



International Role of the Director and the Board

Two-day course
£3,300

Delivered in partnership with:



iod.com/training



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



Sheelagh Duffield

Business experience

Sheelagh Duffield is a Corporate Governance specialist advising clients on best practice governance and providing independent board evaluation services. Before setting up her own business Sheelagh held senior executive roles within the corporate departments of Scottish Power plc; Scottish Television plc and The Miller Group Limited at times when these businesses were delivering extensive strategic and organisational change. Sheelagh is a non-executive director with The National Theatre of Scotland and a member of its Finance Committee. She is also a Non-Executive Director with Cricket Scotland where she chairs the Risk Committee. She was a trustee director with Capability Scotland for five years.

Professional credentials and training experience

Sheelagh is a qualified lawyer with over 20 years of board level experience and a successful track record of leading complex projects and transactions in FTSE 100 and 250 companies; private equity owned businesses and public sector organisations. As a result, Sheelagh has a wide range of experience encompassing corporate strategy; business planning; risk management and, as general counsel and company secretary, she has particular expertise in governance practices. Sheelagh designs and facilitates training for her clients and is equally used to facilitating learning for delegates coming together from all sectors.

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.

© Institute of Directors 2023.
The INSTITUTE OF DIRECTORS words and associated logos are trademarks.
All rights reserved. No reproduction or modification without written permission of the Institute of Directors.

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.



Exams and online preparation sessions

A man with grey hair and glasses is sitting at a desk, focused on writing in a notebook. He is wearing a dark blue sweater. In front of him is a silver laptop. To the right of the laptop is a copper-colored bowl filled with several yellow bananas. The background is a bright, out-of-focus indoor setting with a wooden chair and a plant.

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.



First course in China

We were immensely proud to deliver our first International Role of the Director and the Board course in China on June 2023 partnership with the British Chamber of Commerce in China (BritCham China).

Led by our esteemed corporate governance specialist practitioner, Sheelagh Duffield, alongside the invaluable contributions of Tom Luckock, a partner at Norton Rose Fulbright, the course provided a comprehensive understanding of governance practices tailored to the Chinese context.

We had the privilege of hosting distinguished delegates from renowned international corporations and institutions, representing diverse nationalities such as those from Germany, Taipei, Ireland, the United Kingdom, China, and Australia. The dynamic mix of cultures and perspectives ignited robust discussions, leading to highly positive feedback and satisfaction from all attendees.



Proud hosts to:



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

