



**Empowering  
directors**

Institute of Directors  
Annual Report and Accounts 2024

# Empowering directors

In today's uncertain, volatile world, the IoD has a vital role to play. Directors are having to navigate tough geopolitical and economic challenges, while exploring ways to reinvent their businesses to survive and grow. We provide the training needed to enhance their knowledge, skills and expertise. We are their voice to government, shaping policy on key issues. We are a diverse and collaborative community, committed to mutual support and lifelong learning.

Fulfilling that role requires the IoD to lead by example. This year's report outlines continued progress, as we strengthened our financial position, enhanced operations and grew our membership — remaining focused on strategic delivery and long-term resilience.



The IoD would like to thank all the members who agreed to take part in and be profiled in this year's report and gave generously of their time.

[View their stories here](#)



Billie O'Connor: CFO Mulberry Group plc  
Read Billie's story on p27

Chair of the Institute's report	4
Director General's report	7
Our vision	11
Membership	12
Events and activities	18
116 Pall Mall	22
Professional development	24
Chartered Directors	30
Policy	32
People and culture	36
Governance	42
Governance structure	44
Governance of the Institute	47
Council Chair statement	48
IoD Council	49
IoD Board	50
Nomination Committee	54
Committees of the Board	58
Statement of Board responsibilities	63
IoD Chairs	65
Financial Review	67
Independent auditor's report	68
The accounts	71



Dan Miller: CEO,  
Young Professionals  
Read Dan's story on p40



# Chair of the Institute's report



**John Browett**  
Chair

**It was my great privilege to become Chair of the Institute of Directors last July. When I took over as Chair, the Institute had just reported encouraging growth in membership and its strongest ever financial results. I am delighted that this positive trajectory continued throughout 2024. As Chair, it is my duty to ensure we continue that path.**

The economy in the UK and across the world proved to be challenging and we also saw changes in the political sphere including a new government in the UK and the election of President Donald Trump in the United States. Both have led to major policy changes at home and abroad, though their full impact remains uncertain.

In these circumstances, it was hugely pleasing to see underlying revenue and EBITDA before exceptional items, well ahead of 2023, at £21.7m and £4.5m. Membership was 19,342 – up by just over 900 from the previous year. By any measure, this is a great outcome. These are our best ever financial results, and this achievement is down to the hard work of all our staff and volunteers, and particularly the Management Team led by our Director General Jonathan Geldart.

As I mentioned when I took over, the work to transform the Institute over the last few years has made a real difference. The IoD is unique as a member-driven organisation and those members join us from every kind of business and organisation, from small to large. As a result of the changes we've made, the membership is becoming more diverse and representative of the whole country. And that change has been one of the drivers of membership growth as has the quality of our services.

What this shows is that the Institute is on the right course, the strategy is working, and we remain a highly relevant and effective members' organisation. But there's still more to be done. I am focused on how we continue to build on this, further developing our offering and continuing to execute our growth strategy.

Throughout my extensive career as an executive and non-executive, I saw the value of grasping opportunities to learn from both successes and failures. To be an effective and influential director, I believe you need to have experienced both and use what you learned from the failures to help achieve success.

Helping directors become the best they can is at the core of our hugely successful professional development programmes. They are world leading and we continue to evolve them to support the new skills that will be needed over the next few years.

# 19,342

IoD membership as of 31 December 2024

It is important for us to be influential with policymakers on behalf of our membership. Our talented policy and governance team continued to secure significant policy successes and the work we do across the country, supported by the many volunteers, to help members network and connect remains one of the Institute's biggest strengths. These are the building blocks of the success we have achieved and what we can do in the future.

We faced some headwinds last year, but the strength of the Institute meant we were well positioned to handle them. The scheduled detailed survey of 116 Pall Mall – something we do every three years – has led to the need for a greater provision in our accounts. This building is much more than our London hub – it is a building that is highly valued by our members and one we have rightly invested in as an important asset. It remains a core part of the Institute and will do for many years to come.

We strengthened the Board with four new members. Chief Financial Officer Kate Cooper joined along with three non-executives, Renee Hunt, Mark Pacitti and Dr Vikas Shah MBE. I am proud to lead such a talented and dedicated group. I would like to thank them and the Council, led by Chair David Langworth, for their help and guidance.

I have been greatly encouraged during my time as Chair by the enthusiasm, skill and dedication at all levels of the Institute. And I would like to thank every one of you for the work you do. The year ahead will offer opportunities and, undoubtedly, challenges, but as we have shown in the last few years, the Institute is well placed to take advantage, and I am confident that there will be even more successes to celebrate in the coming years.



**John Browett**  
Chair



**Helping directors become the best they can is at the core of our hugely successful professional development programmes. They are world leading and we continue to evolve them to support the new skills that will be needed over the next few years.**



“

Uncertainty can be unsettling, but it also brings opportunity. I've shaped my businesses to be ready for change — because when the future's unclear, there's always a chance to do something better, braver, more meaningful.

**Alys Smith**  
Partner and HR Director, Health HR UK

Read Alys's story on p17

# Director General's report



**Jonathan Geldart**  
Director General

**I am pleased to report that 2024 was another strong year as we continue to successfully execute our long-term vision for the Institute.**

The theme for last year's annual report and accounts was 'Platform for Growth'. Having established that platform, we continued to build on it and grow. The positive trend in terms of membership, revenue, underlying profitability and reach has continued.

I believe this is because as a members' organisation, we continued to focus on these main priorities – connecting members, improving directors' skills and knowledge, and representing our members' interests.

Our strategic vision is to make the Institute a vibrant, relevant and successful organisation that empowers all directors regardless of age, ethnicity or gender. In my remarks three years ago, I wrote about the shock of the war in Ukraine and the impact it had had on the Institute at the time. In many ways, the world is now an even more unstable and unpredictable place than it was back then.

We cannot choose the world we live in. We can, however, do our utmost to make it better and, when it comes to directors, that is the core purpose of this Institute. I am proud that over the last financial year, the work of our staff and members has continued to do exactly that.

I am delighted to report that we were able to grow the membership of the Institute again in 2024, closing the year at 19,342, up from 18,405 at the end of 2023. As many of you know, the decline over previous years

was something we needed to address by ensuring our proposition was of great and lasting value. The first signs in 2023 were encouraging and continued membership growth is a welcome endorsement of the Institute's value to members. We continue to do this in a sustainable and positive way and I am pleased to report profitable revenue growth as well.

Both underlying revenue and EBITDA, before exceptional items, were well ahead of 2023, at £21.7m and £4.5m respectively. Demand for our professional development courses remained high, especially for our core Certificate in Company Direction offering. During 2024 we had over 5,700 delegates attend our courses and 179 new Chartered Director Qualifications awarded.

## Extending our reach

Last year, I mentioned how we had extended our reach to the wider business community and that trend continued in 2024. Our LinkedIn page once again grew significantly, and we now have over 100,000 followers.

We continued to punch above our weight on policy and governance issues with government support for the IoD Code of Conduct (October 2024), government plans to introduce ethnicity and disability pay gap reporting (October 2024) and the introduction of the new Fair Payment Code and a package of measures to tackle late payments (December 2024).



## Director General's report

# 5,700+

Number of business training delegates  
as of 31 December 2024

### Championing our members' interests

Our Nations and Regions once again demonstrated the unique breadth of our membership and the ability to support members on issues important in their areas. We were pleased to see a major new funding package from the Scottish Government to develop business and entrepreneurship skills in the school curriculum (December 2024) which we had been requesting for some time. In Northern Ireland, the Institute's Skills Action Plan led to significant changes in the higher education sector. 2024 also saw our Welsh State of the Nation publication printed in both Welsh and English.

As we continue to transform, it was important to invest further in the business to enable the Institute to cope with future challenges. We developed new collaborations, enhanced 116 Pall Mall for members, and launched our Code of Conduct for Directors – widely supported by government and business alike.

In early 2025 we launched our new Commission on the role of the Non-Executive Director. We also plan to refresh our course content from tech to AI to geopolitical developments to maintain currency and relevance in a fast-changing world.

We remain immensely proud of our Royal Charter and UK heritage, but the Institute is a truly global organisation and last year we delivered courses to delegates from as far afield as Tianjin in China as well as from the UAE, Chile and Rwanda.

### Proactive approach

One of the lessons any business learns early on is the need to ensure transparency and avoid hidden risks. This is especially important when times are good.

During my time as Director General, I have not shied away from confronting difficult issues. This proactive approach identified two separate matters last year which have an impact on the figures reported today. I would like to stress however, that neither affects the positive path we are on or the Institute's long-term sustainability.

Firstly, we reviewed the historical VAT treatment of some of our residential courses as part of a planned review of our systems and controls. This review determined that an alternative VAT treatment may be applicable to these courses. As a result, we have reflected this potential liability in our accounts, a one-off charge of £1.3m relating to historic periods, and have sought clarification from the authorities. It was the right thing to do, and we have adapted our processes as a result.

Secondly, our head office at 116 Pall Mall remains a highly valued asset by our membership. We have made significant investments in recent years to make 116 fit for a modern, outward-looking organisation like ours and importantly, one that can cover its costs. Like any historic building of its great age, it needs constant care and attention. The ongoing cost of that work has always been fully accounted for in our annual budgets. Each year, in line with UK Accounting Standards, we review and assess our areas of judgement based upon points of evidence available at the time. Last year, we undertook a scheduled survey of 116 Pall Mall. This, along with other considerations led us to determine that an increase in our dilapidations provision was appropriate.

More information is provided in the Financial Review section of the report on p66.



I would like to thank the Board and Council for their support over the last year. As with all parts of the Institute, we cannot achieve success in isolation and their guidance has been greatly appreciated by me. John Browett took over as Chair in July 2024 and his energy, drive and innovation have already proved to be of tremendous benefit to the Institute.

I would also like to pay tribute to the work of the Management Team and other Institute colleagues, who have all played such an integral part in the growth of the organisation. It was great to see Kate Cooper, who joined as Director of Finance in 2023, become our Chief Financial Officer in December and join the Board.

While it is right to acknowledge and celebrate another strong and successful year, my focus remains on ensuring that this positive trend continues over the long term.

The challenges of a turbulent business world mean we need to run fast to keep up but I can truly say we are now equipped to do just that and more. The positive momentum we have built over the last few years gives me confidence that the demand for the knowledge, experience and insight the Institute brings will be greater than ever. The world needs better directors and there is no organisation better suited to taking on that task than this Institute.

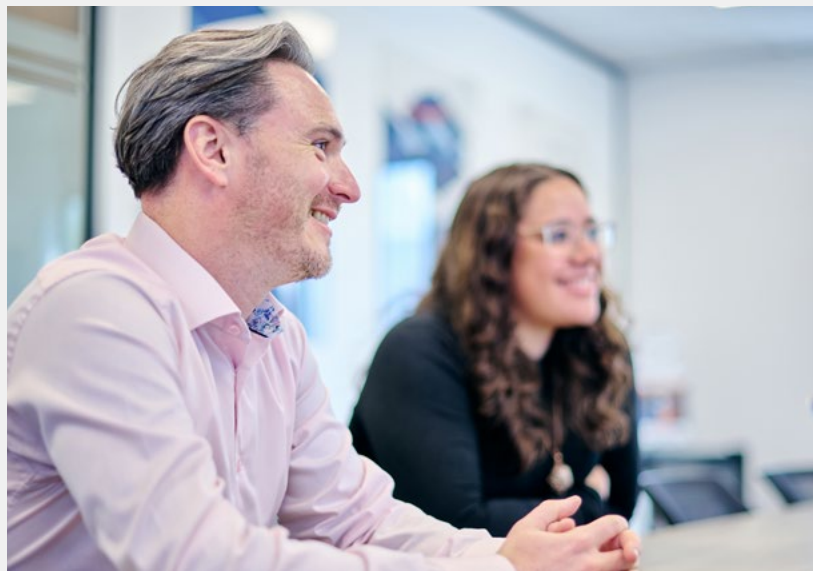


**Jonathan Geldart**  
Director General



Nutkins UK





**Martyn Williams CDir FIOD  
MD, COPA-DATA UK**

For Martyn Williams, the IoD helped spark a shift – from risk-focused survival mode to balanced, strategic leadership. “You can instinctively know a lot of things but not have the formal frameworks or understand your blind spots.” Martyn completed the Chartered Director Qualification in under a year. “Once you know you’re okay, the question becomes – where can we grow?”

He says the training gave him the tools to think long-term, while also reinforcing the value of slowing down. “Better decisions come when you stop, breathe, and feel.” He builds space into each day to set intention – a practice that grounds him. Martyn also draws on IoD research for market insight and values the peer network as a source of perspective: “It’s lonely at the top – but it doesn’t have to be.”

# Our vision 2026

In 2021 we set a five-year strategy with four key goals for 2026. Expanding our membership, growing revenues, increasing our financial surplus and improving gender diversity. Strengthening our financial resilience and maintaining reserves was essential as we continue to face a challenging operating environment. Despite very tough conditions, we're on track, and, in some cases, ahead.



## Vision 2026

Grow membership

23.3k

Advancing, despite headwinds

Grow revenues

£23.7m

Financial resilience

Increase financial surplus EBITDA

£3.4m

Maintaining reserves

Improve gender diversity

30%

Continued progress in a key non-financial performance indicator

20k

£15.4m

£2.1m

20%

## 2021 baseline





### **Saj Zafar**

#### **Founder and CEO, LeadHERship Academy**

“Leadership isn’t a way of doing – it’s a way of being,” says Saj Zafar. For her, it begins with knowing who you are and leading from your values. Saj’s mission to empower one million women into leadership was born from her own journey – gaining two decades of experience in some of the most challenging environments – from prisons to central government. As the first female Asian Muslim prison governor, she was often the only woman of colour in the room.

She now champions authenticity as a strength, not something to suppress. At the IoD, she’s found connection and a bridge into spaces that need more diverse voices. In an age of AI and uncertainty, Saj believes that “people want more than pay checks, they want belonging. Leadership has to meet that need.”

# Membership

## Growing together

**We're a dynamic and expanding community of directors who are passionate about entrepreneurialism, professionalism and good governance. We learn, share and support one another, creating a powerful network that drives success.**

Being a member of the IoD means being part of a diverse and engaged community of directors and leaders across the UK and internationally, connected by a shared purpose to support good governance and effective leadership.

At the heart of this is our commitment to being an independent and reliable source of support and representation for our members. Helping directors to strengthen their skills, make informed decisions, and uphold high standards of corporate governance.

We continue to do this through knowledge sharing, professional development opportunities and providing spaces for meaningful connection with peers. Whether leading a start-up or an established business, our resources are designed to help directors navigate challenges and contribute to the long-term success of their businesses and organisations.

### International community

In 2024, we identified new growth areas and emerging markets, forming global partnerships to support director training and connect business leaders. We listened to our international members, responding to their changing needs and local challenges.

Our commitment to lifelong learning remains central to IoD values. We expanded professional development courses to new global markets, driving strong demand for corporate governance training. Through branch activity and reseller agreements – particularly with large corporations and universities – we've grown our member base and extended our reach. The international Chartered Director community also grew significantly in 2024 and is set to continue expanding.

The Institute of Directors remains focused on the UK, but over the last decade in particular, we have increasingly become an international organisation. Like the business community, our members are looking outwards for opportunities to grow, projecting the value and importance of good governance beyond the UK. The growth of international membership in recent years shows the increasing importance of the Institute beyond the UK's shores and the global appetite for access to independent and high-quality information, thought leadership and connectivity.

### Highlights

Our international branches, supported by dedicated volunteers, organise local events and partner with local stakeholders. IoD Jersey and IoD Isle of Man hosted The Director of the Year Awards locally, celebrating success for the best international business leaders and recognising them in front of their peers.

IoD Guernsey published a pioneering report on Guernsey's social capital, highlighting its role in supporting the island's economy, businesses, and community wellbeing. Released on 3 October at the Social Capital: The Key to Economic Growth and Social Wellbeing in Guernsey event, the report examined the strengths, weaknesses, risks, and opportunities of Guernsey's social capital.

International structural changes reflect a strong commitment to good governance and professional director development. These changes enhance our member offerings and strengthen the global reputation of the Institute. International events continue to play a key role in raising our profile and expanding our influence.

## Membership

### Growing together

#### Membership growth

##### Continued strong performance

We recorded a second successive year of membership growth, demonstration that we are delivering on our purpose – directors are coming back to us.

#### Information and Advisory Service

##### Delivering valuable, practical support

Our objective is to provide a fast, reliable and meaningful service to members to empower directors' ability to make informed business and career decisions. With a diverse range of factsheets, templates, best practice guidance, tailored advice and research services, our IAS offering provides huge value to members.

##### Highlights

- 3,230 member requests from 1,062 individuals – up from 2,788 requests and 959 members in 2023
- 490 advisory sessions for 357 individuals
- Top requests: legal templates, market research and company lists, HR issues and corporate governance, ESG (Environmental, Social, and Governance)

As sustainability becomes a priority for many members, we're making it easier to access relevant resources including insights from the IoD Sustainability Special Interest Group.

