

Non-Executive Chair



Welcome



David Langworth CDir
Council Chair
Senior Independent Council Member

Thank you for applying for this important role.

As one of the most well recognised and highly respected business organisations in the UK and internationally, the IoD strives to exemplify excellence in leadership, governance and management in its own activities and actions, continuously adapting to a rapidly changing and challenging external environment. In so doing, it seeks to position itself as the pre-eminent voice for directors, influencing business policy and practice across the United Kingdom and internationally.

Good governance remains the foundation for good business. The IoD believes that better directors make a better world and its fundamental purpose and services remain hugely valued by directors across the world.

The IoD is at an exciting point in its development. Emerging from a period of significant change, the Institute has effectively repositioned in readiness for the next stage in its evolution. It is more decentralised. It has adapted its business model to reflect its strong regional presence, the different needs of sectors, regions and the devolved nations, as well as members internationally. This has been underpinned by a digital strategy that has improved the organisation's efficiency.

We have reinvigorated our approach to engaging both current and future directors, while staying true to our Royal Charter, and we have adapted our highly acclaimed professional development offering to focus on the competencies that will be required over the next decade. The latter is critical in a continuously challenging business climate where strong corporate governance – the IoD's core purpose – is more relevant than ever. This is a time to support director professionalism and best practice. It also critical to continue to encourage increased diversity across the membership.

Our mission is to attract new members from all walks of life who are serious about business, value learning and are committed to applying the principles upheld by the IoD. We seek individuals who are ready to challenge, be influential and eager to grow. We support them with first-in-class professional development and connecting them to young and experienced members.

Amongst other issues, a recent strategic review of the organisation has sought to identify a path that will enable the Institute to strengthen its already sound financial position. Positive results from this work are evident with the Institute reporting a stronger financial outcome for 2023 and an increase in membership.

The challenge remains to maintain its authority as the leading voice on governance while also becoming more accessible.

Its objectives, across the country and internationally, are to increase the IoD's local, regional and international member engagement, become more diverse and continue to attract new members.

Royal Charter Objects

- 1 Promote for the public benefit high levels of skill,** knowledge, professional competence and integrity on the part of directors, and equivalent office holders however described, of companies and other organisations
- 2 Promote the study, research and development** of the law and practice of corporate governance, and to publish, disseminate or otherwise make available the useful results of such study or research
- 3 Represent the interests of members** and of the business community to government and in all public fora, and to encourage and foster a climate favourable to entrepreneurial activity and wealth creation
- 4 Advance the interests of members** of the Institute, and to provide facilities, services and benefits for them

About the IoD

As the UK's largest and 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. 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.

Our Royal Charter
defines our responsibilities

Our purpose
flows from this

Better directors
for a better world

Our value proposition
delivers on our purpose

Our three powerful dimensions
capture how we deliver

Connect
with peers facing similar challenges

Develop
the skills and knowledge that make better directors

Influence
the people making decisions that touch your world

We are a community
A network of peers exchanging knowledge, learning together and supporting each other

We are an authority
The source of knowledge and expertise for everything company directors need to know

We are a movement
A group of people with a common cause – creating better directors for a better world

Structure and governance

In line with its Royal Charter, the governance and control of the IoD is vested in two main governance bodies - the Board and the Council of the Institute.

Each of these bodies fulfils a distinct but complementary governance role. The Council of the IoD is the guardian of the IoD constitution, ensuring that the objects of the IoD's Royal Charter are delivered, and acts as the IoD's shareholder. It is chaired by the Senior Independent Council Member (SICM).

The Board is responsible for the overall leadership of the IoD, setting its values, standards, aims and objectives and holding the Management Team to account for their delivery. It is chaired by the Chair of the Institute.

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. We are immensely proud of the diversity and depth of experience contained in our Board and Council.

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 progress 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

Board

Sets the strategy and holds Management Team to account for its delivery, while also providing them with support and guidance

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

Management Team

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 have a reasonable geographical distribution of members and a balance of diversity, sector and background

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.

The appointment

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| Role title | Non-Executive Chair |
| Company | Institute of Directors |
| Website | iod.com |
| Position based | UK, the majority of the board meetings are held in London and at least one meeting annually may be held in one of the Regions/Nations |
| Dimensions | Circa 18,000 members |
| Commitment | Four to five days per month |
| Director fee | £24,000 per annum, expenses to be paid in line with IoD expenses policy |

Overview

Founded in 1903, the IoD supports, develops, represents and sets standards for directors and their equivalents across the country and internationally. It was awarded a Royal Charter three years after foundation, and for 118 years this Royal Charter has been at the forefront of everything the IoD does for its members and for the business community.

