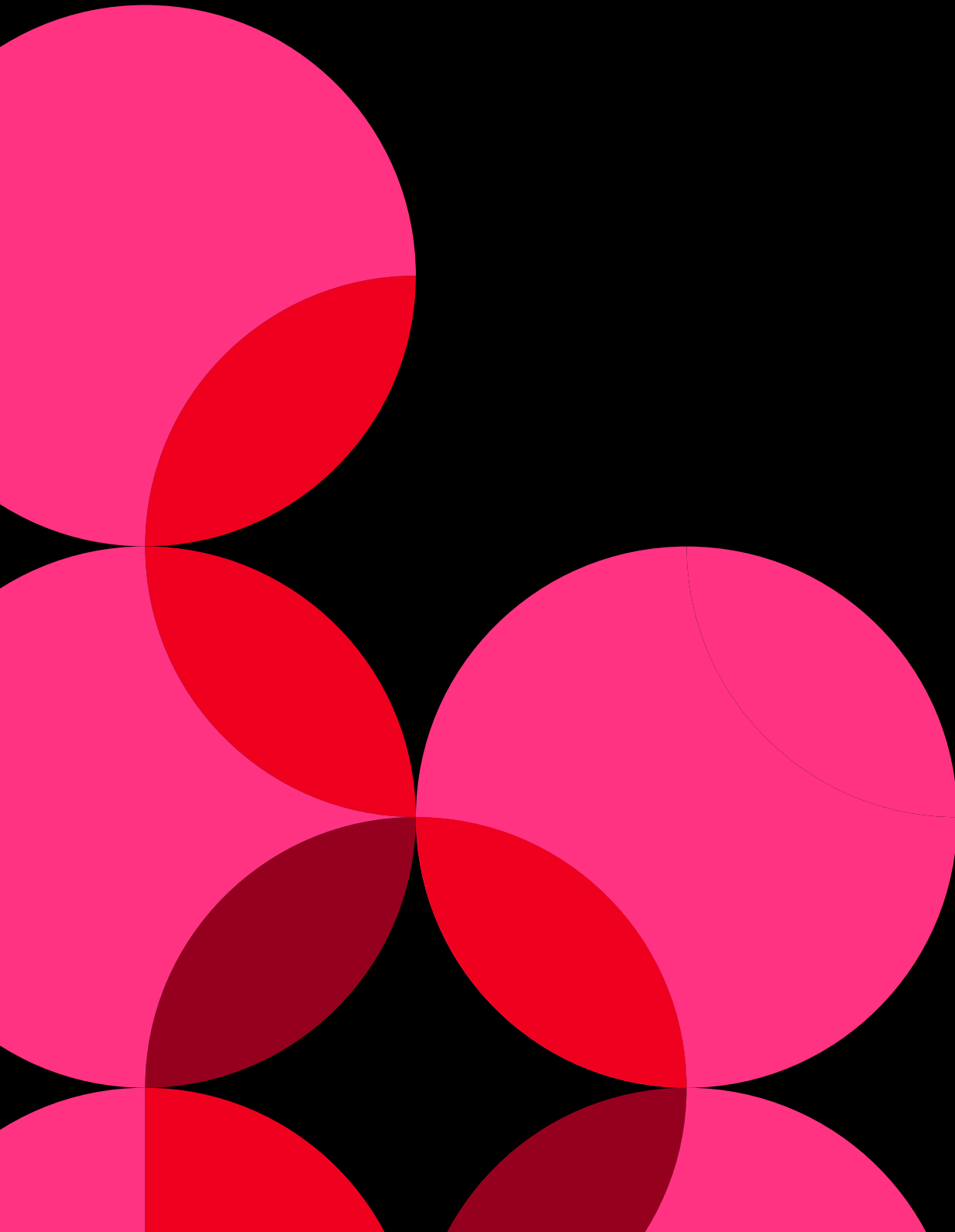




Candidate brief

# For the role of Council Member



## Candidate brief

For the role of Council Member

# Welcome note



**David Langworth CDir FIoD**  
Chair - Council,  
Nominations  
Committee and  
Senior Independent  
Council Member, IoD



**John Browett**  
Chair, IoD

### First of all, thank you for your interest in this important role.

The economy continues to face turbulent times from geopolitical tensions to the enduring changes in working practices since the global pandemic. Directors and their equivalents in organisations across the UK and beyond have to grapple with circumstances and pressures most have only heard about in history books. During this period, the IoD has effectively repositioned and reset itself in readiness for what we believe will be the next stage in the evolution of this historic and respected organisation, in a world of rapid change. We have reinvigorated our approach to engaging both current and future directors while staying true to our Royal Charter. Despite challenges, we stuck to our plan and laid a strong platform for growth. Now we're focused on staying relevant and impactful for the next 120 years.