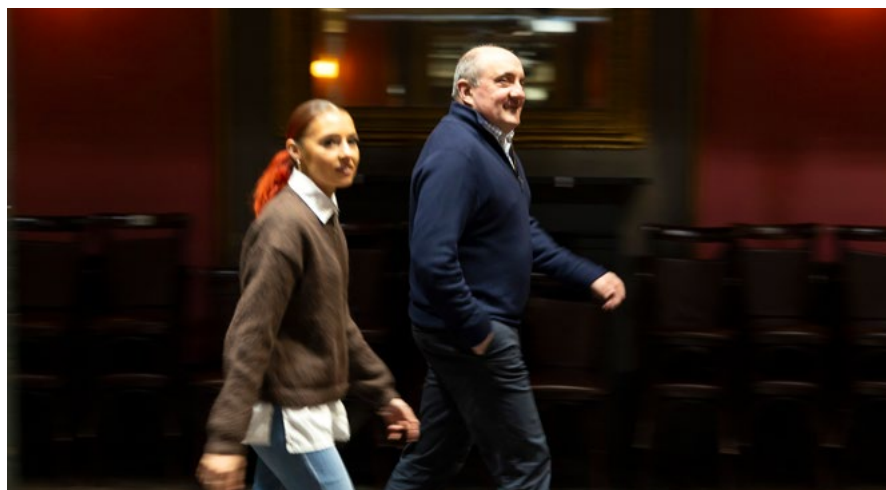
#### What our members are saying:

bb

**What an incredible resource! I'm so impressed. Plenty of reading for me to get my teeth into. Thanks for some great content – I'll definitely be back!**

bb

**My advisory session was enlightening. The adviser's insights on appointing an executive director were invaluable and I learnt a great deal from our conversation.**







**Alistair Elder FloD**  
**CEO, SGI Partners**

For Alistair Elder, governance isn't about red tape — it's about how a business lives its values every day. "It's culture, not just compliance," he says. As a director and advisor, he joined the IoD to strengthen his own skillset and support the businesses he serves. Training, policy groups and peer conversations have all played a role.

After years in corporate and government leadership, he's seen how repeated shocks have made businesses more agile — but clarity still counts. His advice for fellow directors? "Know your offer. Communicate constantly. The more you know, the further you'll go."



**Governance isn't about red tape — it's about how a business lives its values every day.**

## Membership

### Growing together

#### IoD Professional Benefits Programme

##### Delivering value to members

For many years, the IoD has run a national programme – the Professional Benefits Programme – offering members exclusive deals on a range of third-party products and services.

In 2024, through partnerships with providers such as Hiscox, Bupa, Insured Health, Hertz and Yulife, thousands of members and their businesses benefited from company insurance policies, health cover, wellbeing support and car rentals.

#### 116 Pall Mall workspaces

In late 2021, the IoD launched dedicated workspaces at its historic 116 Pall Mall building to better support modern business needs. Combining heritage with functionality, the space offers members flexible offices, lounges, dining, meeting rooms and event facilities – all in the heart of the capital.

Since launch, demand has grown steadily. By early 2024, the workspaces reached full occupancy, reflecting the growing need for flexible, high-quality, centrally located work environments and the IoD's ability to evolve with its members.

#### Looking Ahead

We're more than just a membership organisation – we're a thriving, growing community. As we continue to expand our services, events, and mentoring opportunities, we look forward to seeing even more members connect, learn and succeed together.



**I think critical skills for directors to develop or enhance over the next few years will be adaptability, empathy and data fluency.**





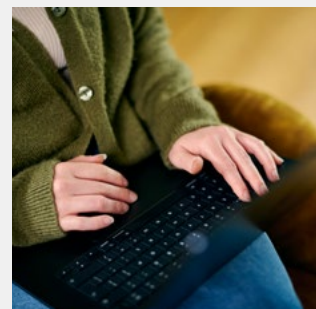
### Alys Smith

#### Partner and HR director, Health HR UK

Completing the IoD Certificate in Company Direction was a turning point for Alys Smith. It gave her the confidence to start a solar energy business and a tech company, alongside her HR consulting work. “The IoD’s training has been a gamechanger for me, not just as a director but in how I lead the business.”

But as the business landscape changes fast, adaptability is key. “What used to take five years now takes five months,” she says. “I think critical skills for directors to develop or enhance over the next few years will be adaptability, empathy and data fluency.”

For Alys leadership today means investing in people, continuing to evolve and rethinking resilience. “It’s more than bouncing back — it’s about being able to pivot in situations and move forward.” The IoD has given her the tools and network to do just that.





# Events and activities

## Connecting and learning from peers

Learning from, and networking with peers is a core part of the Institute's offering. In 2024, members had the opportunity to connect and engage at more than 400 in-person and online events and were able to choose from national, location-based, special interest and sector-focused offerings.

We aim to keep expanding opportunities for members to connect, learn and grow in ways that suit them in 2025.

### Highlights

In the run up to last year's general election, we co-hosted the Bloomberg Business Debate, live streamed from Bloomberg's TV studio with Jonathan Reynolds, now business secretary in the Labour government and Kemi Badenoch, now Conservative leader, with an in-person audience of IoD members.

The IoD's Code of Conduct for Directors launched in autumn with a landmark event hosted at 116 entitled Business as a force for good and growth. This was a milestone for director standards and had notable engagement with speakers such as Lord Iain McNicol, Liz Barclay (Small Business Commissioner), Professor Roger Steare (The Corporate Philosopher), Paul Hockley (BDO Ethics and Compliance Director) and Professor Colin Mayer CBE (University of Oxford).

A new initiative launched in November 2023 to offer dedicated events for Chartered Director (CDir) alumni, marking the 25th anniversary of the qualification in 2024. This expanded to include a graduation ceremony for Certificate, Diploma, and Chartership graduates, along with an annual Chartered Director Conference held in June. Focused on innovation and productivity, the conference featured exclusive access to Nissan's UK car plant, masterclasses from Innovate UK and the Good Business Charter, and a networking reception to celebrate 25 years of the Chartership.

### Special Interest Groups (SIGs)

#### Helping directors grow

Sharing knowledge and helping directors grow is at the heart of what we do and we know members value it highly. Our Special Interest Groups (SIGs) bring together business leaders with specific industry knowledge to share best practice and take part in topic-led discussions. These groups cover a wide range of topics and issues and are free for members to join.

Numerous SIG events were held in 2024, ranging from day conferences and masterclasses to social evenings and even a walking tour of the new London Heritage Quarter. Over the past three years, SIGs have become an important part of what we offer members and the wider business community. They continue to grow significantly, from a little over 1,000 people signed up in 2023 to over 8,000 at the end of 2024. In 2025, SIGs will be encouraged to offer more events across regions and online to involve more of our members.

#### Highlights

- Glass Ceiling SIG: Women Entrepreneurs Summit – in collaboration with NatWest – 326 attendees, London
- Finance and Fintech SIG: AI Masterclass – 224 attendees, online
- Property and Built Environment SIG: representation on boards panel discussion and reception at the UK's Real Estate investment and Infrastructure Forum (UKREiIF), Leeds – 300+ attendees
- Japan SIG: Business opportunities through Osaka Expo 2025 in partnership with the Japanese Embassy – 112 attendees, London
- Education SIG: UK skills policy and delivery – opportunities for the new government – 153 attendees, online



**Dale Parmenter**  
**Group CEO, DRPG**

For Dale Parmenter, leadership confidence doesn't come from going it alone – it comes from connection. “Being a leader can be a lonely place,” he says, “but just hearing others share the same challenges builds confidence.” For him, the IoD's value lies in that peer-to-peer support, especially in uncertain times. “Having the IoD and being able to look at what members are doing, go to events, network and talk to people, it inspires you to come up with new ideas and ways of working.”

Communication, too, is critical. Dale believes honest, transparent dialogue – even when the news is tough – is the mark of a true leader. Through the IoD's community and conversations, he finds the resilience to keep pushing forward, inspired by how others adapt, lead and thrive.

## Events and activities

### Connecting and learning from peers

#### Member hubs

##### Expanding access to professional spaces across the UK

IoD member hubs are spaces for members to work in a professional environment, connect and collaborate. As of early 2024, the IoD had successfully established over 30 member hubs across the UK. However, a review of regional access highlighted a notable gap in the North West – an area recognised as a key business centre with a growing community of entrepreneurs, directors and senior leaders. In response, the IoD launched a new member hub in the heart of Manchester, ensuring that members in this important region are better supported.

This data-driven approach to hub development will continue, strengthening the IoD's presence outside London. By identifying and addressing areas of high demand, the IoD remains committed to enhancing availability and delivering value to its members, wherever they are based.



**The Manchester Hub is more than just drop-in workspace. Members are always welcome to join the committee for coffee after our monthly meetings – a regular chance to connect and build relationships. And we've held three successful events there. Having a 'home' is a key building block for Manchester IoD's vision of a useful, relevant business community.**

**Manchester hub member**

#### IoD Mentor Connect

##### Launch of peer-to-peer mentoring for directors

We recognised the growing demand for flexible and less formal professional development approaches to complement the training and CPD events we provide. In response to this demand, we were proud to officially launch a dedicated platform for peer-to-peer mentoring – Mentor Connect – at our 2024 AGM.

It is often said that it can be lonely at the top. We want to help members share real experiences and learn from fellow directors who understand senior leadership challenges and opportunities. The platform allows members to engage directly, building relevant and impactful relationships based on professional need, development goals and areas of expertise. Since launching in July, 832 members have signed up. Our goal is to keep expanding this initiative, encouraging more members to tap into the power of peer support.



**Mentoring through IoD Mentor Connect has been truly rewarding. It makes it easy to connect people with the right profile to offer guidance and act as a sounding board in areas where they have deeper or broader expertise. I've enjoyed sharing my experience, supporting others in their leadership journey and making onward connections. It's a great way to make a meaningful impact.**

**Chris Saul CDir FIoD**

Winner, England Director of the Year (International) 2024



## Across the Nations

### IoD in action

#### England

The Better Director Series brought business leaders together in Manchester and Surrey to tackle hot topics like AI and the economic fallout following a bruising autumn budget. The Director of the Year Awards in Birmingham celebrated excellence in Sustainability, Innovation and Family Business.

#### Northern Ireland

From business briefings to major conferences, highlights included the Women's Leadership Conference (550 attendees) and the IoD NI Annual Dinner (440 attendees). Speakers included Anna Burns, author of Milkman and award-winning investigative journalist Nick Wallis who reported on the Post Office scandal.

#### Scotland

100 members joined a Non-Executive Director roundtable dinner series in four locations across the country. Other notable events included a Bank of England breakfast briefing and a winter lunch at The Balmoral with keynote speaker Gordon Dewar, CEO of Edinburgh Airport.

#### Wales

Key events included Wales Week in London, the DOYA (350 attendees), and the first national International Women's Day event. The year rounded off with two winter lunches.

Beyond events, we've been actively representing the IoD at major trade expos like the Global Britain Trade Expo, the SME Expo, Black Business Show and the Business Show – ensuring our visibility and engaging with potential future members.



AI Conference



Women's Leadership Conference 2024



Director of the Year Awards

# 116 Pall Mall

## A hub for connecting, learning and celebration

**The iconic 116 Pall Mall building has been home to the Institute since 1978 – a hub where members, delegates and guests come together to work, learn, and connect.**

In 2024, the venue saw a significant increase in engagement, welcoming 286,704 visitors – an uplift of 95,000 compared to the previous year. This growth reflects the continued success of our diversified range of events, member-only and public spaces and improved hospitality experience.

### **A thriving hub for business and events**

#### **Revenues continue to grow as services expand**

Through our strategic partnership with Searcys, our official food and beverage supplier, 116 Pall Mall continued to provide exceptional hospitality and event experiences, hosting 1,669 meetings, 112 conferences, 89 drinks receptions, 76 formal dinners, 33 Christmas celebrations and 16 weddings – including one couple from the USA.

This diverse range of activities contributed to a strong financial performance, with related income exceeding £2.1 million in 2024 – up from just under £2 million in 2023.

### **Celebrating milestones and achievements**

#### **A year of recognising significant successes**

116 Pall Mall was the proud venue for some of the IoD's most significant celebrations in 2024, including the IoD's first-ever professional development graduation ceremony. Over 200 qualifying directors and their guests attended to mark their achievements in the Certificate, Diploma, and Chartered Director programmes. The event featured a distinguished panel of chartered directors and an insightful keynote speech exploring AI's role in leadership. A delicious Searcys afternoon tea added a celebratory touch.

The building also opened its doors to celebrate the London Marathon, welcoming hundreds of participants for a much-deserved respite and celebration following their amazing achievement.

### **Recognising excellence**

#### **Award wins and support for charities**

In 2024, 116 Pall Mall cemented its reputation as one of London's premier event venues, securing Best Historic Venue or Livery Hall – over 300 attendees – reception style, at the London Venue & Catering Awards 2024. The venue also won bronze for Best Event Venue – over 300/under 1,500 attendees – reception style. Additionally, the 116 Pall Mall Brasserie By Searcys received a 100% score twice from mystery diners, reinforcing its commitment to exceptional service and dining standards.

Beyond commercial success, the venue also played a role in giving back, supporting charities such as Crisis, Great Ormond Street Hospital, and The Felix Project through various Christmas fundraising initiatives.

### **Investing in the future of 116 Pall Mall**

#### **A multi-year renovation programme gets underway**

As demand for the venue continues to grow, we are investing significant sums to enhance the experience for members, delegates, and guests. Planned renovation projects for 2025–2029 include:

- Upgrading the men's toilets
- Refurbishing the entrance hall
- Transforming the Business Centre into a modern, high-functioning workspace that meets evolving professional needs
- Enhancing member spaces, with improved furniture and layouts designed to foster greater collaboration and comfort

## Sustainability

### Making progress

Once again in 2024, 116 Pall Mall was awarded the Planet Mark certification – the fifth straight year we have achieved this accreditation. Our carbon emissions reduced slightly across the period with a calculation of 318.2 tco 2e.

During the year, the team continued to find ways to improve our overall position. In September 2024, we successfully procured fully green gas and electricity supply to 116 Pall Mall. We also created a Sustainability Green group, led by an executive board member and made up of senior leaders within the business tasked with driving the IoD's net zero goals.

### Looking Ahead

116 Pall Mall remains a cornerstone of the IoD experience, providing a space where ideas flourish, connections are forged and achievements are celebrated. With an exciting programme of enhancements, innovations and world-class events, the venue will continue to serve as a premier destination for members, business leaders and guests for years to come. And play its part as a member of the community of St James.





# Professional development

## Empowering directors for the future

**In an era of constant change and complexity, directors must be more agile, informed and forward-thinking than ever before. The IoD's professional development programmes are designed to equip leaders with the knowledge, skills and confidence to navigate today's challenges and seize tomorrow's opportunities.**

In 2024, we intensified our focus on ensuring our learning experiences remain relevant, impactful and accessible – helping directors to reach their full potential. Throughout the year, we engaged with our member community to better understand their learning needs, career aspirations and the evolving role of professional development. Our data-driven approach enabled us to refine and enhance our offerings, ensuring they continue to deliver tangible value to directors at every stage of their journey.

### The chartered director advantage

**The leading qualification that deserves greater recognition**

Our Chartered Director (CDir) Qualification remains the gold standard for boardroom leadership, empowering directors to elevate their professional standing and governance expertise. A survey of our chartered directors conducted in August 2024 revealed that:

- In terms of professional development goals – 29% took the qualification to secure a new role, 27% did it to become a better director, 23% because it was recommended by a peer or colleague
- 76% sought a board position once they became a qualified CDir – with 89% of them being successful and 64% attributing their success directly to the qualification
- 93% of CDir's apply their learnings regularly – whether daily, weekly or monthly – demonstrating the programme's practical impact

- 93% have recommended the programme to others, reinforcing its value in the business community
- CDir's gave three key reasons why the qualification helped them secure their new role – enhanced professional credibility and status, commitment to professionalism and good governance, and understanding of the roles and duties of a director

However, our research also highlighted areas for further development, with 27% of respondents calling for increased awareness of the qualification's value across the wider business landscape. Some CDir's say the qualification has not led to a salary increase, with 38% attributing that to people being unaware of the qualification. Addressing this perception gap is something we need to work on.

### Expanding our CDir community

**Setting new benchmarks in professional development**

2024 marked a record-breaking year in terms of the uplift in numbers participating in the CDir qualification journey:

- 179 new chartered directors qualified (up from 95 in 2023)
- 377 individuals achieved the Diploma in Company Direction (293 in 2023)
- 424 delegates attained the Certificate in Company Direction (283 in 2023)

These achievements were bolstered by initiatives such as the Chartered Director Masterclass and the reintroduction of our prestigious graduation ceremony, which celebrated 120 outstanding leaders in October 2024. To recognise our chartered directors, a board listing the names of all those who have achieved this status was installed in a prominent place on the ground floor of the 116 Pall Mall building.

