



International Role of the Director and the Board

Two-day course
£3,300

Delivered in partnership with:



iod.com/rdb



Course overview

Delivering an essential understanding of the board's role in corporate governance and risk management, this introduction to the duties and legal responsibilities of a director will enable you to tackle the challenges of the boardroom with fresh confidence and progress your career to the next level.

Whether you're a newly appointed director, aspiring to a position on the board, or looking to improve your performance with fresh insight, this practical two-day course will equip you with the crucial knowledge and skill-set to fulfil your role successfully.

The IoD Award in the Role of the Director and the Board, Level 9 (SCQF) is a module of the Certificate in Company Direction qualification.

Course benefits

Develop a practical understanding of best practice in the boardroom. In addition to recognising the director's key legal responsibilities, you will be conversant with the board's role in corporate governance and be able to ensure transparency in internal procedures such as executive appointment and remuneration. You'll be able to efficiently assess risk, and know how to effectively manage stakeholders while acting in your organisation's best interests.

Learning objectives

By attending this course, you will gain the knowledge and skills to:

- Gain an in-depth view of the key duties, roles and legal responsibilities of the modern director working across multiple jurisdictions
- Understand the essential differences between direction, management and ownership
- Examine the board's role in corporate governance and learn how to improve board effectiveness
- Understand the legal status of a company and other organisations and the liabilities of directors in major jurisdictions including the UK and China



A comprehensive review of directors' responsibilities and board governance issues. The course combined stimulating discussions with exercises that were delivered to an excellent standard."

Simon Rogers

Chief Executive, Nuffield Health

Course content

1 Corporate governance

Explain the purpose and value of corporate governance to the organisation

Describe the different models and structures that are adopted including the difference between jurisdictions, including China, UK and the US and the differing approaches taken between mandatory governance rules and codes

Analyse the key common tenets of corporate governance and the link between corporate governance and the board

Explain the business case for corporate governance

2 Legal and regulatory basis of organisations

Identify and classify the different business forms and not-for-profit organisations

Explain the concept of limited liability and the main constituent participants in companies

Explain the principles of the main internal governance frameworks that apply to limited liability companies

Distinguish between the relevance of different international codes, regulations, laws and internal frameworks to their organisation

3 Directors' roles, responsibilities and liabilities

Identify different types of directors and explain their role on the board and responsibilities to the organisation and its stakeholders

Explain how organisations can put in place systems to enable directors to more effectively understand and discharge their duties

Describe who is responsible as a director and their liability across major jurisdictions

Analyse the role of individual directors in balancing competing commercial and personal needs

Explain the potential consequences of getting it wrong and best practice safety nets

4 The effective board

Explain the role of the board for strategic leadership, oversight of governance and accountability activities

Analyse the elements that generate more balanced decision-making

Describe the processes and systems at different levels of the organisation to enable entrepreneurial leadership with appropriate controls

Compare the roles of different individual participants and structural components of the organisation

5 Risk governance

Explain the importance of the board in setting the organisation's risk appetite and risk tolerance

Identify methods and processes for risk evaluation, identification, assessment and mitigation

Discuss the board's role in oversight of internal control systems and procedures

Outline the requirements for audit and risk committees

6 Ethics and corporate culture

Explain the concept of stakeholders and analyse the benefits to the organisation of evaluating and managing the relationship with stakeholders

Describe the relevance of business ethics and corporate values

Evaluate the importance of environmental, social, governance and other non-financial measures in relation to legal requirements and issues of long-term sustainability

Consider the board's responsibilities in relation to wider legal, ethical and environmental issues

Course leader



Paul Munden CDir

Business experience

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

Paul is chair of the National Youth Music Theatre, a leading national charity for the arts and is chair of the Academy for Board Excellence a board development services organisation. In previous assignments Paul has served on the Boards in the National Health Service the Legal Services Board and the General Teaching Council for England. Paul also serves as Presiding Magistrate.

Professional credentials

Paul has worked with the boards and has mentored directors of some of the world's leading commercial, third sector and public sector organisations, including Credit Suisse, PwC, Samruk-Kazna, Bibby Group, Ford, John Lewis and many more globally recognised companies as well as a large number of UK SMEs. Paul has also worked with a number of high profile international organisations including the Abu Dhabi Accountability Authority, National Lottery Ghana, India's Corporate Governance Institute, the Islamic Development Bank, CFA in Asia, the Bermuda Monetary Authority and local authorities across the world.

Read full bios: iod.com/expert-practitioners

Director Competency Framework

The Director Competency Framework underpins the IoD's professional development offering, and defines the distinct and wide-ranging competencies required for effective leadership.



By placing knowledge of finance and business strategy on the same level as ethical decision-making, effective communication and the encouragement of diverse views, the framework sets the standard for professional practice for directors, in a clear and digestible format.

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iod.com/competency-framework

Did you know?

This course is also part of the Certificate in Company Direction qualification. Complete an exam to get an award which contributes to the overall qualification.

iod.com/examinations



Exams and online preparation sessions

A man with grey hair and glasses is sitting at a desk, writing in a notebook. He is wearing a dark blue sweater. In front of him is a laptop and a bowl of bananas. The background is a bright, modern interior with a white wall and a wooden chair.

As part of your learning journey and to assist you in your preparation for the exam, we are running two hour exam preparation sessions, which will be scheduled in the fortnight preceding each certificate exam sitting.

These sessions, delivered online via virtual classrooms, will be run by our course leaders in each of the four certificate subject areas, and will provide a valuable opportunity to practice and discuss a range of exam questions with a small number of your peers.

These sessions are included in your certificate course fees but need to be booked in advance. It is essential that you have completed the relevant course before attending the exam preparation session.

Better directors for a better world

Join us

Join thousands of directors in the world-wide. Whether you're the founder of a start-up, the director of a multi-million pound business or a senior civil servant, the IoD is the place to connect, share knowledge and develop professionally.

Full UK IoD membership for one year is included as part of the course package.



Never stop learning. The IoD specialises in supporting directors to be the best they can be, through world class training and development courses. Come and learn, come and connect with directors like you, and come and have a voice to government.

Jonathan Geldart
Director General

iod.com/training