We exist to support directors to be the best they can be, encapsulated in the strong belief that 'Better Directors make for a Better world'. We promote entrepreneurial activity, and encourage responsible business practices as well as develop, support and represent skilled, knowledgeable and responsible leaders for the benefit of the economy and society. As an organisation we will continue to promote the best principles of great governance and ensure the overall member journey within the IoD is an exciting, relevant and engaging experience regardless of stage of career or what organisation our members belong to. The new business model is a distributed one, built around energising the IoD to engage, listen and improve the competencies that will be required over the next ten years. This is with the focus to allow us to achieve our purpose and vision and be thoughtful and influential in our representation of our membership to the four nations governments in the UK.

We have already started on that journey, attracting new members from all walks of life: diverse; serious about business; attracted to learning and putting into practice the key principles for which IoD can be proud; challenging; influencing; and developing by connecting young and mature members through an innovative, enjoyable and value-adding suite of services and experiences. This is the 'One IoD' organisation we have created.

We have completely revamped our professional development offerings, with some of the best virtual, as well as in-person, professional development available. Our current and future chartered directors now have the skills and tools available to help them on their journeys to both support and lead organisations.

Our research capability has been refreshed as has the provision of 'hubs' across the UK where members can find space to think and do business without the expense of serviced offices. Our London hub at 116 Pall Mall is probably the best known of these.

We are beginning to see the early signs that the difficult but necessary work to re-shape the Institute has begun to bear fruit.

2023 marked a turning point for the Institute. We returned to growth, stabilised our finances and increased our reach among the wider business community. This achievement during our 120th anniversary is testament to our resilience, innovation and dedication to our strategic goals.

## Candidate brief

For the role of Council Member

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## Welcome note

The Institute's Council acts in an oversight and advisory capacity as guardian of the Institute, representing the interests of its members and holding its Board to account for the delivery of the objects of the Institute contained in its Royal Charter. As a Council Member, you will have a unique opportunity to ensure that the Board delivers the Charter Objects and adherence to the Laws of the Institute of this world-renowned membership organisation. Working collectively and in collaboration with your Council colleagues, you will help ensure the IoD remains a progressive force for business and entrepreneurship while upholding the Institute's gold standard reputation for corporate governance.

We are looking for someone who is excited about continuing our journey and building on the great foundations that have already been laid.

If you believe you possess the right mix of commercial skills and experience, coupled with high levels of inspiration to help shape the direction of the Institute without being in control, we would be delighted to receive an application from you.

## Objects of the Institute of Directors' Royal Charter

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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.



## Candidate brief

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# The organisation

**The Institute of Directors (The IoD) is the UK's leading organisation for individual business and organisational leaders. It is a non-party political business organisation founded in 1903 and awarded a Royal Charter in 1906 with over 19,000 current members. Its key activities include providing leading edge representation, support and development for directors and leaders in organisations – helping them achieve greater success for their organisations and their own careers.**


The IoD is a thriving membership community for directors in the UK and beyond, where our members can connect with other leaders, develop their skills and be heard. At a time when great directors have never been more important, the IoD offers professional development, valuable connections and influence.

We believe that better directors build better organisations and better organisations build a better world. We also believe it is the responsibility of every director and leader to support cultures that promote inclusion and diversity, because organisations with strong inclusion and diversity cultures not only perform better, but give back more to their people, their stakeholders and society.


These are the kinds of enterprise the UK needs to build a stronger, fairer economy – one where everyone can contribute and thrive. It is our responsibility to support directors in creating these organisations, and that means helping them understand the value that flows from placing inclusion and diversity at the heart of their cultures and supporting them in implementing best practice.

We are committed to using our relationship with directors, our world-class professional development, our influence with government and our voice in the market to make this happen. And we are committed to strengthening our own inclusion and diversity culture, delivered through action, not words.