### Professional development goals

29%

Took qualification to secure new role

89%

Gained a board position once qualified

93%

Apply their learnings regularly

93%

Recommend the programme to others

### Expanding our CDir community

179

New chartered directors qualified  
(up from 95 in 2023)

377

Individuals achieved the Diploma in  
Company Direction (293 in 2023)

424

Delegates attained the Certificate in  
Company Direction (283 in 2023)

## Professional development

### Empowering directors for the future

#### Building better directors

##### Enhancing learning through innovation

Continuous improvement lies at the heart of our approach. In early 2024, we refreshed our Certificate in Company Direction, incorporating a modern aesthetic and updated content to better reflect today's governance landscape. We made a significant effort to improve the user experience and interface of the learning management system also known as the IoD Digital Academy. This action helped achieve exceptional growth, with delegate numbers using the academy rising by 66% year-on-year.

##### Highlights

- 136 open courses delivered to 2,637 delegates, with participants joining from 63 countries, up from 127 courses and 2,467 delegates in 2023
- Our customer satisfaction score reached 92%, up from 86% in 2023

The most popular courses were the first stage of the accredited Chartered Director Qualification – the Certificate in Company Direction – with 2,088 delegates attending. This included demand for the intensive residential Accelerated Certificate in Company Direction programme. The second stage – the Diploma in Chartered Direction – saw 136 delegates attend. And demand for virtual course examination support surged – with 92 online preparation sessions supporting 2,403 delegates.

413 delegates attended non-accredited courses focused on understanding specific roles in the boardroom. The top choice was Role of the Non-Executive Director with 199 delegates. We also offered 59 bite-size learning workshops through the Professional Development Series (PDS). 1,128 delegates boosted their knowledge and skills through short two-hour facilitated classes online.

Members increased their use of the IoD Digital Academy where free access to tools such as a CPD tracker and self-assessment enables users to identify areas of development as well as digital self-directed courses for agile learning.

“

**I was really pleased this was something that was offered – it is an important acknowledgement of a challenging journey.**

**It was wonderful to be able to celebrate our success and reunite with some of our classmates.**

Comments from the 2024 graduation ceremony

“

**This course exceeded my expectations and really made me think about how I approach my business**

Leadership for Directors

**Excellent course and structure as I have come to expect from the IoD – very professional**

Strategy for Directors

**As a new director, the course has given me confidence to understand and fulfil my duties**

Role of Director and Board

Testimonials from our course delegates







**Billie O'Connor**  
**CFO, Mulberry Group plc, founder of the**  
**Nova Community**

"Great leaders know they don't have all the answers - but they have the confidence to ask questions," says Billie O'Connor. Billie founded the Nova Community after noticing even accomplished women lacked confidence in key leadership moments.

For her, resilience and agility are essential tools in today's unpredictable world. Through the IoD's Certificate in Company Direction, Billie sharpened her approach to governance and decision-making, gaining confidence through real-world board simulations. She believes optimism comes not from blind hope, but from adaptability. "Markets bounce back - but only if you change with them." Her advice: stay curious, surround yourself with diverse thinkers, and don't be afraid to say, "I don't know."

## Professional development

### Empowering directors for the future

#### Partnering with businesses and organisations

##### Contextualised experiences to enhance board skills and effectiveness

The IoD's professional development expertise extends beyond individual directors to businesses and organisations, offering practical in-company training to enhance board effectiveness and governance. In 2024, we had a mix of clients – 26 from the UK and 30 internationally. 224 in-company courses were delivered, reaching 3,074 delegates across the UK and around the world. We also worked closely with boards to deliver Strengthscope assessments and board effectiveness reviews to improve governance, ensure accountability and foster continuous improvement.

One standout collaboration was with African Voice of Directors Ltd, where we delivered five contextualised courses to 40 senior leaders and directors. As our client noted:

"These programmes exceeded industry standards for executive training, equipping participants with the practical skills to champion governance excellence on the global stage."

#### Creating opportunities for the next generation of leaders

In 2024, we piloted a new scholarship programme for women in Northern Ireland, providing access to our leading professional development courses. The initiative, which will inform the development of a UK-wide scholarship scheme, has already made a significant impact:

Frances Hill, agent for NI, Bank of England NED scholarship recipient, described the NED programme as "a transformative experience that has given me the confidence and network to pursue NED board positions."

Antionette Bradley, Head of Operations and ESG, Aflac Northern Ireland NED scholarship recipient, highlighted how the programme's interactive learning approach "allowed me to analyse typical challenges facing boards and practise some of the key skills required in NEDs. I am grateful for the opportunity to access this learning."

#### Looking ahead

As we move into 2025, our commitment remains clear – to empower directors with the insights, skills, and experiences they need to lead with confidence. Whether through our Chartered Director Programme, in-company training, or expanded digital learning, we will continue to evolve our services to meet the changing needs of the director community.



**Before doing the IoD courses, I hadn't done any formal training. I don't have a finance background. The 'Finance for Non-Finance Directors' course really helped me through challenging periods in the business.**





**Mark Hutchinson CDir  
CEO, Hutchinson Engineering**

Mark Hutchinson had a clear vision for his business but for years, he kept it to himself. Sharing that vision with stakeholders, employees and customers became a turning point, helping align his team and unlocking growth.

A major influence was the IoD's Certificate and Diploma in Company Direction, his first formal training since school. "It gave me a completely different perspective," he says. The experience helped him professionalise the business, build a formal board and bring in a non-executive chair. For Mark, clarity of purpose and a commitment to learning are now central to how he leads.



# Chartered Directors 2024

Yelnar Adaibekov	Sarah Darville-Downs	Andrea John	Conor Murphy
Dan Adamson	Clive Dafydd Davies	Martyn Jones	Andrew Roderick Myers
Bowale Odumade Adeoye	Cathal Deavy	Dipa Mistry Kandola	Monica Neagoe
Joao V. Almeida	Gwen Dempsey	Laura Keane	Adam Nemenyi
Noura Saleh Alturki	Richard Lovel Denton	Marion Kelly	Carolyn Nicholls
Eliat Aram	Rashmi Dube	Jim Kendall	Carol Nolan
Sameera Areff	Nigel Dunne	Austin Kenny	Karen Nolan
Karen Bailey	Caroline Dutot	Mr Dara Kernan	Orla O'Brien
Jonathan Bale	Matt Ebbrell	Faisal Ali Khan	Mark O'Dea
Maxine Barnett	James A Fair	Patrick Kierans	Peter O'Flaherty
Ross Bartlett	Mr Shane Fitzpatrick	Dr Scott King	Éimear O'Flynn
Thomas Birbeck	David O' Flynn	Jason King	John O'Grady
Gavin C. Bishop	Allen Foley	Richard Knight	Dr Sharon O'Kane
Tom Bloemers	Mitchell Fong	Shaun David Lacey	Andy Massie OBE
Bernard Bos	Lee Francis	Julian Lamb	Caroline Rabar Okong'o
Jenny Branigan	Peter M. Gallagher	Dianne Lee	Josephine Olok
Gearóid Brennan	Alan Garvin	Jonathan Lew	Lekan Omoniwa
Leslie Ann Brett	Nigel Gautrey	Olga Litkovets	Richard Orton
Sinéad Bryan	Manjit Gill	Karen Livingstone	Jeremy Michael Osborne
Fiona Bryant	Séamus Given	Pat Lucey	Mark Osmer
Marina Buckley	Michele Griffin	Heather L Lumby	Oluseyi Osunkeye
Isabel Pinto Buendía	Marisa Guerrero	Paul Magee	Simon Paradis
David Bushe	Robert Hale	Varun Maharaj	Christian Polge
Niamh Byrne	Peter Handley	Tim Maynard	Matthew Polli
David Calvert	Richard Hanlon	Mr Dermot McArdle	Gustavo Pregoni
Malcolm Paul Campbell	Eilísh Hardiman	Neil McDonnell	Graham Purcell
John Andrew Canacott	Peter Harding	Adrian McGillion	Kash Rahuf
David Caraher	Jane Harte	Kieran McMahan	Jack Rake
Kiri Cavill	Tanya Hedley	Anthony McVeigh	Brian Reid
Nigel Cheesley	Seamus Hickson	Grainne McVeigh	Neil Renfrew
Erik Heyl Chiappini	Glynis Hobson	Malcolm Melville	Gearóid Ó Riain
Daragh Clune	Mark Stephen Hodgson	Sébastien B. J. Moerman	Mark Roberts
David Codd	Denton Howard	Michael Wickham Moriarty	Steven Roberts
Fran Collins	Alexander B Hutchison	Catherine Moroney	Keith Robinson
Fiona Cormican	Ayodeji Ishmael	Michael Morris	Natasha Rouse
Brian Cremin	Michele Jackson	Ewen Murchison	Rajendra Rutah
Nicholas Cully	Kirk Jamison	Stuart Murdoch	Nashwa Saleh
Dr Leisha Daly	Elsbeth Jobes	Cliona Murphy	Darrell Sansom

Oliver Schubert  
Giuseppe Scianti  
Jack Scott  
Vipul Shah  
Andrew James Shannon  
Paul Shires  
Michael David Paul Stamp  
Paul Stark  
Candace T Steele  
Paul Suller  
Tejas Sura  
Simon Swift  
Kamila Syzdykova  
Barry Taylor  
Nicola Teevan  
Ian Thompson  
Matthew Tomlinson  
Philippe Vogeeler  
Mark Wakeford  
Claire Walsh  
Claire Weston  
Alex Whitfield  
Martyn Williams  
William Woodford  
Bernice Woolley  
Tom Worsley  
Lorraine Wrafter



Ayodeji Ishmael



Dr Leisha Daly



Tom Birbeck



Olga Litkovets

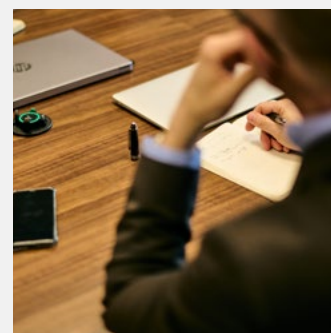


Lee Francis



Sameera Areff





### **Jim Wright CDir Partner, Knights**

Though an experienced solicitor, Jim Wright recognised he lacked the tools to lead a business. “I didn’t have the skills in my toolkit to address the challenges of a business and help it grow.” The IoD’s Certificate, Diploma, and Chartered Director Qualification gave him a decision-making framework for making complex decisions around areas such as strategy, development and looking at new markets. It’s knowledge he now applies across multiple leadership roles.

His top advice? “Be curious.” In a fast-moving world, directors must ask questions, seek patterns and spot opportunities. He believes one of the hidden strengths of the IoD is the strength of the members themselves. “You can always find people to talk to, who you can learn from and who will offer support.”



# Policy

## Advocating for business and good governance

**As the voice of UK business, the IoD is committed to fostering a thriving, entrepreneurial and well-governed economy. Our policy work, grounded in our Royal Charter, ensures that our members' interests are effectively represented at all levels of government. In 2024, we continued to champion pro-business policies, advocate for regulatory clarity, and provide valuable insights to decision-makers.**

The IoD's advocacy activities are primarily undertaken by the Director General and the Policy Team. This work is complemented at the branch level by our network of policy and governance ambassadors who campaign on local issues. In Scotland, Wales and Northern Ireland, the IoD seeks to influence devolved decision-making through the activities of our nations directors, with support from the central Policy Team.

### Shaping the business landscape in a year of political change

#### Exerting the IoD's influence where it mattered

In 2024, IoD policy activities took place against the backdrop of a fragile economy and political change. The achievement of a substantial parliamentary majority by the Labour Party at the UK general election offered the prospect of improved political stability, and this was initially reflected in rising levels of business confidence. However, the UK government's honeymoon period with business soon evaporated in the wake of early policy decisions. Significant increases in employers' national insurance contributions and a wide-ranging programme of employment law reform weighed heavily on business confidence. As a consequence, the UK economy experienced very little growth in 2024. By the end of the year, the issue of how to reignite growth had become the defining policy issue for both the IoD and the government alike.

Although not all government policy decisions in 2024 were well-received by UK business, the IoD still influenced key areas that supported our members. Ahead of the UK general election, our key policy asks were articulated in our Manifesto for Business, and many of its proposals were subsequently adopted. These included:

- Adjustments to the New Deal for Working People, ensuring a more balanced approach to employment law reform
- The creation of Skills England, supporting workforce development and business-led training initiatives
- The announcement of a long-term industrial strategy and corporate tax roadmap, providing greater clarity for businesses
- Reform of fiscal rules to drive economic stability and investment
- A Fair Payment Code and measures to tackle late payments, strengthening cash flow security for businesses
- A commitment to a draft bill on audit and corporate governance reform, reinforcing business integrity and accountability
- Funding for business and entrepreneurship skills as part of the school curriculum in Scotland, supporting the next generation of business leaders

### Policy Voice surveys

#### An important source of insight for government

Throughout 2024, the IoD remained close to its members' perspectives through its monthly Policy Voice surveys. These surveys are closely watched by the UK government and widely reported in the media. Our survey results are particularly insightful for government. IoD membership is spread across all sectors of the economy and is represented in organisations of all sizes – from the largest listed companies to SMEs and micro-entities. The views of IoD members provide a snapshot of sentiment across the entire UK business community, not just in a particular company, industry or sub-category of business.



**Nathalie Agnew**  
**MD, Muckle Media**

Nathalie Agnew, founder of Muckle Media, credits IoD training with helping her take a major step in business growth – acquiring a competitor. “I was literally studying finance as I reviewed the accounts,” she says. The course gave her the confidence to act decisively.

She believes directors thrive not by keeping their heads down, but by engaging, building relationships and facing challenges head-on. Her mindset is shaped by a clear sense of purpose: “If you think you can, you can; if you think you can’t, you won’t.”







## Resilience and strategy are what help businesses move forward.

### B5 partnership

#### Collaborating for greater influence

Working in close partnership with fellow members of the B5 group of business representative organisations, we communicated member views to policy makers through regular meetings with ministers, parliamentarians, officials and key regulatory bodies.

The IoD remained highly visible in both broadcast and print media, appearing regularly on the BBC, ITV, and Sky News, and in publications like the Times, Economist and Financial Times. We were prominent in social media, where we now attract more than 100K followers on LinkedIn, and submitted responses to government consultations on issues which affected our members.

#### Providing members with the inside track

##### An important source of insight on external trends, risks and opportunities

As well as seeking to influence government policy, the IoD sought to support its members with business-relevant insights on developments in the wider economic, political and regulatory environment. We published major pieces of thought leadership on corporate governance, ESG and sustainability. Our quarterly update webinars have become an increasingly popular way for members to stay up to date on issues

which might affect their businesses. An extensive programme of webinars, podcasts and newsletters provided further opportunities for members to gain an inside track on external trends, risks and opportunities.

In 2025, the IoD Policy Team will expand the insights provided to the business community through a series of exciting initiatives. Director magazine is being relaunched in a new digitally based format and a limited print run. It will provide an authoritative source of thought leadership on issues which matter to directors. We are launching a new video podcast series to expand our reach. We're also intensifying our coverage of innovation and technology within the Policy Team. The aim is to influence government policy in a way that boosts UK productivity, encourages entrepreneurship and enables IoD members to remain in the forefront of the accelerating AI revolution.

#### Looking ahead

**More than ever, the IoD remains well-placed to help shape the government's business agenda in a way that drives forward growth and responsible business practice. Our advocacy efforts remained focused on ensuring that the UK business environment remained competitive, stable, and conducive to long-term success.**





# People and culture

## At the heart of everything we do

Our people are critical to the success of the IoD and we are committed to building a culture that enables them to thrive. Throughout 2024, we actively listened to our colleagues – understanding what works, identifying areas for improvement, and implementing meaningful changes.

By focusing on clarity, wellbeing, learning and inclusion, we are fostering an environment where everyone can succeed.

### Creating clarity and fairness in career progression

#### Significant steps forward taken

A key priority in 2024 was ensuring that all colleagues have a clear understanding of their roles and are fairly rewarded for their contributions.

- **Refreshing job descriptions** – every role within the IoD was carefully reviewed to ensure responsibilities were accurately defined and recognised
- **Salary benchmarking** – we partnered with an external specialist agency to benchmark salaries against market standards, ensuring fair and competitive pay structures. While most roles were found to be correctly positioned, we identified and addressed discrepancies during our annual pay review cycle in April
- **Introducing the IoD Salary Framework** – responding to employee feedback, we launched a more tailored salary framework, moving away from a one-size-fits-all model to provide greater transparency and clarity on salary bandings

These steps not only enhance fairness but also provide our colleagues with a clearer path for career progression.

### Supporting wellbeing – mental health first aiders

#### Employee wellbeing remains a top priority

It is imperative we look after our people, not just through recognition and reward, but also their wellbeing. In addition to established initiatives, we introduced mental health first aiders (MHFA) in 2024 – colleagues trained to provide confidential and empathetic support across the business. Our MHFAs reflect the diversity of our workforce in terms of seniority, gender, ethnicity and role, ensuring everyone has access to someone they feel comfortable speaking with. This initiative reinforces our commitment to creating an open and supportive workplace, where mental health is prioritised alongside professional success. They are a companion resource to our People & Culture team.

