



# International Role of the Director and the Board

Two-day course

5-6 June 2025

British-Consulate General, Hong Kong

IoD member: £3,250

Non-member: £3,750

Supported by:



Delivered in collaboration with:



The British  
Chamber of Commerce  
in Hong Kong  
香港英商會

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# Course overview

Are you:

- a newly appointed director on the board?
- aspiring to a position on the board?
- doing investment or M&A overseas, such as the UK and Europe?
- looking to improve your performance with fresh insight?
- on a board or preparing for a non-executive director role?

The IoD's Role of the Director and the Board course will equip you with the crucial knowledge and skill-set to fulfil your role successfully. This practical two-day course is one of the most popular modules that make up our Certificate in Company Direction.

## Course benefits

- Develop a practical understanding and applicable strategies to bring best practice to the boardroom
- To be able to efficiently assess risk, and know how to effectively manage stakeholders while acting in your organisation's best interests
- While recognising the director's key legal responsibilities, you will be conversant with board's roles in corporate governance and be able to ensure transparency in internal procedures
- This course can be combined with other modules to qualify for the Certificate in Company Direction

## 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

# 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

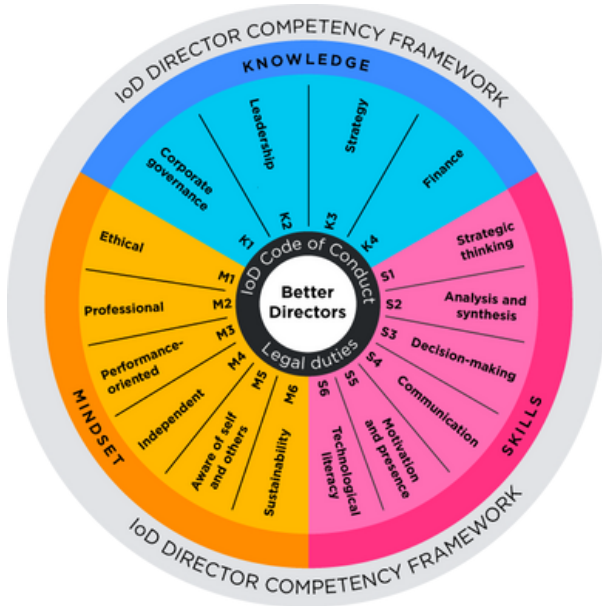
Describe the relevance of business ethics and corporate values

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

# 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](http://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.



# 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.



## Exam preparation session

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.

**Visit [iod.com/professional-development/chartered-director-programme/examinations/](https://iod.com/professional-development/chartered-director-programme/examinations/) to register for the exam.**





## Courses and events in China 2024

The IoD was delighted to deliver our three-day course of Strategy for Directors (SFD), along with IoD's first Alumni Event in China on June; following with the other three-day course of Finance for Non-Finance Directors (FFD) on November 2024, hosted by Tina Wang - Representative in China.

The course of SFD was led by the IoD strategy specialist Jane Bishop, and FFD was led by Deborah Morton-Dare, the programme lead of Finance in IoD. Both courses were delivered in partnership with the British Chamber of Commerce in China, British Chamber of Commerce Shanghai, the European Union Chamber of Commerce in China, China-British Business Council and the China-Australian Chamber of Commerce.

The Alumni Event comprised of a discussion forum focused on "navigating business strategy through uncertain times". IoD alumni and guests were treated to an inspirational and fascinating set of presentations, perspectives, insights and debates.

These included inputs from Jon Geldart - Director General of the IoD, Jens Eskelund - Chief Representative of Maersk in the Greater China Area and North-East Asia/President of EUCC, Dr. Henry Huiyao Wang - the Founder & President of Centre for China and Globalization, Yue Su - the Principal Economist of Access China/Asia at Economist Intelligence: EIU, and Jane Bishop.

**View the images from the insightful Alumni event here**



As an over two-decade finance professional, the Finance for Non-finance Professional Director course actually brought me quite some refreshed views to my finance practice and reminded me of some knowledge gone over time. I would like to encourage senior managers of all background to participate in the course to benefit not only from the course itself, but also from the instructor and peers with diverse experience.

**Jiang Wu**

Country Head, UK Export Finance | British Embassy | China





## Courses in China 2023

We were immensely proud to deliver our International Role of the Director and the Board course twice in China in both June and November 2023. The courses were delivered in partnership with the British Chamber of Commerce in China, the European Union Chamber of Commerce in China and the China-Australian Chamber of Commerce.

Led by IoD corporate governance specialists, Sheelagh Duffield (June) and Paul Munden (November), alongside invaluable contributions from Tom Luckcock, 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 (as listed company logos below), representing diverse cultures such as those from Australia, Canada, China, Germany, Ireland, Italy, Taipei and the United Kingdom. The dynamic mix of cultures and perspectives ignited robust discussions, leading to highly positive feedback and satisfaction from all attendees.



I highly recommend the Finance for Non-Finance Directors course. It has been presented in a sophisticated and professional manner, with comprehensive materials and a highly competent and experienced tutor. Despite having worked for several multinational corporations for almost 20 years in senior leadership positions in business and marketing, this course provided a valuable opportunity for me to refresh, reflect, and enhance my financial knowledge, enabling me to contribute more effectively to boardroom decision-making.



**Phoebe Lou**

Executive Director of Marketing and Communication, University of Nottingham Ningbo China

Proud hosts to:





# Testimonials



After 20 years of practical experience working for and serving on several boards, it was great to finally sit through a formal course that explained the theory, common practices, as well as regulatory and legal context of how directors and their boards should operate.

I can wholeheartedly recommend the programme for both aspiring and veteran board members.

## **Adam Dunnett**

Secretary General, European Union Chamber and Commerce in China



I highly recommend the 'International Role of the Director and Board' course. It helped me to refresh, consolidate and expand my knowledge and provided me with practical knowledge essential for my role.

The course materials were comprehensive and designed to reflect real-world scenarios. This enhanced my understanding of the concepts and how they are applied in practice. Paul Munden's expertise as a commercial law barrister and his experience in chairing and working with boards of different types of organisation also brought an invaluable dimension to the course. His ability to blend strong technical knowledge with experience of the practical application of the concepts made the learning experience both engaging and highly relevant.



The course is a must-attend for anyone aspiring to or currently serving on a board, seeking to deepen their understanding and enhance their effectiveness.

## **Vaughn Barber**

Chair, China-Australian Chamber of Commerce

While I have been a member of and supported a number of boards in my career, I have never done this from the position of legal knowledge or best practice. Good and effective governance is so fundamental for organizational success as well as for regulatory compliance. The course was a great opportunity to strengthen my knowledge, spend some time with others from different industries and reflect on operating within the context of China.



The IoD International Role of Director course is a great stepping stone component into the other three courses to become a chartered director which I now aim to pursue too.

## **James Birkett**

Registrar, University of Nottingham Ningbo China (UNNC)

As a director focused on governance, this IoD program proved very valuable. Discussing challenges frankly with fellow board members from diverse industries sharpened my skills. Key learnings centred on risk oversight, compliance practices, and ensuring transparency and accountability as regulations rapidly change. Modules reinforced governance fundamentals that protect shareholders regardless of scale. The international with China-specific insights allowed me to continually strengthen governance knowledge benefiting my companies.



## **Mirko Turrina**

GM, Goglio (Tianjin) Packaging Co. Ltd

# 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.

**For members of delivery partners: two years full International IoD membership is included as part of the course package.**

**For non-members: one year full International IoD membership 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

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