**Our Royal Charter**  
defines our responsibilities




**Our purpose**  
flows from this



**Better directors  
for a better world**

**Our value proposition**  
delivers on our purpose



**Connect**  
with peers facing similar challenges

**Develop**  
the skills and knowledge that make better directors

**Influence**  
the people making decisions that touch your world

**Our three powerful dimensions**  
capture how we deliver

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

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

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

## Candidate brief

For the role of Council Member

# The organisation

## Structure and governance

The Council of the IoD is the guardian of the IoD constitution, ensuring that the objects of the IoD's Royal Charter are delivered and acts like the IoD's shareholder. It is chaired by the Senior Independent Council Member (SICM).

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

## Summary

Our governance structure is an integral part of the way the Institute of Directors delivers its Royal Charter obligations and strategy, supporting effective decision-making. This enables the right people to have access to the right information at the right time. We are immensely proud of the diversity and depth of experience contained in our Board and Council, which are responsible for the Institute's strategic direction and sustainability.

### The Council

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

- Appoints and removes the IoD non-executives and determines their independence.
- Critiques and provides opinion to the Board on the overall progress of the IoD.
- Holds the Board to account.
- Monitors the Board's engagement with membership and stakeholders.
- Appoints and removes the Senior Independent Council Member.

### The Board

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

#### Non-Executive Chair

- Leads the Board and ensures it operates effectively
- Maintains a culture of openness and debate
- Ensures effective dialogue between the Board and members.

#### Non-Executive Directors

- Work with and challenge executive directors
- Provide independent, external perspective
- Contribute a broad range of experience and expertise.

#### Director General and Executive Directors

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

### Sub-committees of the Board

**Audit and Risk Committee**

**Remuneration Committee**

**Membership Committee**

**Accreditation and Standards Committee**

### Committee of the Board and Council

#### Nomination Committee

- Leads process for Board and Council appointments.
- Ensures the completion of an annual review of the performance of governance bodies with a focus on the structure, size and composition of the Board and Council.
- Ensures that the Board and Council has a reasonable geographical distribution of members and a balance of diversity, sector and background.

### Management Team

### Region, Nation and Branch Chairs

- Work closely with all staff and volunteers in the IoD to promote the ethos of 'OneIoD'
- Represent the public face of the IoD at a local level
- Play a vital role in the development of the IoD offering to our members, ensuring everything the IoD does places the member first.

## Candidate brief

For the role of Council Member

# The appointment

<b>Role Title:</b>	<b>Council Member</b>
<b>Company:</b>	Institute of Directors
<b>Website:</b>	www.iod.com
<b>Position Based:</b>	The majority of Council meetings are held in London or virtually
<b>Dimensions:</b>	Circa 19,000 members
<b>Commitment:</b>	10-12 days per year including involvement in various projects
<b>Remuneration:</b>	Council positions are not remunerated; however, expenses will be paid in line with the IoD's expenses policy

## Overview

The Institute is seeking to appoint Council Members with the demonstrable ability to analyse information, provide critique as well as apply critical thinking skills, to provide real insight, introduce new ideas and make sound judgements in the context of a complex governance structure.

## The role

- To engage and communicate with the Institute's members and ensure that their views and interests are properly represented and considered by the Institute as appropriate.
- To hold the Board to account on behalf of the membership for the delivery of the objects of the Institute's Royal Charter and adherence to the Laws of the Institute and, thereby, act as guardian of the Institute.
- To provide critique and opinion to the Board on the overall progress of the Institute, including monitoring engagement with stakeholders.
- To act jointly with the Board to appoint the Chair of the Institute, having considered any recommendation of the Nomination Committee.
- To appoint and remove the Senior Independent Council Member.
- To decide on the appointment of casual vacancies to Council.
- To appoint, re-appoint and remove the Institute's Non-Executive Directors and to determine their independence, having considered any recommendation of the Institute's Nomination Committee.

In exercising its powers the Council is bound by the Institute's Royal Charter, By-Laws and Member Rules and Regulations.

## Candidate brief

For the role of Council Member

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# The appointment

Council Members will be expected to engage actively and participate in Council business. Matters reserved for Council are:

### Strategy and policy

- Support the Board with contribution, as reasonably required by the Board, and critique to the strategic direction and policy development of the Institute.
- Remain aware of external developments and bring to the Board's attention any that are likely to have a material impact on the Institute's members.