### Investing in learning and development

#### Making sure our colleagues keep growing their skills and expertise

To support our colleagues, we expanded our learning and development initiatives throughout 2024:

- **Tailored development plans** – with a clearer understanding of job roles and responsibilities, we built structured learning plans to support career progression
- **Blended learning approach** – colleagues accessed a full suite of classroom, online, and experiential learning opportunities, combining internal knowledge-sharing with expert-led external training in areas where we had less knowledge
- **Expanding access to IoD's professional development** – all colleagues were given access to IoD's flagship learning programmes, enabling them to strengthen their skill sets while gaining valuable knowledge on key products provided by the IoD

These investments ensure that expertise remains at the core of our organisation and that every colleague can grow and progress.



Nutkins UK



By focusing on clarity, wellbeing, learning and inclusion, we are fostering an environment where everyone can succeed.

## People and culture

### At the heart of everything we do

#### Measuring success

##### Tracking our two key indicators – staff satisfaction and retention

Tracking employee sentiment is key to shaping our people strategy. We use two primary indicators to gauge colleagues' happiness, safety and understanding of our strategy:

##### Great Place to Work certification

We remain committed to making the IoD an employer of choice, and since 2021, we have conducted Great Place to Work® surveys annually. This independently verified certification is awarded to organisations achieving a Trust Index™ score of 65% and above.

- In 2023, we achieved Great Place to Work certification for the first time
- In 2024, we successfully renewed our Great Place to Work certification, building on previous achievements
- Survey participation increased from 90% in 2023 to 92% in 2024, reflecting stronger engagement
- Our Trust Index™ score surged by 12 percentage points, rising from 67% to 79% – a testament to the positive impact of our initiatives

While these results are encouraging, our ambition remains to create an exceptional workplace where all colleagues feel valued and supported.

##### Staff retention – a dramatic improvement

Staff retention is a critical measure of employee satisfaction. In the years following the COVID-19 pandemic, we faced high turnover rates, but through strategic interventions, we have achieved a remarkable transformation:

- 2022 – voluntary staff turnover was 27.4%
- 2023 – reduced to 11.8%, a significant improvement
- 2024 – further reduced to 3.37%, far exceeding expectations

Through the results from the Great Place to Work® survey and our staff retention figures, we are seeing the positive impact of the work we have completed for our people. However, this is an ongoing project, and we remain committed to working with colleagues to enhance our culture.

#### Diversity and Inclusion

##### Building a representative workforce

We are proud of our diverse and inclusive workplace and remain committed to transparency in our gender and ethnicity representation.



# 79%

Our Trust Index™ score in 2024

# 67%

Our Trust Index™ score in 2023



## Staff retention

Voluntary staff turnover (down from 11.8% in 2023)

3.37%

## Workforce composition

Number of employees

Full time equivalent

91

82

## Gender representation across the organisation (M/F)

34.1%

65.9%

## Management team (M/F)

50%

50%

## Senior function leads (M/F)

66.7%

33.3%

## Experienced leads (M/F)

25%

75%



**Dan Miller**  
**CEO, Young Professionals**

Dan Miller joined the IoD at just 17, looking for support as he stepped into the world of business. "I wasn't there to sell anything," he says, "I just wanted to learn and build a network." That early connection proved transformative – leading to mentorship, growth, and even his first investor.

Driven by a desire to give young people clearer paths into work, Dan built a business from the ground up, navigating change with energy and optimism. "If you believe in what you're doing, keep going," he says. "Purpose comes first – and the rest follows."



**Being a leader in business is tough. As an entrepreneur I've grown a business and one of my biggest regrets is not hiring my staff sooner. You've got to take that leap of faith.**



## People and culture

### At the heart of everything we do

#### Gender and ethnicity pay gaps

##### Notable progress has been made

While we are not required to publish pay gap data due to our size, we believe in transparency and accountability. In 2024, we made notable progress in closing our gender pay gap:

- Mean gender pay gap – reduced from 33.4% in 2023 to 26.2% in 2024 (12.0% excluding the Director General)
- Median gender pay gap – reduced from 26.7% to 11.4%

Our ethnicity pay gap remains stable, reflecting the positive impact of our recruitment and promotion initiatives:

- Mean ethnicity pay gap – 29.5% (from 29.3% in 2023)
- Median ethnicity pay gap – 22.8% (from 22.1% in 2023)
- Ethnic diversity in upper and upper-middle quartiles increased from 9.8% in 2023 to 16.7% in 2024

Through the actions we have taken, including the benchmarking exercise, structured changes to the Management Team and internal promotions, we have seen progress. We will continue to focus on transparent recruitment and inclusive hiring practices. And where possible, flexible and remote working, through which we have seen an increased number of female candidates applying for and being successful in attaining more senior roles.

#### Looking ahead

Our commitment to our people remains unwavering. In 2025, we will continue to enhance our culture, develop our workforce, and embed equity and inclusion across every level of our organisation. By doing so, we ensure that the IoD remains not just a great place to work – but a place where people, ideas and leadership thrive.

# 26.2%

Mean gender pay gap 2024

# 11.4%

Median gender pay gap 2024

# 16.7%

Ethnic diversity in upper and upper-middle quartiles in 2024





# Governance

## Strengthening standards and trust in business

Good governance is the foundation of responsible business and sustainable growth. At the IoD, we are committed to advancing the principles of transparency, accountability, and ethical leadership, ensuring that UK businesses operate to the highest standards.

Our Royal Charter mandates us to promote the study and practice of corporate governance, a responsibility we pursued rigorously throughout 2024.

### The Code of Conduct for Directors

#### Establishing a new benchmark

In October 2024, we published our groundbreaking Code of Conduct for Directors – a major milestone in governance leadership. Developed by a blue-ribbon commission chaired by Lord Iain McNicol of West Kilbride, the Code reflects best practices in ethical leadership and decision-making. It followed a public consultation with over 250 responses from organisations, professional bodies and individual directors. The final Code was well received by the government and the wider business community.

The Code is designed to help UK business win back trust by embedding the values that responsible leaders already uphold. Written by directors, for directors, it provides a practical roadmap to help individual directors make the right decisions for themselves and their organisations, guiding leaders through the complexities and trade-offs of modern governance.

While voluntary, the Code encourages both individual directors and boards to publicly commit to its principles, signifying their dedication to responsible business through the Code's kitemark initiative.

“

I welcome the work that the IoD has done, and continues to do, to encourage directors to sign up to the Code. Whilst this is a voluntary code of practice, initiatives such as this help to drive up standards in corporate governance by highlighting the practical steps that directors can take to reinforce confidence in UK companies and the UK as a place to do business. I applaud the initiative the IoD have taken and hope the Code gains traction.

#### Justin Madders MP

Minister for Employment Rights,  
Competition and Markets



## **Lessons from the Post Office scandal**

### **A governance case study**

In 2024, we published an influential study on the Post Office scandal, focusing on insights from phase six of the Post Office Horizon IT Inquiry, which examined failures in governance, oversight and accountability. The report highlighted critical lessons for directors that will help them become better directors. In addition, it made a series of policy recommendations for government, aimed at rebuilding trust in UK corporate governance.

## **Advocating for stronger audit and corporate governance standards**

### **Helping shape key proposals for reform**

The IoD has been a leading voice in advocating for robust audit and corporate governance reforms, particularly in the wake of high-profile corporate failures such as Carillion, BHS and Patisserie Valerie. Throughout 2024, we continued to press the UK government to move forward with its proposals. These efforts were recognised in the King's Speech in July 2024, where it was announced that a draft bill on audit and corporate governance reform would be introduced in the coming parliament.

## **Strong support for reforming directors' legal duties**

The IoD remained an active supporter of the Better Business Act campaign which seeks to redefine directors' legal duties to reflect a more balanced stakeholder approach, ensuring businesses are accountable to employees, customers, communities and shareholders alike. We also supported Companies House in the implementation of the Economic Crime and Corporate Transparency Act. The act gives Companies House the powers to be more active in preventing identity theft and the creation of fraudulent companies – something that the IoD has long campaigned for.

## **Global leadership in corporate governance**

### **An active contributor to the international policy debate**

The IoD plays an active role in shaping international governance standards through its membership of the European Confederation of Directors Associations (ecoDa) and the Global Network of Director Institutes (GNDI). These bodies enable IoD members to access global governance training courses and events which deepen their understanding of global governance practices. In 2024, the IoD was a major participant in a 24-hour GNDI global conference on governance trends, which attracted over 2,500 participants across multiple time zones.

### **Looking ahead**

As we move into 2025, our governance priorities will continue to focus on promoting adoption of the IoD Code of Conduct for Directors, reinforcing ethical leadership across UK boardrooms. Advancing audit and corporate governance reform, ensuring stronger oversight and accountability mechanisms. Deepening our global engagement in governance best practices, equipping UK directors with world-class knowledge and frameworks. At a time when trust in business is more important than ever, the IoD remains steadfast in its commitment to shaping the future of corporate governance in the UK and beyond.

# Governance structure

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. This enables the right people to have access to the right information at the right time.

## 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

### Non-executive directors

Work with and challenge executive directors

### Director General and executive directors

Day-to-day management of the business and implementation of strategy.

## Committee of the Board and Council

### Nomination Committee

Leads process for board and council appointments

## Committees of the Board

### Audit and Risk Committee

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

### Remuneration Committee

Advises on the Institute's remuneration framework and policy and terms of employment for senior members of staff and executive directors.

### Accreditation and Standards Committee

Approves standards and competencies required by directors and boards and the methods for assessing directors.

## Management Team

### Executive remit

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, in line with the strategic plan.

## Council

Guardian of the constitution to make sure that the Chartered Objects are being delivered.



## Region, Nation and Branch Chairs

Work closely with all staff and volunteers in the IoD to promote the ethos of 'OneloD'.





**Antoinette Bradley**  
**Head of Operations and ESG,**  
**Aflac Northern Ireland**

For Antoinette Bradley, IoD training has been transformative. Completing the Certificate and Diploma in Company Direction gave her the confidence to lead on risk, governance and sustainability – areas where she's since driven real change. A mentoring scheme through the IoD inspired her to expand her role to include ESG, a move that's delivered lasting value for the business.

She sees leadership as both strategic and human: "Relationships help businesses thrive." Despite global uncertainty, Antoinette is optimistic – pointing to innovation, sustainability and the next generation of professionals as reasons to lead with purpose and confidence.

# Governance of the Institute

**The Institute is dedicated to a high standard of governance and follows best practice for guidance.**

The Institute of Directors was established in 1903 and became a body corporate under Royal Charter in 1906. The IoD's constitution comprises the charter, by-laws and regulations.

The Board is responsible for all the affairs of the Institute and the Council is the forum in which the Board is held directly accountable to the charter.

As a chartered organisation, initial control of the Institute is vested in the members and the Institute is fundamentally controlled by the Privy Council and in turn the King in Council. The Institute does not have owners and is not subject to the normal laws and regulations relating to the operation of registered companies. The Institute, however, is accountable to the public as well as its members, and must therefore meet the public interest test in the pursuit of its objects.

Our governance structure shapes the way that information flows throughout the Institute, and we constantly strive to improve our own governance procedures and processes.

The relationship between the Board, Council and committees as defined in the Institute's constitution are:

- The King in Council and Privy Council granted the Institute its Royal Charter and by-laws
- The membership approves any changes to the Royal Charter prior to submission to the King in Council and Privy Council, who approve any changes to the charter and by-laws
- The Council holds the Board to account for delivery of the Royal Charter Objects and provides critique and opinion on the Institute's overall progress. Council is the guardian of the constitution and considers any changes to the constitution before they are proposed to members
- The Council also appoints Board members, via the recommendations of the Nomination Committee (the joint committee of the Board and Council). Council member appointments are approved by members at the Annual General Meeting
- The Board is responsible for the overall leadership of the Institute and for holding the executive to account. The Board approves the strategy and is responsible for setting the Institute's values, standards, aims and objectives and delivering them in line with the Charter Objects. The Board has several committees that support its decision-making across the Institute

The committees of the Board are: the Audit and Risk Committee, Remuneration Committee, and the Accreditation and Standards Committee. There is also an established geographic network, which reports to the Board via the regional chairs.

**The Institute is accountable to the public as well as its members and must therefore meet the public interest test in the pursuit of its objects.**





**Sarah Walker-Smith CDir  
Group CEO, Ampa**

For Sarah Walker-Smith, governance isn't a constraint — it's an enabler. "It gives you the confidence to act, to move fast and manage risk," she says. As both CEO and chair, she applies that belief across executive and non-executive roles, shaped by the IoD's Chartered Director Qualification. But leadership, she adds, must also be human.

Empathy, listening and authenticity are vital, especially in uncertain times. "The course gave me the confidence to lead as myself," she says.

Sarah also believes optimism is a choice – and a responsibility: "We make optimism for others when we choose to lead with it."



**We need to sharpen up our governance. Not only of organisations, but how organisations collaborate with governments is so important. Integrity really matters.**



# Council Chair statement



**David Langworth CDir**  
Chair, IoD Council and SICM

**This has been the most positive year of recent times. The Board and its Executive have navigated the Institute through so many challenges and now, with a more stable financial footing, the Council's conversations with the Board are far more focussed on the future and how the Institute is to further its journey and obligations under the Royal Charter.**

As a reminder, it is essentially for the Royal Charter that the Council exists. Our role is to:

- Hold the IoD Board to account for delivery of the Royal Charter Objects and by-laws, acting as guardian of the Institute and providing the Board with critique and opinion on the Institute's overall progress. To that end we put questions to the Board and promote constructive debate. Rather like an active shareholder would and that's how we should be seen
- Report to the membership on the Council's opinion on IoD strategy and Board performance at the AGM
- Monitor stakeholder engagement by taking the pulse of IoD membership and wider stakeholders, relaying key themes back to the Board
- Appoint and remove non-executive directors to the IoD Board

Our current Board, chaired by John Browett, is extremely talented and diverse in its composition. It is bringing the energy we need to accelerate change. The Council, too, comprises a talented and diverse group. Its members bring wide-ranging experience and come from across the UK and internationally and include chartered directors. In 2025 we will be refreshing the Council's membership as some members – including myself – have completed the maximum two terms.

As a Council, part of our role is to listen to the voices of our members – and future members – across various forums, so we can contribute meaningfully to the Board's vision and strategy for the Institute. Such a positive turnaround does not guarantee future success, but it does give the Institute the ability to focus on the future with greater confidence. The Council is ready to play its part in ensuring that your Institute continues to be relevant and ready to support today's and tomorrow's directors.



**As a Council, part of our role is to listen to the voices of our members – and future members – across various forums, so we can contribute meaningfully to the Board's vision and strategy for the Institute.**

# IoD Council

## Council

### Chair of Council and Senior Independent Council Member (SICM)

David Langworth CDir

### Council members

Mehrdad Mansourpour  
Prof Marie McHugh OBE  
Anneliese Reinhold  
Andrew Griffiths  
Dr Eelco Fiole CDir  
Kahumbya Bashige CDir  
Robert Stansbury CDir  
Derek McIntyre

### New members

Antony Kearns (December 2024)  
Allie Renison (April 2025)  
Philippe Vogeleer (April 2025)  
Menai Owen-Jones (June 2025)

## Objects of the Institute of Directors' Royal Charter

To 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.

To 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.

To represent the interests of members and of the business community to government and in the public arena, and to encourage and foster a climate favourable to entrepreneurial activity and wealth creation.

To advance the interests of members of the Institute, and to provide facilities, services and benefits for them.



# IoD Board

**The Board's responsibility for leading the Institute and overseeing the governance of the organisation continues to be supported by a robust structure which allows for constructive debate and challenge.**

This approach enables the members of the Board to make effective decisions at the right time and based on the right information.

## Leadership

As at 31 May 2025, the Board comprised of the Chair, eight other independent Non-Executive Directors, the Director General and Chief Financial Officer. We continue to have a strong mix of experienced individuals on the Board. The majority are independent non-executive directors who are not only able to offer an external perspective on the business, but also constructively challenge executive directors, particularly when developing the Institute's strategy and in their performance. Our governance structure is designed to ensure that decisions are taken at the appropriate level and with the proper degree of oversight and challenge.

Elements of our business require quick decision-making, and this is enabled by an agile Board and Management Team that collaborate effectively on complex issues.

## Role of the Board

The Board has reserved key decisions and matters for its own approval, including its core responsibilities of setting the Institute's strategic direction, overseeing the delivery of the agreed strategy, managing risk and establishing the culture, values and standards of the Institute as a whole. The board culture is one of openness and constructive debate; when running board meetings, the Chair maintains a collaborative atmosphere and ensures that all directors can contribute to the debate.

The directors can voice their opinions in a calm and respectful environment, allowing coherent discussion. There are regular informal meetings and events throughout the year to help build constructive relationships between Board members and the Management Team.

The Senior Independent Director (SID) provides a sounding board to the Chair, as well as being available to other Non-Executive Directors and Council members should they have any concerns. Alex Simpson, SID stepped down from the Board in July 2024 following the end of his second term in office. A selection process for the SID position is due to take place. The Director General is responsible for the Institute's strategy, promoting our culture and sharing key member views with the Board.

