

Candidate brief

Non-Executive Director



Welcome



John Browett
Non-Executive Chair, IoD



David Langworth CDir
Council Chair
Senior Independent Council Member

Thank you for your interest in 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.

We promote entrepreneurial activity, and encourage responsible business practices as well as develop, support and represent skilled, knowledgeable and responsible leaders for the benefit of the economy and society. As an organisation we will continue to promote the best principles of great governance and ensure the overall member journey within the IoD is an exciting, relevant and engaging experience regardless of stage of career or what organisation our members belong to.

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. We returned to growth, stabilised our finances and increased our reach among the wider business community. This achievement during our 120th anniversary is testament to our resilience, innovation and dedication to our strategic goals.

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 upward trajectory has continued in 2024.

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.

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

Connect
with peers facing
similar challenges

Develop
the skills and knowledge
that make better
directors

Influence
the people making
decisions that touch
your world



Our three powerful dimensions
capture how we deliver

**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 opportunity

Role title	Non-Executive Director
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 19,000 members; influencing a much larger network of nearly 100,00 existing and aspiring directors.
Commitment	Twelve to fifteen days per year
Director fee	Non-Executive Board positions are not remunerated; however, expenses will be paid in line with the IoD's expenses policy

The role

The IoD seeks to appoint two- three highly commercial and well networked Non-Executive Directors to be strategic figures on the Board. We welcome interest from all functional backgrounds and specialisms including Chartered Directors and experience in Finance, Legal, Government and Digital/IT Technologies.

The successful candidates will play a full part as a member of the Board which is responsible for oversight of the organisation's operations, setting strategy and providing entrepreneurial leadership of the Institute. As a key part of these responsibilities, the Board holds to account, supports and challenges the Executive Directors and Management Team who are responsible for executing the strategy.

The Board comprises Non-Executive Directors and the Director General. It has several committees to which it delegates certain functions and powers.

As well as playing a full part as members of the Board, it is intended that the successful candidates will have considerable experience and be willing to take key roles on the Board and its Committees.

Non-Executive Directors have the same general legal responsibilities to the Institute as any other director. The Board as a whole is collectively responsible for promoting the success of the IoD by directing and supervising the Institute's affairs.

In addition to these requirements of all directors, the role of the non-executive has the following key elements:

- **Strategy** – Non-Executive Directors develop the strategic direction of the organisation in pursuit of its Charter objectives.
- **Performance** – Non-Executive Directors evaluate the performance of management in meeting agreed goals and objectives, and scrutinise the report of performance. Hold the Director General and the management team to account and provide appropriate challenge.
- **Risk** – Non-Executive Directors satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible. They ensure that appropriate policies are in place to manage risks to the organisation's operations and the achievement of its strategic objectives.
- **People** – Non-Executive Directors determine appropriate levels of remuneration of executive directors via the Remuneration Committee and have a role in appointing, and where necessary removing, senior management. Succession planning is also a key requisite of the role.

Responsibilities

On an individual basis, Non-Executive Directors are expected to contribute using their specialist expertise and valuable insights, whilst maintaining their independence from the management of the Institute. They will use their experience to challenge and support the Board to come to the best decisions.

Each individual member is expected to contribute constructively to the work of the Board. The effective collective performance of the Board depends on members recognising and fulfilling their individual responsibilities.

Your ability to work well with others is a key skill and will make the role fulfilling and productive.

Non-Executive Directors have particular duties and responsibilities. In carrying out these duties, Board members should always be aware that they are responsible for:

- Acting in the capacity of a Non-Executive Director.
- Determining strategic direction and policy.
- Practicing exemplary governance.
- Directing the affairs of the Institute and sharing responsibility for Board decisions.
- Ensuring that communications both to and from relevant stakeholders, including the Council, are effective.
- Acting only in the interests of IoD as a whole.

Every Non-Executive Director is expected to:

- Promote and support the IoD's mission, champion the IoD's values and set the strategic direction of the Institute as a progressive force in business.
- Contribute to, and share responsibility for, the Board's decisions by scrutinising papers, leading discussions, focusing on key issues and providing advice and guidance requested on new initiatives or other issues relevant to the area of the IoD's work in which you have a special interest.
- Debate and take specific decisions which are of such significance as to be required to be taken by the Board
- Advance the principles of equality and diversity across both the IoD and in its governance.
- Keep own learning and knowledge of the local and national operating environment and the impact that this has on IoD, as up to date as possible, in order to make well informed decisions.