It seeks 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, modernising an organisation that has real influence on future government and industry policy. To continue to deliver on the Royal Charter, the IoD is constantly seeking new and relevant ways to help business directors to advance their knowledge and compete more 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 networks, services and facilities nationally and across the globe.

Over the last four years, directors, boards and organisations have had their business resilience, leadership and corporate governance tested, as they rose to the challenge of a global pandemic, geopolitical events, a cost of living crisis, Brexit's impact and pressure to deliver on climate change and social goals.

These are significant 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 for the Institute and its membership.

The Chair will lead a progressive Board, working in partnership with the Director General to refine 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.

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 purpose of the Institute as defined by its Objects
- Provide leadership of the Institute, its Board and Regions/Nations Ambassadorial network, ensuring that the Institute has maximum impact for its stakeholders
- Together with the Senior Independent Council Member, ensure that both the Council and Board operate and communicate with each other effectively and efficiently and although independent of one another, are able to work collectively when required
- Enable the Institute's non-executive and executive directors to fulfil their duties and responsibilities and be 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
- Represent, together with the Director General and others, the organisation externally, building its reputation and influence with key external stakeholders, within Government, the media, the wider business community and key influencers
- Chair Board meetings 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
- Be responsible for creating the conditions for overall Board and individual director effectiveness and supporting Council to discharge its responsibilities effectively
- 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
- Evaluate the performance of the Board and Director General on an annual basis
- Be a sounding board, providing challenge (where appropriate) and mentorship to the Director General
- Be a champion for all the members
- 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 their team in their agenda for change, pressing them hard when necessary on their efforts to broaden and increase membership
- Where appropriate and in conjunction with the Director General and/or others, 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 highly respected Chartered Director Programme
- More generally, they will be a source of sound judgement, unquestioned integrity and inspiration within the Institute, and respect and credibility outside.

Time commitment

In addition to time required for the performance of the ambassadorial role which requires attendance of meetings and events across the UK, the commitment required is not expected to exceed more than 10 board and three Council meetings per year. The Chair of the Institute is also a member of at least two other board committees/working groups meeting up to three times annually.

Tenure

Board Members are appointed for an initial term of three years. The term may be renewed subject to the Institute's reappointment process.

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 and/or membership 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, in a relatively unique governance structure. 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 and beyond.

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 and/or executive of merit within the UK economy
- Will be a respected and known figure in the business community and able to articulate the case for business within the highest levels of Government and policy development
- Board level experience at an international membership organisation would be an advantage but not essential
- Confidence to operate at the highest levels of Government
- Media savvy
- Deep understanding of the UK business community including large corporations, SMEs and membership organisations


- Be familiar with change and have extensive experience in overseeing business transformation/ significant change management within complex organisations. Will bring a broad perspective of the changing landscape of the UK and global economy; will have experience of successful international expansion
- Ideally will be familiar with and comfortable with the exponential growth and importance of technology to organisations. Will have an understanding of geopolitics, macroeconomic issues, demographic and societal change and the need for more inclusive and mindful leadership
- 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
- Strong stakeholder awareness and stakeholder management skills
- 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
- A member of the Institute upon appointment
- A key attribute is the application of critical thinking
- Skills ie, 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.

Key people

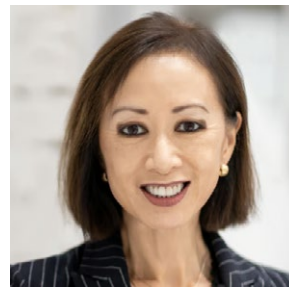
View the Council and Board member biographies here
www.iod.com/governance/ 



David Langworth CDir
Council Chair
Senior Independent Council Member



Femi Bamisaiye
Non-Executive Director



Deborah Davis CDir
Non-Executive Director



Amaechi Nsofor
Non-Executive Director



Alexander Simpson
Non-Executive Director and
Senior Independent Director



Jonathan Geldart
Director General



Robin Watson CBE
Non-Executive Director



Ieda Gomes Yell
Non-Executive Director



Graeme Jenkins
Non-Executive Director



Beth Ahlering
Non-Executive Director



Julia Marsh
Non-Executive Director

Appendix

Appointment process

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

Appointment timetable

- Closing date for applications: 11th April 2024
- Anticipated first interviews with Institute of Directors, May 2024

Applications

Online applications are preferred with a cover letter quoting reference A000489 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