## Division of responsibilities

There is a clear written division of responsibilities between the Chair (who is responsible for the leadership and effectiveness of the Board) and the Director General (who is responsible for managing the Institute's business). The Board has delegated authority for the day-to-day management of the business to the Director General, with specific areas of the business being managed by the other members of the Management Team. The Management Team has been given delegated authority by the Board to make decisions within specified parameters. Decisions outside of these parameters are reserved for the Board, although management will often bring decisions within their delegated authority to the Board for scrutiny and challenge.



**The board culture is one of openness and constructive debate; when running board meetings, the Chair maintains a collaborative atmosphere and ensures that all directors can contribute to the debate.**



## Operations of the Board

Our governance structure set out on page 44 ensures that the Board can focus on strategic proposals, major transactions and governance matters which affect the long-term success of the business. Regular board and committee meetings are scheduled throughout the year. Ad hoc meetings may be held at short notice when board-level decisions of a time-critical nature need to be made or for exceptional business. Care is taken to ensure that information is circulated in good time before board and committee meetings, and that papers are presented clearly and with the appropriate level of detail to assist the Board in discharging its duties.

The Institute Secretary assists the Board and Committee Chairs in agreeing the agenda in sufficient time before the meeting to allow for input from key stakeholders and senior executives. Chairs of Committees are also sent draft papers in advance of circulation to committee members to give time for input.

Papers for scheduled meetings are circulated one week prior to meetings and clearly marked as being 'For decision', 'For information' or 'For discussion'. To enhance the delivery of board and committee papers, the Board uses a board portal which provides a secure and efficient process for meeting pack distribution.

Under the direction of the Chair, the Institute Secretary facilitates effective information flows between the Board and its committees, and between senior management and non-executive directors.

Each scheduled meeting includes a director general update delivered by the Director General and a finance report, as well as regular updates on the activities of various standing committees. Discussions also take place on strategic proposals, risk management, legal and governance matters.

The Board retained a standard annual meeting schedule of face-to-face meetings in 2024. The Board has continued to respond swiftly to the external environment, focusing on the financial stability of the organisation, adjusting costs to address the impact of the economic challenges, while continuing to invest in improved systems, processes, professional development and membership growth strategies.

During the year, substantial work has continued with a focus on the internal control effectiveness, processes, membership, professional development and investment in our headquarters, 116 Pall Mall.

## Strategy days

The Board was able to hold its annual strategy day in London in September 2024. The event was attended by the Board and Management Team and was structured to allow for the critical evaluation of the organisation's strategy amidst a difficult market backdrop.

The Director General and senior executives delivered presentations to attendees, providing in-depth analysis on aspects of the business and the external environment before a deep dive into each of our strategic priorities.

The day was carefully structured to achieve a balance between presentations, debate and discussion. Areas focused on at the 2024 strategy day included: professional development strategy, membership value proposition including retention and growth, investing in 116 Pall Mall and creating sustainable long-term value for members.

## IoD Board

### Board committees

Four standing committees have been operating throughout the year: Audit and Risk Committee, Remuneration Committee, Accreditation and Standards Committee and Nomination Committee (joint Board and Council), to which certain powers have been delegated. Membership of each of these committees is comprised of independent non-executive directors. The reports of these standing committees are set out in the following pages. The terms of reference of each committee and the matters reserved for the Board are reviewed regularly.

### Conflicts of interest

The directors are required to avoid a situation in which they have, or can have, a direct or indirect conflict with the interests of the Institute. The Institute has established a procedure whereby directors submit annual declaration of interest forms and are required to notify the Chair and the Institute Secretary of all new outside interests and actual or perceived conflicts of interest that may affect them in their roles as directors of the IoD.

### Clare Winskill Owner, Coruisk House

On the Isle of Skye, Clare Winskill sees leadership as a way to support not just her business, Coruisk House, but the wider community. "It's about helping other businesses stay viable too," she says. Despite her background in law, it was the IoD's Finance for Non-Finance Directors course that gave her the tools to navigate today's financial pressures – and share that knowledge locally.

She also values the IoD's voluntary code of conduct: "It gives directors clarity and confidence, especially in times of tension." For Clare, integrity and quiet leadership are key to resilience.



Being a member of the IoD has given me the knowledge and confidence to be a leader within the community. It's about supporting other businesses particularly in tourism and hospitality as they go through tough times.

### Board Non-Executives

#### Chair

John Browett

#### Members

Femi Bamisaiye  
Ieda Gomes Yell  
Graeme Jenkins  
Dr Beth Ahlering  
Julia Marsh

#### New members

John Browett (July 2024)  
Mark Pacitti (January 2025)  
Dr Vikas Shah (January 2025)  
Renee Hunt (January 2025)

#### Departed members

Patrick Macdonald (July 2024)  
Alexander Simpson (July 2024)  
Robin Watson (August 2024)  
Amaechi Nsofor (February 2025)

### Board Executive Directors

Jonathan Geldart

#### New members

Kate Cooper (December 2024)









# Nomination Committee

## **The Nomination Committee supports the Board and Council on composition, succession and diversity matters.**

During the year under review, John Browett was appointed as Chair of the Institute in July 2024. Mark Pacitti, Dr Vikas Shah and Renee Hunt were also appointed as independent Non-Executive Directors in December 2024, following the recommendation of the Nomination Committee together with Kate Cooper who was promoted as a Chief Financial Officer.

The Committee also carried out a process for the selection of Council members, which resulted in the appointment of Antony Kearns in December 2024. At the time of writing, the appointment process for three other Council members concluded with Allie Renison, Philippe Vogeeler and Menai Owen-Jones being appointed in April and June respectively.

The development and execution of our long-term strategic objectives, embedding of our culture and values and promotion of the interests of our stakeholders all depend upon effective leadership at board, council and executive level.

Our rigorous and transparent procedures for appointing office holders are led by the Nomination Committee. It is the Committee's responsibility to maintain an appropriate combination of skills and capabilities amongst the directors and council members. The Committee regularly reviews the structure, size and composition of the Board and Council to ensure it is made up of the right people with the requisite skills and experience including diversity of thought and approach, who can provide strong and effective leadership to the business and support the delivery of the Institute's strategy and Charter Objects.

As office holders approach their end of term limits, the Committee has an opportunity to consider more broadly the skillset and diversity of the Board and Council as a whole. It is a key consideration for all office holder roles that, alongside appropriate knowledge and expertise, directors and council members will embody and demonstrate our values and aim to strengthen our commitment to sustainability and diversity.

## **Board and Council membership**

The Committee is a joint committee of the Board and Council currently consisting of seven members, three Board and four Council representatives. The Senior Independent Council Member chairs the Committee.

The Committee's principal responsibilities remain:

**To approve the appointment principles for all IoD office holders and the processes by which the principles will be delivered.**

**To ensure that the appointment of all Board and Council members delivers a balance of skills, knowledge, experience, diversity and geographical spread.**

**To annually review the effectiveness of governance across the Institute and to make recommendations regarding the structure, size and composition of the Board and Council. Effectiveness reviews are carried out by Board and Council separately.**

## **Succession planning**

The Committee is responsible for reviewing the succession plans for the Board and Council.

Succession planning at Board and Council level continued to be a priority for the Committee. The succession plans for the executive directors are prepared on an immediate, medium and long-term basis, while those for non-executive directors and council members reflect the need to regularly refresh the Board and Council. Such plans take account of the tenure of individual members.

The Board and Council complete a skills matrix periodically to determine which skills and expertise are held by the governance body members and where we can strengthen our skillset for current and future strategic needs. We also seek to ensure succession for the Board's expertise in audit, finance, remuneration and governance over the long term.

The Director General, with the support of the People and Culture team, is responsible for developing succession plans for senior management.

## Role and responsibilities

The Committee oversees the search, selection and appointment process for Board and Council appointments which is summarised below.

---

### 1 Role brief

The Committee works only with external partners who have adopted the voluntary code of conduct for executive search firms on gender diversity and best practice.

The Committee and agency work together to develop a comprehensive role brief and person specification, aligned to the Institute's values and culture. This brief contains clear criteria against which prospective candidates can be objectively assessed.

---

### 2 Longlist review

The external search agency is challenged to use the objective criteria for the role to produce a longlist of suitably qualified candidates from a broad range of potential sources of talent.

The candidate's skills are scored against a skills matrix developed specifically for Board and Council. This process supports creation of a diverse longlist. The Nomination Committee selects candidates from this list to be invited for interview.

---

### 3 Interview

A formal, two-stage interview process is used to assess the candidates. For each appointment the choice of interviewers is customised to the specific requirements of the role and panel members are representative of both the Board and Council. All interview candidates are subject to a rigorous referencing process.

**It is the Committee's responsibility to maintain an appropriate combination of skills and capabilities amongst the directors and council members.**

## Nomination Committee

### Board and Council composition reviews and appointments

During the year the Committee reviewed the broader composition and balance of the Board and Council and adhered to our formal, rigorous selection, appointment and induction processes for new directors and council members. There have been several changes to the Board.

Alexander Simpson, Senior Independent Director completed two full three-year appointment terms and stepped down from the Board in July 2024. Patrick Macdonald, Chair and Robin Watson stepped down from the Board in July and August 2024 respectively following the completion of their terms.

The Committee appointed Mullwood Partnership to conduct the search for a non-executive chair of the Institute. The appointed search firm has no other relationship to the Institute or individual directors and has adopted the voluntary code of conduct for executive search firms on gender diversity and best practice.

### Focus for coming year

As well as the regular cycle of matters that the committee schedules for consideration each year, we are planning over the next 12 months to continue to focus on succession planning for the Board, Council and senior management and will continue to develop a strong talent pipeline.

The Committee is satisfied that, following the Board and Council composition changes described above, the Board and Council continue to maintain an appropriate balance of skills and experience required to fulfil their roles effectively.

### Diversity

The Committee, the Board and Council are committed to increasing gender and ethnic diversity when searching for candidates for board, council and other appointments. As directors and Council members approached the end of their second term, the Committee had an opportunity to consider more broadly the skill set and diversity of the governance bodies. In addition, the ongoing search processes for office holders is being conducted within the context of our commitment to improving inclusion and diversity across the Institute.

---

### Nomination Committee

#### Chair

David Langworth CDir

#### Members

Marie McHugh OBE

Anneliese Reinhold

Ieda Yell

Femi Bamisaiye

Dr Eelco Fiole CDir

#### New members

John Browett (July 2024)

#### Member departures

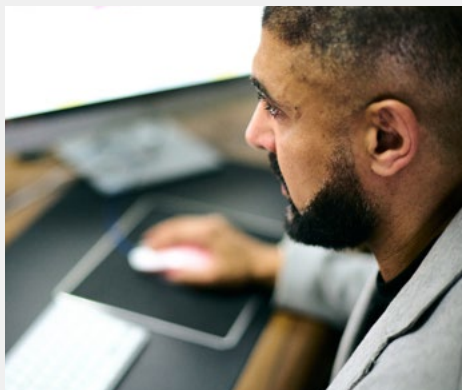
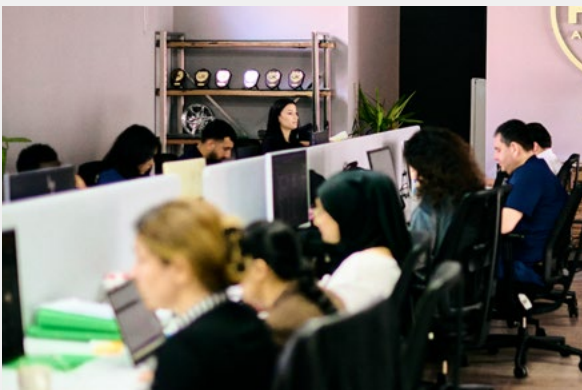
Patrick Macdonald (July 2024)

Alex Simpson (July 2024)



**If I was to give one bit of advice it would be to stay adaptable and be ready for any curveballs that get thrown at you.**





**Adam Kiani**  
**CEO, Academy Investment Group**

For Adam Kiani, adaptability is essential. Leading businesses in education, retail and real estate, he's not immune to geopolitical events shaping the world but he's built a team ready for any curveball. "Things change rapidly. You've got to stay agile and read the environment," he says. The IoD has played a key role — from helping him find new office space through its network to opening doors as an award winner and ambassador.

But leadership, he insists, is never solo. "None of our accomplishments have come single-handedly." Inspired by a German customer's philosophy, he now hires based on three traits – being humble, hungry and intelligent. His advice? Focus on your people — the rest follows.

# Committees of the Board

Our committees are an integral part of the governance of the Institute, covering remuneration, professional development and standards, membership and compliance.

## **Audit and Risk Committee**

### **Role and responsibilities**

The Committee plays a key role in the governance of the Institute's financial reporting, risk management, internal controls and assurance processes and the external audit. As well as our main areas of responsibility, throughout the year the Committee paid particular attention to the performance of the finance function and the review of the internal control effectiveness and system processes.

The principal responsibilities of the Committee continue to be:

---

### **Financial reporting**

Monitoring the integrity of the Institute's financial statements and considering significant financial reporting issues, judgements and estimates.

---

### **External audit**

Oversight and remuneration of the external auditor, assessing effectiveness and making recommendations to the Board on the appointment of the external auditor.

---

### **Internal audit and controls**

Monitoring and reviewing the adequacy and effectiveness of the internal financial controls and risk management, and approving the statements to be included in the annual report concerning internal control and risk management.

---

### **Risk management**

Reviewing the process for identification and mitigation of principal and emerging risks, assessment of risk appetite and key risk indicators, and challenging management actions where appropriate.



The Committee has satisfied itself that the controls over the accuracy and consistency of the information presented in the Annual Report and Accounts are robust.

### Corporate and financial reporting

The Committee continues to review the content and tone of the Annual Report and Accounts prior to formal consideration by the Board, with sufficient time provided for feedback.

The Committee reviewed the key messaging, paying particular attention to those matters considered to be important to the Institute by virtue of their size, complexity, level of judgement required and potential impact on the financial statements and wider business model.

The Committee has satisfied itself that the controls over the accuracy and consistency of the information presented in the Annual Report and Accounts are robust. The Committee reviewed the procedure undertaken to enable the Board to provide the fair, balanced and understandable confirmation to members.

The Committee continues to review the content and tone of the Annual Report and Accounts and make recommendations to the Board regarding their accuracy and appropriateness.

The Committee annually reviews the audit requirements of the Institute, for the business and in the context of the external environment.

### Committee composition and governance

Graeme Jenkins is the Chair of the Audit and Risk Committee. The Committee continues to be composed mainly of independent non-executive directors with sufficient financial experience, commercial acumen and sector knowledge to fulfil their responsibilities.

Members of the Management Team, including the Director General, Chief Financial Officer, Institute Secretary and representatives of the external auditors, continue to attend committee meetings.

In addition, other key employees are invited to attend part, or all, of specific committee meetings.

The Committee meets privately with external auditors and is satisfied that neither is being unduly influenced by management. The Committee Chair additionally holds regular meetings with the Director General, Chief Financial Officer and other members of the Management Team to obtain a good understanding of key issues affecting the Institute and is thereby able to identify those matters requiring meaningful discussion at committee meetings.

### External audit

RSM UK Audit LLP (RSM) was appointed as the Institute's external auditor for the 2021 Annual Report following a formal competitive tender process. Given the continuing effectiveness of RSM in their role as external auditor, the Committee believes it is in the best interests of members for RSM to remain in role for the following financial year.

The Committee is responsible for overseeing the relationship with the external auditor and for considering their terms of engagement, remuneration, effectiveness, independence and continued objectivity.

The Committee annually reviews the audit requirements of the Institute, for the business and in the context of the external environment, placing great importance on ensuring a high quality, effective external audit process.



## Committees of the Board

### Internal control

In 2024 the Committee continued its focus on internal control and overseeing the Management Team's progress on the recommendations for the strengthening of the control environment and improvement of reporting for branches in the UK and abroad.

A review of the entire internal control framework was completed during the year including those in relation to key financial controls, financial reporting system implementation and cyber security. Key observations and management actions are reported to and debated by the Committee.

The Committee has paid particular attention to the in-house transitioning of the finance team, the systems and processes review, the dilapidations provision and VAT matters.

Work has continued on the implementation of processes and enhancement of the monthly management account reporting.

The Committee has highlighted some process and control improvements, with follow up review scheduled quarterly in 2025.

### Risk management

The Board has delegated responsibility for overseeing the effectiveness of the Institute's risk management and internal control systems to the Committee.

During the year, the Committee reviewed the process for identification and mitigation of key business and emerging risks, challenging management actions where appropriate.

The management has commissioned a review of the Institute's approach to risk management and governance process, including policies and procedures to ensure consistency in the reporting of risk identification throughout the monitoring, measuring, and mitigation activities.

The Committee reviewed the Institute's principal and emerging risks including consideration of how risk exposures have changed during the period. Both external and internal risks are reviewed and their effect on the Institute's strategic aims considered.