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

Experience/personal skills

This detailed knowledge and experience will complement the Board's existing skills and knowledge base, within the context of a robust and balanced Board.

Essential:

- A strategic mindset, excellent judgement, and strong interpersonal and communication skills.
- Broad experience with sound business credentials ideally gained within a respected FTSE, SME, globally listed, significant commercial corporate, non-profit and/ or national membership organisation.

Desirable:

- Chartered Director Qualification.
- Experience of dealing with government officials.
- Comprehensive understanding of corporate governance.
- Well-developed commercial acumen with a proven record of insight, judgement and decision-making at Board level, ideally with deep non-executive experience.
- Builds trust and respect of staff and Board colleagues.
- Able to clearly articulate complete understanding of the Institute's purpose, relevance and strategic direction.
- Non-political and ego free, with a collegiate and supportive approach to the chair and other members of the Board.
- Good listener and clear thinker able to apply a high level of emotional intelligence whilst constructively challenging colleagues.
- Strong ability to guide and facilitate strategic debate at Board meetings whilst taking a full business overview.
- An ability to consider the long-term implications and broader view of issues, spotting opportunities, identifying key risks and the means of mitigating them.
- An understanding of geopolitics, macroeconomic issues, demographic and societal change and the need for more inclusive and mindful leadership. Ideally will be familiar with and comfortable with the exponential growth and importance of technology to organisations.
- Highly developed interpersonal and leadership skills to effectively engage, communicate and influence at all levels.

- Ability to promote the case for British business at the highest level.
- Demonstrates a strong and passionate commitment to equality and diversity.
- Acts as an ambassador for the IoD at all times.
- A member of the IoD.
- Be familiar with the chartered director and professional development programmes.

Time commitment

The Board meets six to seven times per year, usually at the Institute's office at 116 Pall Mall. Board 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 Board Members in good time prior to the engagement). Board Members are expected to commit to the role 12 to 15 days per year. Non-executive Directors are also involved in various board committees/ working groups meeting up to three times annually.

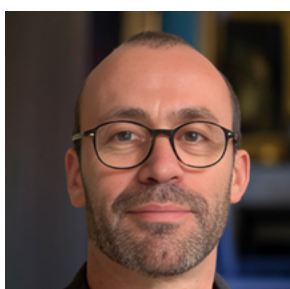
Tenure

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

The Institute of Directors is an equal opportunities organisation and is committed to promoting equality and diversity. Applications are encouraged from all backgrounds and sections of the community.

Key people

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



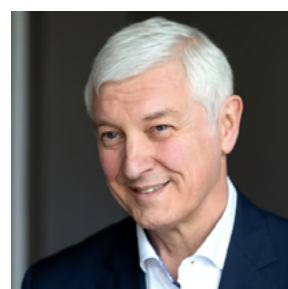
John Browett
Non-Executive Chair



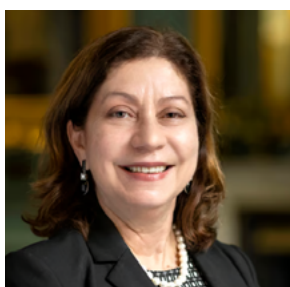
Femi Bamisaiye
Non-Executive Director



Amaechi Nsofor
Non-Executive Director



Jonathan Geldart
Director General



Ieda Gomes Yell
Non-Executive Director



Graeme Jenkins
Non-Executive Director



Beth Ahlering
Non-Executive Director



Julia Marsh
Non-Executive Director



David Langworth CDir
Council Chair
Senior Independent Council Member

Appendix

Appointment process

The recruitment process is being led by the Nominations Committee supported by Mullwood Partnership.

Appointment timetable

- Closing date for applications: 14 November 2024
- Anticipated first interviews with Institute of Directors, December 2024

Applications

Online applications are preferred with a cover letter, providing specific examples on how the criteria for the role is met, quoting reference A000492 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