### Annual General Meeting

- Act jointly with the Board in proposing changes to the Charter, the By-Laws and/or Member Regulations to the Voting Members and Privy Council as appropriate.
- Report to the Voting Members at each annual general meeting and to stakeholders on the Council's opinion on the delivery of the Institute's Strategy and objects of the Royal Charter and the performance of the Board, including the effectiveness of their actions, their engagement with stakeholders and the effectiveness of appointment processes.
- Appoint casual vacancies to Council between general meetings.

### Governance and standards

- Demonstrate the highest standards of corporate governance.
- Act independently and objectively, with honesty and integrity, upholding the Institute's Values at all times.
- Monitor jointly with the Board the effectiveness of the Institute's governance arrangements and initiate appropriate review.
- Act in the best interests of the Institute as a whole [rather than any one constituency] at all times and not do anything which may cause harm to the Institute and/or its reputation.
- Act jointly with the Board to approve the Code of Conduct for Board and Council Members.

### Nomination committee

- Act jointly with the Board to appoint the Nomination Committee, electing Council Members to participate.
- Act jointly with the Board in setting the terms of reference of the Nomination Committee and reviewing its performance.

### Other assistance

Council Members may be called on by the Institute to sit on committees and/or working groups and to provide such other reasonable assistance as may be required from time to time (although it is recognised that there shall be no obligation on any Council Member to provide such assistance).

### Time commitment

Council meets three times per year, usually at the Institute's office at 116 Pall Mall. Members are expected to attend all of these meetings. In addition, there are up to three open forums with Institute Members and relevant stakeholders, including the Annual General Meeting, Annual Joint Board/Council meeting and others (the details of which shall be shared with Council Members in good time prior to the engagement). Council Members are expected to commit to the role ten to 12 days per year. All Council Members will undertake an induction process following their appointment.

Council Members are expected to play an active role within their geographic area. This includes actively communicating with the Region/Nation Committee Chair/Members and Region/Nation Director (about the needs and views of the Institute's members in that area) and serving as the link between their geographic area and the Council, ensuring that the members' views are properly represented at Council level.

### Tenure

Council Members are appointed for an initial term of two or three years. The term may be renewed if both the Council Member and Council agree. Ideally you will be a member of the IoD and be familiar with the Chartered Director programme (maybe currently working through the accreditation).

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

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# The appointment

## The person specification

With a clear connection to the mission and values of the Institute, you will be an innovative, strategic business leader and/or industry professional. You will have compelling private, public or non-profit leadership experience of both change and growth. Additionally, you will have a commercial outlook and sound judgment together with the ability to influence and objectively challenge in a supportive manner. It is important to stress that this role is not that of a non-executive director; Council Members do not have legal fiduciary duties. Rather, they effect any checks or change through questioning and influence, not control. For the current open roles we particularly encourage applicants with interest from all functional backgrounds and specialisms including chartered directors experience in Finance, Policy, Marketing, or Special Interest/Advocacy Groups.

## Experience/personal skills

- Governance body experience, with sound business credentials, ideally gained within a respected SME, listed, commercial corporate, non-profit and/or national/international membership organisation.
- A clear connection and shared values with the IoD, and a passion for its purpose and mission.
- Sound judgement, analysis, decision making skills and the ability to provide an objective, challenging and supportive role to Council.
- Highly developed interpersonal and leadership skills to effectively engage, communicate and influence at all levels.
- Non-political, with a collegiate and supportive approach to the Chair and other members of the Council and Board.
- Comprehensive understanding of governance with an impeccable personal record and commitment to setting high standards of behaviour. Able to build trust and respect of Board and Council colleagues.
- Good listener and clear thinker with high emotional intelligence. Strong ability to guide and facilitate strategic debate on Council and to take a full business overview.
- Demonstrates a strong and passionate commitment to equality and diversity.
- An ability to work effectively in a team with other Council Members; thinks corporately with a collaborative style and accepts collective responsibility for decisions.
- Able to challenge constructively while respecting the roles, views and feelings of others demonstrating a balance of assurance and personal humility.



## Appendix

### Recruitment timeline

Closing date for advertisement applications:  
Wednesday 21 August 2024

#### Applications

In your cover letter provide at least one specific example of how and where, through your leadership experience, you have brought about positive growth and change [within an organisation] in a situation where you had to influence without control.

**Please apply by submitting a CV and a cover letter to:**

**[institute.secretary@iod.com](mailto:institute.secretary@iod.com)**