In addition, risks are assessed against the risk appetite framework, the residual risk that the Institute is willing to accept in order to deliver its charter objects, and to ensure the risk is within acceptable levels.

The assessment of emerging risks includes a bottom-up review of all business units and a deep dive by the Committee. The Committee has made recommendations regarding the identification, assessment and presentation of principal and emerging risks.

The Institute's whistleblowing arrangements which enable all staff, including temporary and agency staff, to report any suspected wrongdoing are monitored by the People and Culture team, Institute Secretary and General Counsel, include an independent and confidential whistleblowing service provided by a third party.

### Focus for the year

During the year ending 31 December 2025, the Committee will continue to focus on:

- The processes by which the Board identifies, assesses, monitors, manages and mitigates risk, particularly in light of the challenging conditions within the membership sector and in the context of the wider macroeconomic environment
- Monitoring key risk areas for the business, particularly those scheduled for review, including, but not limited to, key financial, reporting, operational and compliance controls, health and safety management, IT controls, cyber security and sustainability targets

---

### Audit and Risk Committee

#### Chair

Graeme Jenkins

#### Members

Aidan O'Carroll CDir

#### Departing Members

Amaechi Nsofor (February 2025)

#### New Members

Mark Pacitti (March 2025)

Dr Vikas Shah (March 2025)



**The Institute's whistleblowing arrangements which enable all staff, including temporary and agency staff, to report any suspected wrongdoing are monitored by the People and Culture team, Institute Secretary and General Counsel.**

## Remuneration Committee

The Remuneration Committee has delegated responsibility for designing and determining remuneration for the executive directors and senior management, including the Institute Secretary. The Committee oversees the organisation's overall remuneration strategy and ensures it is aligned to the organisation's purpose and values and clearly linked to the successful delivery of the long-term strategy.

The Committee is chaired by Femi Bamisaiye, Non-Executive Director. The Remuneration Committee reviews employee remuneration and related policies. The purpose of this review is to ensure the reward, incentives and conditions available to the Institute's employees are taken into account when deciding the pay of executive directors and senior management. This enables the Remuneration Committee to feed back to the Board and support the latter's monitoring of whether the Institute's policies and practices support culture and strategy.

During the year under review the Committee has focused on the review of our Remuneration and Recruitment policies; working with management to re-frame the organisation's reward and recognition proposition with the relaunched bonus scheme.

The Committee also considered the gender and ethnicity pay gap reporting requirements and employee well-being policies and incentives.

The Committee has sought to balance the reward and incentivisation of our people with the challenging conditions and difficult outcomes that the organisation and its stakeholders have experienced. Within the existing framework, more focus has been applied to using reward to incentivise the successful delivery of key objectives. In the past twelve months macroeconomic and geopolitical uncertainty has remained high. Against this backdrop management have continued to focus on what they can control delivering very strong operational performance.

Salary benchmarking for the executive directors and workforce has been reviewed by the Committee during the year. Salary budget for the workforce was increased by

5% for the year beginning 1 April 2024, including promotional increases which are considered on a case-by-case basis.

We are pleased with progress made with the Great Place to Work Certification, the Institute was certified under the scheme at the end of 2024 achieving a Trust Index score of 67% in 2023 to 79% in 2024 following improvements to workplace culture and communications.

In making key decisions, the Committee has been in close dialogue with the fellow non-executives, executive members of the Board, and management having been briefed at each meeting by the People and Culture team and Director General. This has enabled the Committee to remain in touch with the Institute's plans and actions to support employee wellbeing, hearing about concerns and achievements through regular surveys and other ways of understanding the issues. This connection has been important in the Committee's decision making.

## Focus for the coming year

During 2025, the Committee has planned a review of the pension scheme contributions, succession plans for the management team and key staff and monitoring of choice of performance measures for the bonus scheme and approach to recruitment remuneration.

The role of Chair of the Remuneration Committee will pass to Dr Beth Ahlering at the conclusion of the AGM in July 2025.

---

## Remuneration Committee

### Chair

Femi Bamisaiye

### Members

Dr Beth Ahlering

### Departed members

Patrick Macdonald (July 2024)

Robin Watson (August 2024)

### New members

John Browett (July 2024)

Renee Hunt (March 2025)

## Sub-committees of the Board

### Accreditation and Standards Committee (ASC)

The Accreditation and Standards Committee is chaired by Julia Marsh. The ASC sets the educational competencies and standards for directors and boards, oversees the standards for external accreditation providers and maintains and protects the integrity of professional standards for candidates for the principal professional assessments conducted by and under the auspices of the Institute.

The ASC oversees the work of the Assessment Committee and is ultimately responsible for the overall quality assurance of the examinations and assessments and supporting processes.

During the year the Committee set up a working group to review the Committee's remit to ensure it remains focused on areas that are key to the Institute's strategy. This resulted in a recommendation to the Board to dissolve the Committee in its current form and membership and to constitute the Professional Development and Accreditation Committee commencing from January 2025. Julia Marsh is a Chair of the Committee.

The primary role of the Professional Development and Accreditation Committee is:

- To review and provide advice and guidance on the Professional Development strategy of the organisation prior to making recommendations to the Board for its approval
- To review and make recommendations to the Board for approval of the Institute's educational competencies and standards, including the competency framework, for directors and boards
- To oversee the organisation's overall Professional Development strategy and ensure it is aligned to the organisation's purpose and values and clearly linked to the successful delivery of the organisation's long-term strategy
- To maintain and protect the integrity of the professional standards for candidates for the principal professional assessments conducted by and under the auspices of the Institute

---

### Accreditation and Standards Committee

#### Chair

Julia Marsh

#### Members

Dr Beth Ahlering

#### Departed Members

Suzy Brain England OBE CDir (December 2024)

James Gambrell CDir (December 2024)

Robert Smith CDir (December 2024)

Carmel McKinney OBE (September 2024)



# Statement of Board responsibilities

**As a body corporate established by Royal Charter, the Institute is obliged to comply with its constitution (comprising charter, by-laws and regulations).**

The constitution requires that the Board lays before the members, in a general meeting, financial statements for the year, giving a true and fair view of the state of affairs of the Institute. The financial statements must include the surplus or deficit of the Institute for that period. The Board is also required to approve the financial statements, only if they are satisfied that they give a true and fair view of the state of affairs of the Institute and of the surplus or deficit for that period.

In preparing the financial statements, the Board is required to:

- Select suitable accounting policies and apply them consistently
- Make informed judgments and estimates that are reasonable and prudent
- State whether applicable United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Institute will continue in operation

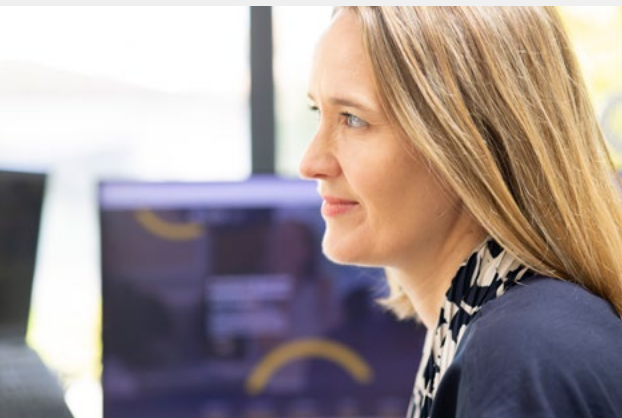
The Board is responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Institute. The Board is also responsible for safeguarding the assets of the Institute and taking reasonable steps to ensure the prevention and detection of fraud and any other irregularities.

Each board member confirms that:

- So far as they are aware, there is no relevant audit information of which the Institute's auditor is unaware
- They have taken all necessary steps to ensure that they are aware of any relevant audit information and to establish that the Institute's auditor is aware of the information
- The Board is responsible for the maintenance and integrity of the financial information included on the Institute's website. Practice in the United Kingdom governing the preparation and dissemination of financial statements may differ from practice in other jurisdictions



**The Board is responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Institute.**



**Sharon Peake**  
**Founder and CEO, Shape Talent**

For Sharon Peake, resilience in 2025 means more than surviving – it means adapting, quickly and intentionally. “We’re revisiting our three-year plan after just six months,” she says. As a leader in gender equity, Sharon takes a layered approach – tackling societal, organisational and personal barriers in parallel.

Her message to fellow directors? Start small – review your job ads, ask women about their experiences, and listen. “Small shifts can unlock big change.” While the business climate is unpredictable, she’s hopeful – “We’re creative, we problem solve – we’ll figure it out.” For Sharon, real leadership lies in empathy, agility and deliberate action.



# IoD Chairs 2024

## Regions

### Central

Inez Brown

### East of England

Biplab Rakshi

### London

Razi Mirez kandari

### Northern Ireland

John Hansen

### Scotland

Julie Ashworth

### South

Faisal Khan

### South West

Steve Hill

### Wales

Richard Selby

### Yorkshire & the North East

Delroy Beverley

## Branches

### Aberdeen and Grampian

Sarah Downs

### Berkshire

Shaun Davis

### Black Country & Staffordshire

Richard Bisiker

### Buckinghamshire & Milton Keynes

Rashesh Joshi

### Cambridgeshire

Lake Falconer

### Central Scotland

Neil Bradbrook

### Cheshire

Stuart Waddington

### City of London

John McLean

### Coventry & Warwickshire

Abid Khan

### Cumbria

Vacant

### Derbyshire & Nottinghamshire

Vacant

### East Yorkshire

Craig Foyle

### Edinburgh and Lothians

Nathalie Agnew

### Essex

Paul Durrant

### Fife & Tayside

Marlene Lowe

### Glasgow & West of Scotland

Mark Spragg

### Greater Lincolnshire & Rutland

Philip Worrall

### Greater Birmingham

Andy Wilkinson

### Hampshire & the Isle of Wight

Matthew Wallis

### Hertfordshire

James Keeling

### Highlands & Islands

Claire Winskill & Alison Wilson

### Kent

Sweena Badham

### Leicestershire & South East Midlands

Craig Bentley

### Liverpool

David Wafer

### Manchester

Debbie Black

### Mid Wales

Gareth Jarman

### Norfolk

Saul Humphreys

### North East North

Sarah Waddington CBE

### North East South

Vacant

### North Yorkshire

Caroline Pullich

### North Wales

David Roberts

### Oxfordshire

Tagore Ramoutar

### South Scotland

Vacant

### South Yorkshire

Pete Shillito

### South Wales

Geoff Hancock

### South West Wales

Nicola John

### Suffolk

Vacant

### Surrey

Jarmilla Yu

### Sussex

Michele Augousti

### West Yorkshire

Poonam Kaur

### Worcester & the Marches

Tim Jones

## International branches

### Belgium

Mark Cunningham

### Bermuda

Gavin Bishop

### China

Prof Lutao Ning

### Guernsey

Glen Tonks

### Isle of Man

Steve Billingham

### Jersey

Alexandra Ruddy

### Monaco

Closed



# Financial review

**Building on the foundations established in 2023, underlying financial performance continues to deliver growth. Strengthening our financial resilience whilst facing into challenges as we continue to improve our systems and processes, ensuring the Institute is fit for the future.**

## Overall results

The Institute continued to build upon the solid foundation established in 2023. A focus on optimising our systems and processes continues to ensure that we address any challenges and deliver efficient operations to support our growth. Revenue for the year was £21.7m, a 16% increase on 2023 as both membership and professional development continued to grow. Total underlying costs, excluding exceptional items but including depreciation came out at £17.7m, a year-on-year increase of £1.4m, largely due to a £0.9m difference on bad debts as 2023 included a one-off credit of £0.6m with an expense of £0.3m in 2024 which is in line with normal trading expectations. Other costs saw savings of £0.2m in operations year on year. The remaining £0.7m increase was attributable to staff costs as we brought some of our back-office services in house and invested in other operational areas, ensuring best value for money.

The balance of cash and cash equivalents at the end of 2023 increased by £4.7m to £10.8m due to the strong underlying operating performance during the period. Further details of cash movements during the year can be found in the Statement of Cash Flows.

The underlying operating position before depreciation and specific 'one-off' reorganisation costs was a surplus of £4,929k (2023: £3,436k).

Exceptional costs of £4.1m were recorded in the year, relating to two key items. A £2.8m increase in the provision for dilapidations relating to our lease of 116 Pall Mall. An external valuation of our dilapidations liability was commissioned in 2024, in line with our policy to update this valuation every three years. A detailed assessment concluded that an increase in the provision was due, comprising of repair and restoration costs reflected in the Income and Expenditure Statement and a further £1.2m relating to expected decommissioning costs added to Tangible Assets as a Right of Use asset. A further £1.3m of exceptional costs relates to a provision for a potential VAT liability relating to historic periods.

On 31 December 2024, the Institute's accumulated funds stood at £2.5m compared with £4.5m a year earlier, a decrease of £2m. With exceptional one-off costs of £4.1m surpassing the underlying total comprehensive income after tax of £2.1m to generate a loss for the period of £2m.

## Income

### Membership income

Membership continued to grow during the year, with member numbers reaching 19,342 (2023: 18,405) at the end of the year and generating income of £6.3m (2023: £6m). Although changes to mix of membership types partially diluted the revenue per member, growth in member numbers surpassed the effect of this, generating a further £0.3m of income year on year.

### Revenue earning activities

During 2024, footfall to our flagship building of 116 Pall Mall continued to increase as members and guests enjoyed the additional benefits delivered from our hospitality offering. Growth in the number of delegates attending our professional development courses, with 424 delegates attaining our certificate in company direction (2023: 283) delivering further value to revenue.

While overall income from revenue earning activities increased by £2.4m to £14.6m, professional development remained as the area with the highest sales of £10.8m (2023: £8.9m).

## Expenditure

Total expenditure, before exceptional items, of £17.7m was £1.4m higher than the previous year. Despite the 16% growth in income, underlying costs remained flat except for staff costs which increased by £0.7m, partly due to wage inflation and partly due to bringing some of our back-office functions in house. The corresponding reduction in external fees for these functions were offset by an increase in one off advisory fees relating to operational projects in the year. The difference on bad debt expense contributed to the remaining £0.9m total year on year increase in costs. Operating costs are analysed across membership and policy, revenue earning activities and support costs, as shown in Analysis of Operating Surplus by Activities (Note 2).

With the majority of fixed asset additions relating to the creation of the Right of Use asset in December 2024, the depreciation charge fell slightly by £0.1m year on year to £0.9m (2023: £1m).

## Employment costs

Employment costs, together with direct and indirect costs, are the biggest costs incurred by the IoD. In 2024, they increased year on year by £0.7m to £5.9m (2023: £5.2m) with staff numbers increasing to 91 (2023: 82), partly due to bringing some back-office functions in house and partly due to some investment in operational roles towards the end of the year.

## Balance sheet

### Creditors

For all trade creditors, it is the Institute's policy to agree terms of payment with suppliers at the start of business and to ensure that they are paid in accordance with the agreed contractual and other legal obligations. The total short term creditor balances at 31 December 2024 increased to £6.3m (2023: £4.7m) largely due to the corporation tax creditor of £1.8m (2023: £Nil), as growth in taxable revenue driving activities absorbed remaining tax losses brought forward from historic periods.

Trade creditors increased by £0.2m to £0.9m at 31 December 2024 (2023: £0.7m) due to a reclassification between accruals and creditors relating to annual rates charges for 116 Pall Mall. The reclassification offset an underlying reduction in comparative creditors due to a continued focus on internal processes and controls.

### Debtors

Overall debtors decreased to £1.8m at 31 December 2024 (2023: £2m) due to timing differences on prepayments for rent and rates at 116 Pall Mall. Further improvements to credit controls saw net debtors, excluding provision for doubtful debts of £0.2m (2023: £0.3m), drop to £1.1m (2023: £1.3m), despite an increase in trading activity.

## Going concern

In 2024, the Board continued to regularly review all management information, including stress tests to forecasts and investments in strategic projects, to consider whether the Institute should prepare the financial statements on a going concern basis.

The Board has reviewed the latest financial information available as well as the trading and cash flow forecasts (that have been stress tested on a quarterly basis), including the assumptions that underpin these. In addition, the Board has also continued to support the implementation of the longer-term strategy for the Institute.

After reviewing the information available, the Board considers that the Institute has adequate resources to continue operations as normal, and that there are no material uncertainties casting doubt over the Institute's ability to operate on an ongoing basis for a period greater than the tested 12-month period following the approval of this report and accounts. Further details are provided within the accounting policies that accompany the financial statements. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

# Non-statutory independent auditor's report to the Board of Institute of Directors

## Opinion

We have audited the financial statements of Institute of Directors (the 'Institute') for the year ended 31 December 2024 which comprise Statement of income and retained earnings, the Balance sheet, Statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

In our opinion, the financial statements:

- Give a true and fair view of the state of the Institute's affairs as at 31 December 2024 and of its deficit for the year then ended
- Have been prepared in accordance with United Kingdom Accounting Standards

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our non-statutory report. We are independent of the Institute in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Board's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Institute's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Board with respect to going concern are described in the relevant sections of this report.

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our non-statutory auditor's report thereon. The Board is responsible for the other information contained within the annual report. Our non-statutory opinion on the financial statements does not cover the other information and, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



### **Matters on which we are engaged to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained during the audit, we have not identified material misstatements in the annual report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006, if applied, would require us to report to you if, in our opinion:

- Adequate accounting records have not been kept, or returns adequate for our non-statutory audit have not been received from branches not visited by us
- The financial statements are not in agreement with the accounting records and returns
- Certain disclosures of directors' remuneration specified by law where the Board are considered as equivalent to directors of a private limited company, are not made
- We have not received all the information and explanations we require for our non-statutory audit

### **Responsibilities of Board**

As explained more fully in the Board responsibilities statement set out on page 63, the Board is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board is responsible for assessing the Institute's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board either intend to liquidate the Institute or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

### **The extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- Obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the Institute operates in and how the Institute is complying with the legal and regulatory framework
- Inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud
- Discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud

As a result of these procedures, we consider the most significant laws and regulations that have a direct impact on the financial statements are the Royal Charter, FRS 102, the Companies Act 2006 requirements in respect of directors' remuneration and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and inspecting available correspondence with local tax authorities.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to general data protection regulations and health and safety legislation. We performed audit procedures to inquire of management whether the Institute follows these laws and regulations and inspected relevant correspondence with licensing or regulatory authorities.

The audit engagement team identified the risk of management override of controls and the completeness and cut off of non-membership income as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered outside the normal course of business, testing revenue substantively to supporting evidence in year and after year end.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<http://www.frc.org.uk/auditors> responsibilities  
This description forms part of our auditor's report.

### Use of our report

This non-statutory report is made solely to the Institute's Board for their confidential use, in accordance with our engagement letter dated 24 February 2025. Our non-statutory audit work has been undertaken so that we might state to the Institute's Board those matters we are required to state to them in a non-statutory auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Institute and the Institute's Board, for our non-statutory audit work, for this non-statutory report, or for the opinions we have formed.

*RSM UK Audit LLP*

RSM UK Audit LLP  
Chartered Accountants  
25 Farringdon Street  
London  
EC4A 4AB

5 June 2025

# The accounts

## Statement of income and retained earnings

Notes	2024 Pre Exceptional items	2024 Exceptional items	2024 Total	2023 Total
	£'000	£'000	£'000	£'000
<b>2. Income</b>				
Membership income	6,349	-	6,349	5,976
Revenue earning activities	14,646	-	14,646	12,162
Other trading income	368	-	368	512
Interest receivable and similar income	378	-	378	36
	21,741	-	21,741	18,686
<b>2. Expenditure</b>				
<b>3. Employment costs</b>	5,909	-	5,909	5,245
Direct and Indirect costs	8,005	1,291	9,296	7,230
Property expenditure	2,866	2,800	5,666	2,762
Loss on disposal of fixed assets	32	-	32	13
Depreciation	928	-	928	1,042
	17,740	4,091	21,831	16,292
<b>2. Surplus/(Deficit) before taxation</b>	4,001	(4,091)	(90)	2,394
<b>5. Taxation</b>	1,886	-	1,886	-
<b>Surplus/(Deficit) after taxation</b>	2,115	(4,091)	(1,976)	2,394
<b>Other comprehensive income / loss</b>				
<b>16. Closed defined benefit pension scheme adjustment</b>	-	-	-	-
<b>Total comprehensive income/(Expenditure)</b>	2,115	(4,091)	(1,976)	2,394
<b>Reconciliation of accumulated funds</b>				
Accumulated funds at 1 January			4,520	2,126
Accumulated fund at 31 December			2,544	4,520
The underlying operating position before depreciation, taxation and specific 'one-off' reorganisation costs was a surplus of £4,929k (2023 surplus £3,436k).	4,929			3,436

Exceptional costs of £4.1m relate to two key items. A £2.8m increase in the provision for dilapidations relating to our lease of 116 Pall Mall. And a further £1.3m relates to a provision for a potential VAT liability relating to historic periods (see Financial Review and Note 11 for further details).



**John Browett**  
Chair  
5 June 2025



**Jonathan Geldart**  
Director General  
5 June 2025



## Balance sheet

Notes	2024	2023
	£'000	£'000
<b>Fixed assets</b>		
6. Tangible fixed assets	3,260	2,316
7. Intangible fixed assets	1,581	1,901
	4,841	4,217
<b>Current assets</b>		
8. Debtors	1,793	1,970
9. Cash at bank and in hand	10,800	6,094
	12,593	8,064
<b>Current liabilities</b>		
10. Creditors – amounts falling due within one year	(6,349)	(4,671)
12. Deferred membership income	(2,517)	(2,134)
Total current liabilities	(8,866)	(6,805)
Net current assets	3,727	1,259
Total assets less current liabilities	8,568	5,476
<b>Non current liabilities</b>		
10. Creditors – amounts falling due after more than one year	(5)	(18)
11. Provisions	(5,734)	(568)
12. Deferred membership income	(285)	(370)
Net assets and accumulated funds	2,544	4,520



**John Browett**  
Chair  
5 June 2025



**Jonathan Geldart**  
Director General  
5 June 2025

## Statement of cash flows

Notes	2024	2023
	£'000	£'000
<b>Net cash flows from operating activities (Note A)</b>	4,702	2,777
<b>Cash flows from investing activities</b>		
Interest received	378	36
Purchase of tangible fixed assets	(354)	(157)
<b>Net cash used in investing activities</b>	24	(121)
<b>Cashflows from financing activities</b>		
(Decrease) in finance leases	(18)	(33)
Interest paid	(2)	-
<b>Net cash used in financing activities</b>	(20)	(33)
<b>Change in cash and cash equivalents in the year</b>	4,706	2,621
<b>Cash and cash equivalents at 1 January</b>	6,094	3,473
<b>Cash and cash equivalents at 31 December (Note B)</b>	10,800	6,094
<b>A Reconciliation of net (deficit) surplus for the year to net cash flows from operating activities</b>		
Surplus / (deficit) for the year	(1,976)	2,394
Adjustments for:		
- Depreciation on tangible and intangible fixed assets	928	1,042
- Loss on disposal of fixed assets	32	13
- Non cash movement relating to the recognition of Right of Use Asset (Note 6)	(1,229)	-
- Interest receivable and similar income	(378)	(36)
- Interest payable and similar expenses	2	-
- Decrease / (increase) in debtors	177	(698)
- Increase / (decrease) in trade creditors	246	(313)
- Decrease / (increase) in other creditors and accruals	1,463	(178)
- Increase in provisions	5,166	-
- (Decrease) in multiple years' advance membership over one year	(85)	(339)
- Increase in deferred membership income	383	175
- (Decrease) / increase in other deferred income	(27)	716
Net cash provided by operating activities	4,702	2,777
<b>B Analysis of cash and cash equivalents</b>		
Cash at bank and in hand	10,800	6,094
	10,800	6,094
<b>Reconciliation of net cash flow movement in net funds</b>		
Net increase in cash and cash equivalents in the year	4,706	2,621
Cash outflow from decrease in finance leases	20	33
Change in net funds resulting from cashflows	4,726	2,654
Movement in net funds in the year	4,726	2,654
Net funds at start of year	6,057	3,402
Net funds at end of year	10,782	6,057

## Notes to the Financial Statements

### Note 1 Accounting policies

---

The Institute of Directors (the 'Institute') is not subject to the Companies Act 2006, as a Royal Charter. However, these financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom and incorporate the disclosures required by the Companies Act 2006 in respect of directors' emoluments for a private limited company.

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the accounts are laid out below.

#### Basis of accounting

These financial statements have been prepared for the year to December 2024, with comparative information provided in respect of the year to 31 December 2023.

The financial statements comprise the accounts of the Institute and the net revenue and assets of its branches. Its wholly owned subsidiaries, The Director Publications Limited, IoD Management Limited, iod.com Limited, and Tomorrow's Directors Limited, IoD International Limited were all dormant during the period.

The financial statements have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant accounting policies below or the notes to these accounts. The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

The financial statements are presented in sterling and are rounded to the nearest thousand pounds.

#### Accounting estimates and areas of judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Institute makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The items in the financial statements where these judgements and estimates have been made include:

The depreciation / amortisation charge for the year which is based on the estimate of the useful economic lives attributed to the relevant assets, according to their asset class.

The provisions made in respect of bad or doubtful debts, determined according to the age and product profile of aged invoices.

The period over which income from lifetime memberships is recognised (see note 12).

The provision made in respect of expenditure required to bring 116 Pall Mall back to a proper state of repair at the end of the lease (see note 11).

#### Assessment of going concern

During 2024 we saw growth in our underlying operations, despite challenges in the wider global economy continuing to impact businesses. Uptake of our professional development courses grew during the period as directors continued to invest in their own professional development. As part of the Board's consideration of the appropriateness of adopting the going concern basis in preparing the financial statements, the current economic climate has been considered. The assumptions modelled are based on the potential risk of a decline in membership and lower attendance rates on our professional development courses, along with our proposed responses over the course of the next 12 months (to 30 June 2026).



## Notes to the Financial Statements

### Note 1 Accounting policies

---

For each of our business areas, we have sensitised the revenue, profit and cash flow impact of reduced trading activity and membership levels. Evidence shows that a decline of UK GDP does not strongly correlate with any changes in professional development activity. However, economic headwinds have assumed to impact membership, professional development and other trading revenues within our stress tests.

A key judgement applied is the potential impact of unforeseen economic factors on the discretionary spend of directors. These stress tests demonstrate that even in the case of a catastrophic event, which could not reasonably be foreseen, the data insight available and the mitigating factors available to management would allow us to take swift action in order to prevent Institute failure.

Within the scenarios explored, the mitigating actions are within management control, and can be initiated as they relate to spend and do not impact the ability to deliver to our members.

In the worst-case scenario modelled our cash reserves are in line with the ranges set out in our Reserves Policy, and satisfy the Institute's needs to be able to meet its liabilities as they fall due. Under all the scenarios modelled, after taking mitigating actions as required, our forecasts did not indicate any possible or probable exhaustion of cash reserves.

To get to this position, there is a need to remove discretionary investment and reduce operational expenditure levels to minimum viable levels, which is achievable through controllable spend. A reduction to the Institute's cost base following restructuring in 2021 and control measures implemented at the start of 2023 along with improved trading performance and cash generation in 2024 have allowed us to replenish our reserves up to a point where we are resilient to the materialisation of unforeseen risks.

Based on these reviews, the Board has concluded that while there may be reductions in income and reshaping of some activity, notwithstanding, the Board does not believe that there are material uncertainties related to events or conditions that may cast significant doubt on the ability of the Institute to continue as a going concern.

The Board is of the opinion that the Institute will have sufficient resources to meet its liabilities as they fall due and will prepare the financial statements on the going concern basis of accounting.

#### Membership income

Annual membership subscriptions are recognised as income on an accruals basis applicable to the membership period, and part of the subscription applicable to the following year is carried forward as deferred income. In the case of multiple year membership subscriptions, an annual allocation is included within income for the year, with the unutilised income, carried forward to future years.

#### Revenue earning activities

Revenue earning activities income consists of non subscription services that are recognised when the service is provided and risks and benefits have been transferred.

#### Tangible fixed assets

Tangible fixed assets are recorded at historic cost, together with any incidental costs of acquisition. An impairment review of all tangible and intangible fixed assets is completed at the end of each financial year with any impairment losses recognised in the profit and loss account for the excess of the carrying value of the asset.

Decommissioning costs relating to the removal of leasehold improvements at the end of the lease are estimated and capitalised as a Right of Use asset either when the leasehold improvement asset is installed or when the obligation is identified by external survey of the building. The future liability for decommissioning costs is represented in provisions (see note 11).

## Notes to the Financial Statements

### Note 1 Accounting policies

---

Depreciation is calculated on a straight-line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

- Leasehold improvements and decommissioning costs 10% or the period of the lease if lower
- Computers, furniture & fittings
- 20% or the period of the lease if lower

#### Intangible assets

The cost of acquired computer software licenses is capitalised. These costs are amortised over their expected useful lives – up to five years. Costs incurred on development projects relating to the design or improvement of systems are recognised as intangible assets when the recognition criteria set out in FRS 102 are met. Capitalised development costs are amortised from the date available for use of the system over their expected useful lives – not exceeding five years.

Research expenditure is recognised as an incurred expense.

#### Cash at bank and in hand

Cash at bank and in hand represents such accounts and instruments that are available on demand or have a maturity of less than three months from the date of acquisition.

#### Debtors

Debtors are recognised at their settlement amount, less any provision for non-recoverability. Prepayments are valued at the amount prepaid. They have been discounted to the present value of the future cash receipt, where such discounting is material.

#### Bad debt provision/impairment of trade debtors

A provision for impairment of trade debtors is established when there is objective evidence that the amounts due will not be collected according to the original terms of the contract. Impairment losses are recognised in profit or loss for the excess of the carrying value of the trade debtor.

Subsequent reversals of an impairment loss that objectively relate to an event occurring after the impairment loss was recognised, are recognised immediately in profit or loss.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken to the statement of income and retained earnings in arriving at the net surplus for the year.

#### Creditors and provisions

Creditors and provisions are recognised when there is an obligation at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefit will be required in settlement, and the amount of the settlement can be estimated reliably. Creditors and provisions are recognised at the amount the Institute anticipates it will pay to settle the debt. They have been discounted to the present value of the future cash payment, where such discounting is material.

## Notes to the Financial Statements

### Note 1 Accounting policies

---

#### Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the Institute to make a payment to a third party, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured reliably. All expenditure is accounted for on an accruals basis and excludes recoverable VAT.

#### Property maintenance

Under the terms of the various leases held by the Institute, there is an obligation to keep the relevant properties in a proper state of repair, together with rentals charged as incurred. In addition, and where necessary, the Institute has set aside a provision for expenditure required to bring 116 Pall Mall back to a proper state of repair at the end of the lease. For this Grade 1 listed property, which is held under a lease expiring in 2043, the public areas of the building are maintained to a standard which is consistent with their revenue earning potential. A provision of £4.6m was held at the balance sheet date, the basis of which is described in note 11.

#### Leased assets

Rentals applicable to operating leases where substantially all the benefits and risks of ownership remain with the lessor are charged to the Consolidated Statement of Income and Retained Earnings on a straight-line basis over the term of the lease.

#### Pension scheme

The Institute operates both a non-contributory defined contribution pension scheme for benefits accruing from 1 January 1997 and a closed defined benefit pension scheme.

Pension costs for the defined contribution scheme are charged to the Statement of Income and Retained Earnings when they are payable to the scheme.

For the closed defined benefit pension scheme, finance income is credited to the Statement of Income and Retained Earnings. As the scheme is in surplus, the surplus is not carried on the balance sheet as it is not recoverable. Accordingly, a corresponding adjustment equivalent to the finance income is recognised within other comprehensive income.

#### Employee termination benefits

The best estimate of the expenditure required to settle an obligation for termination benefits is recognised immediately as an expense when the organisation is demonstrably committed to terminate the employment of an employee or to provide termination benefits.



## Notes to the Financial Statements

Notes	2024 Income	2024 Expenditure	2024 Net	2023 Net
<b>Surplus/(Deficit)</b>				
<b>2. Analysis of operating surplus / (deficit) by activities</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Membership	6,349	(1,031)	5,318	5,746
<b>Revenue earning activities</b>				
Hospitality	2,122	(64)	2,058	1,931
Professional (director) development	10,792	(4,961)	5,831	4,709
Virtual Office	668	(119)	549	357
Director events	328	(158)	170	404
Commercial (product marketing)	345	(91)	254	312
	14,255	(5,393)	8,862	7,713
<b>Member services</b>				
Regional services	774	(1,384)	(610)	(1,484)
Information and advisory services	-	(406)	(406)	(390)
	774	(1,790)	(1,016)	(1,874)
<b>Policy and directorate</b>	2	(1,305)	(1,303)	(1,578)
<b>Operating and overhead costs</b>				
Property costs (excluding regions)	13	(3,228)	(3,215)	(2,806)
Loss on disposal of assets	-	-	-	(13)
Depreciation	-	(927)	(927)	(1,042)
IT, iod.com, marketing and new initiatives	-	(1,576)	(1,576)	(1,512)
Central administration	(28)	(2,490)	(2,518)	(2,276)
	(15)	(8,221)	(8,236)	(7,649)
Interest receivable	376	-	376	36
Exceptional Costs	-	(4,091)	(4,091)	-
Surplus / (deficit) on ordinary activities before taxation	21,741	(21,831)	(90)	2,394

## Notes to the Financial Statements

Notes	2024 Income	2024 Expenditure	2024 Net	2023 Net
<b>Surplus/(Deficit)</b>				
<b>2. Analysis of operating surplus / (deficit) by activities</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Membership and Influence</b>				
Membership related income and service costs	6,349	(2,428)	3,921	5,816
National and Regional Director Events	992	(1,763)	(771)	(1,424)
Information Advisory Service	-	(406)	(406)	(405)
External Governance and Policy Activity	2	(568)	(566)	(450)
	7,343	(5,165)	2,178	3,537
<b>Revenue Earning Activities</b>				
116 Pall Mall	3,148	(4,033)	(885)	(859)
Director Training and Qualifications	10,900	(4,511)	6,389	4,904
	14,048	(8,544)	5,504	4,044
<b>Surplus/(deficit) before support costs</b>	21,391	(13,709)	7,682	7,581
<b>Support costs</b>				
Marketing, Brand, Communications	-	(1,015)	(1,015)	(580)
Central Administrations	(28)	(3,016)	(3,044)	(4,643)
<b>Surplus/(deficit) after support costs</b>	21,363	(17,740)	3,623	2,358
Net Interest	378	-	378	36
Exceptional Items	-	(4,091)	(4,091)	-
<b>Surplus/(deficit) before taxation</b>	21,741	(21,831)	(90)	2,394

The presentation of analysis of operating surplus/(deficit) by activities has been reviewed and updated in 2024 to more closely align to the current organisation of our operations. In this presentation we have applied the same allocations to the prior year values to provide a relative comparison.

## Notes to the Financial Statements

Notes	2024	2023
	£'000	£'000
<b>3. Employment costs</b>		
(a) The average number of employees during the year was:	91	82
(b) Salaries	4,596	3,981
Social security	467	408
Pension costs – see note 16	362	294
Contracted and temporary staff	147	194
Subsistence and insurance	13	101
Recruitment and training	30	125
Motor vehicle and travel	174	126
Other	120	16
	<u>5,909</u>	<u>5,245</u>
(c) The fees paid to the Chair totalled £14.4k during the year (2023: £0).		
(d) Emoluments paid to the Director General (2023: 1), who was the highest paid director, amounted to:		
– Salaries	272	235
– Payment in lieu of employer pension contribution	33	40
	<u>305</u>	<u>275</u>
(e) Executive directors' emoluments		
Emoluments paid to the 2 executive directors (2023: 1), amounted to:		
– Salaries	285	235
– Payment in lieu of employer pension contribution	33	40
– Pension contributions	1	–
	<u>319</u>	<u>275</u>

Contributions are not payable under money purchase pension schemes to any directors (2023: 0 directors).



## Notes to the Financial Statements

Notes	2024	2023
	£'000	£'000
(f) Emoluments paid to key management		
7 key management including the Director General (2023: 8 key management)		
– Salaries and benefits	921	809
– Payment in lieu of employer pension contribution	33	40
– Contracted and temporary staff	–	–
– Pension contributions	55	50
	1,009	899
There were no ex-gratia payments made during the year (2023: £Nil).		
Directors' emoluments disclosures have been prepared in compliance with Companies Act requirements for a limited company.		
<b>4. (Deficit)/Surplus after taxation</b>		
This is stated after charging:		
Fees in respect of services provided by the auditor.		
Statutory audit	67	64
Pension advisory services	–	4
	67	68

## Notes to the Financial Statements

Notes	2024	2023
	£'000	£'000
<b>5. Taxation</b>		
Current tax:		
UK Corporation tax	1,886	-
Tax reconciliation:		
Surplus/(deficit) on ordinary activities before taxation	(90)	2,394
Multiplied by the standard rate of UK Corporation tax of 25%	(23)	455
Tax Effect Arising From:		
Surplus/(deficit) arising on non-taxable activity	(1,894)	(436)
Non deductible expenditure	2,848	-
Movement in deferred tax not recognised	113	(187)
Depreciation in excess of capital allowances	176	168
Adjustments to Tax Charge in respect of previous periods - current tax	666	-
	1,909	-

Corporation tax is payable only on the Institute's externally derived sources of income. The Institute's membership activities are outside the charge to corporation tax.

No provision for deferred taxation is required (2023 - £nil).

Factors that may affect future tax charges:

As the taxable profits during the period are >£50,000, the higher applicable rate of 25% has been applied in the above reconciliation.

The effective tax rate of the Institute is affected by the profitability of the taxable and non-taxable divisions of its activities. In 2024 a charge relating to previous periods was also recognised.

## Notes to the Financial Statements

Notes	Leasehold improvements	Furniture and fittings	Computer hardware	Office equipment	Total
	£'000	£'000	£'000	£'000	£'000
<b>6. Tangible fixed assets</b>					
<b>Cost:</b>					
At 1 January 2024	5,902	1,966	421	11	8,300
Additions	1,552	21	-	1	1,573
Disposals	(2,724)	(256)	(199)	(6)	(3,185)
At 31 December 2024	4,730	1,731	222	6	6,689
<b>Depreciation:</b>					
At 1 January 2024	(3,819)	(1,857)	(301)	(8)	(5,985)
Charge for the year	(492)	(69)	(35)	(1)	(597)
Disposals	2,694	256	197	6	3,153
At 31 December 2024	(1,617)	(1,670)	(139)	(3)	(3,429)
Net book value 2024	3,113	61	83	3	3,260
Net book value 2023	2,083	110	120	3	2,316

The net book value of furniture and fittings includes an amount of £14,709 (2023: £25,082) in respect of assets held under finance leases. The depreciation on these assets for the year was £10,373 (2023: £10,379).

Additions to Leasehold Improvements in the year include £1.2m relating to the recognition of a Right of Use asset, reflecting the estimated decommissioning costs that have been provided for under the dilapidations provision (note 11).

	Computer software etc.
	£'000
<b>7. Intangible fixed assets</b>	
<b>Cost:</b>	
At 1 January 2024	3,504
Additions	10
Disposals	(284)
At 31 December 2024	3,230
<b>Depreciation:</b>	
At 1 January 2024	(1,603)
Charge for the year	(330)
Disposals	283
At 31 December 2023	(1,649)
Net book value 2024	1,581
Net book value 2023	1,901

The net book value of computer software held in respect of finance leases in 2024 is £nil (2023: £8,890) in respect of assets held under finance leases. The depreciation on these assets for the year was £8,890 (2023: £21,335)



## Notes to the Financial Statements

Notes	2024	2023
<b>8. Debtors</b>	<b>£'000</b>	<b>£'000</b>
Trade debtors	867	899
Other debtors and prepayments	926	1,071
	<u>1,793</u>	<u>1,970</u>
All debtors are due within one year. Trade debtors includes a provision for doubtful debts of £0.2m (2023: £0.3m).		
Other debtors includes prepayments and accrued income.		
<b>9. Cash at bank and in hand</b>		
Cash at bank and in hand	10,800	6,094
Cash at bank and in hand includes £404,806 (2023: £356,883) held in overseas branches.		
<b>10. Creditors</b>		
<b>A</b> Amounts falling due within one year:		
Trade creditors	924	678
Deferred non membership income	1,887	1,914
Other creditors and accruals	1,145	1,917
Obligations under finance leases	13	19
Corporation tax payable	1,886	-
Other taxes and social security costs	494	143
	<u>6,349</u>	<u>4,671</u>
Deferred non membership income relates to professional development courses which are scheduled at a future date.		
<b>B</b> Amounts falling due after more than one year:		
Obligations under finance leases	5	18
	<u>5</u>	<u>18</u>
<b>C Finance leases</b>		
The net finance lease obligations committed to are:		
In one year or less	13	19
Between one and five years	5	18
In five years or more	-	-
	<u>18</u>	<u>37</u>
Finance lease obligations are secured on the assets to which they relate.		

## Notes to the Financial Statements

Notes		2024	2024	2024
		Dilapidations	VAT	Total
		£'000	£'000	£'000
<b>11. Provisions</b>				
	At 1 January 2024	568	-	568
	Utilised in the year	-	-	-
	Additional provision in the year;			
	Exceptional items charged to Expenditure	2,800	1,137	3,937
	Recognition of Right of Use asset (Note 6)	1,229		
	Reversed in the year	-	-	-
	Increase due to change in discount rate	-	-	-
	At 31 December 2024	4,597	1,137	4,505

### Dilapidations

The provision for dilapidations relates to the leasehold property at 116 Pall Mall. The provision is reviewed at each year end, considering all evidence available at the time of review, to estimate the amount that could reasonably be expected to be paid under the lease. This evidence includes an external valuation (renewed every 3 years, in line with our policy) along with other reference points such as leasehold improvements, discussions with the landlord and consideration of the likely future use of the building.

### VAT

Provisions relates to a potential correction to VAT treatment in historic periods which is currently under review. As the outcome of the review is not yet certain we have applied prudence in estimating the likely outcome. No specific expenditure has been allocated against the provision during the period.

## Notes to the Financial Statements

Notes	2024	2023
<b>12. Deferred membership income</b>		
Memberships expiring within one year	2,517	2,134
Memberships expiring after more than one year	285	370
	<u>2,802</u>	<u>2,504</u>

Membership subscriptions received in advance include cash received for annual memberships for which benefits are owed to members until the expiry date of their membership. It also includes cash received for lifetime subscriptions which are released to income over a period of eighteen years.

	2024	2024	2024
<b>13. Lease commitments</b>	<b>Property £'000</b>	<b>Other £'000</b>	<b>Total £'000</b>
At 31 December, the Institute has total future minimum lease payments under non-cancellable operating leases as follows:			
Within one year	508	8	516
After one, but within five years	1,937	6	1,943
After five years	6,520	-	6,520
	<u>8,965</u>	<u>14</u>	<u>8,979</u>

	2023	2023	2023
<b>Lease commitments</b>	<b>Property £'000</b>	<b>Other £'000</b>	<b>Total £'000</b>
At 31 December, the Institute has total future minimum lease payments under non-cancellable operating leases as follows:			
Within one year	493	8	501
After one, but within five years	1,957	15	1,972
After five years	7,003	-	7,003
	<u>9,453</u>	<u>23</u>	<u>9,476</u>

### 14. Capital commitments

Capital commitments contracted but not provided for in the financial statements amount to £nil (2023: £nil).

### 15. Related party transactions

The remuneration payable to the Institute's Chair and Directors is disclosed in note 3 to these accounts.

During the year travel and subsistence expenses totalling £9,837 were reimbursed to four Board members (2023: £15,704).

There were no other transactions with related parties during the year (2023: no other transactions).

# Notes to the Financial Statements

Notes

16. Pension costs

Pension costs

The Institute of Directors operates both a non-contributory defined contribution pension scheme for benefits accruing from 1st January 1997 and a closed defined benefit pension scheme. The assets of both schemes are held separately from those of the Institute in independently administered funds. Further details of the cost of each scheme are provided below.

Defined Contribution Scheme

Contributions are charged to the Consolidated Statement of Income in accordance with the rules of the scheme. The charge associated with this scheme was £362,296 (2023: £294,415), representing the employer contributions payable during the year.

Defined Benefit Scheme

With effect from 1st January 1997, this scheme became closed to new entrants and ceased to provide any further benefit accrual to the then active members who became entitled to deferred pensions, subject to statutory revaluation as from that date.

The last full funding valuation was carried out as at 1st January 2021. A qualified independent actuary carried out calculations as at 31st December 2024 to obtain the amounts reported under FRS 102. As the scheme is in surplus, the surplus is not carried on the balance sheet as it is not recoverable. Accordingly, a corresponding adjustment equivalent to the finance income is recognised within other comprehensive income.

a) Balance sheet and notes

	At 31 December 2024	At 31 December 2023	At 31 December 2022
--	---------------------------	---------------------------	---------------------------

The major assumptions for FRS 102 purposes were:

Rate of increase in salaries	n/a	n/a	n/a
Rate of increase to pensions in payment (Post 88 GMP)	2.07%	2.00%	2.25%
Rate of increase to pensions above GMP in deferment	2.63%	2.47%	2.77%
Discount rate	5.32%	4.48%	4.93%
RPI Inflation assumption	3.17%	3.04%	3.38%
CPI Inflation assumption	2.67%	2.47%	2.77%

No contributions were paid to the scheme during the year (2022: Nil). The amounts charged and credited to the consolidated statement of income and retained earnings are detailed in sections b and c below; the total charge for 2024 was £182,000 (2023: £87,000).

No lump sum contributions are due in the coming year in respect of the scheme (2023: Nil).



## Notes to the Financial Statements

### Notes

#### a) Balance sheet and notes (continued)

Under FRS 102 the long term expected rate of return is replaced by the discount rate. The assets in the scheme and the expected rates of return were:

	Discount rate at 31 December 2024	Value at 31 December 2024	Discount rate at 31 December 2023	Value at 31 December 2023	Discount rate at 31 December 2022	Value at 31 December 2022
		£'000		£'000		£'000
Equities	5.32%		4.48%	2,340	4.93%	2,401
Bonds	5.32%		4.48%	3,598	4.93%	3,541
Cash	5.32%	480	4.48%	37	4.93%	28
Annuity Policies	5.32%	3,920				
Total market value of assets	5.32%	4,400	4.48%	5,975	4.93%	5,970
Present value of scheme liabilities		4,079		4,561		4,623
Surplus in the scheme		321		1,414		1,347
Deemed irrecoverable		(321)		(1,414)		(1,347)
Balance sheet valuation		-		-		-

	At 31 December 2024	At 31 December 2023
	£'000	£'000
<b>Reconciliation of present value of scheme liabilities:</b>		
Opening defined benefit obligation	(4,561)	(4,623)
Past service cost	-	-
Administration costs	(240)	(149)
Interest cost	(198)	(220)
Remeasurement: actuarial gain / (loss)	406	(60)
Benefits paid and expenses	514	491
Closing defined benefit obligation	(4,079)	(4,561)
<b>Reconciliation of fair value of scheme assets:</b>		
Opening fair value of scheme assets	5,975	5,970
Interest income	256	282
Investment (loss) / gain	(1,317)	214
Contribution by employer	-	-
Benefits paid and expenses	(514)	(491)
Closing fair value of scheme assets	4,400	5,975

## Notes to the Financial Statements

Notes	2024	2023	2022	2021	2020
	£'000	£'000	£'000	£'000	£'000
Defined benefit obligation	(4,079)	(4,561)	(4,623)	(6,846)	(7,642)
Scheme assets	4,400	5,975	5,970	8,216	8,327
Surplus	321	1,414	1,347	1,370	685
Experience adjustments on assets scheme liabilities	75	(42)	(105)	62	21
Experience adjustments on scheme assets	(1,317)	214	(1,958)	217	482
				<b>At 31 December 2024</b>	<b>At 31 December 2023</b>
<b>b) Analysis of amount charged to the Consolidated Revenue Account</b>				<b>£'000</b>	<b>£'000</b>
Current service cost				-	-
Administration costs				240	149
Past service cost				-	-
Total operating charge				240	149
<b>c) Analysis of amount credited to other finance income</b>					
Interest income				256	282
Less: Interest on pension scheme liabilities				(198)	(220)
Net return				58	62
<b>d) Total amounts taken to other comprehensive income</b>					
Remeasurement – gain / (loss)					
Return on scheme assets excluding interest income				(1,317)	214
Remeasurement – (loss)					
Experience (loss) arising on scheme liabilities				75	(42)
Remeasurement – (loss) / gain				325	(89)
Changes in financial assumptions underlying the scheme liabilities – (loss) / gain					
Remeasurement – gain				6	71
Changes in demographic assumptions underlying the scheme liabilities – gain					
(Increase) / Decrease in irrecoverable surplus				1,093	(67)
Actuarial gain recognised in other comprehensive income				182	87

As the pension surplus is irrecoverable, the increase of £67,000 has been treated as a pension scheme adjustment in other comprehensive income in 2023.

## Notes to the Financial Statements

Notes		
	At 31 December 2024	At 31 December 2023
<b>e) Movements in surplus during the year</b>	<b>£'000</b>	<b>£'000</b>
Surplus in scheme at beginning of the year	1,414	1,347
Movements in the year:		
Other finance income	(182)	(87)
Actuarial gain	(911)	154
Surplus in scheme at the end of the year	321	1,414
<b>Sensitivity to changes in assumptions:</b>		
The assumptions as to discount rate and price inflation have a significant effect on the value placed on the defined benefit obligations. However, since the bulk annuity purchase any change in the defined benefit obligations, except for GMP equalisation, would be matched by the assets limiting the effects on the overall funding level of the Scheme. As at 31December 2024, a 1% pa change to these assumptions would have had the following effects on the closing defined benefit obligation:		
	<b>1% pa increase</b>	<b>1% pa increase</b>
Discount rate	(£328K)	£388K
Price inflation	£66K	(£75K)
<b>f) Demographic assumptions used are as follows:</b>	<b>31 December 2024 (Changes from 31 December 2023)</b>	
Assumption		
Mortality (pre and post retirement)	S3PxA, CMI_2023 [1.25%] (2023: S3PxA, CMI_2022 [1.25%])	
Proportion married	90% for men and 70% for women at retirement or earlier date of death for deferred members and at the balance sheet date for pensioner members	
Age difference	Men 3 years older than women	
Age at retirement	Normal pension age	
Cash Commutation	90% of maximum cash allowance	



### Photography

England and Wales: Mark Mercer, Tom Crew, Aled Llywelyn  
Northern Ireland: Darren Kidd  
Scotland: Lynne Kennedy, Malcolm Cochrane

### Concept, design and production

Manasianandco.com

© 2025 Institute of Directors



