Define the role before you go to market.

Use this brief to agree the purpose, scope and authority of a Director of Governance appointment before preparing the job description or approaching candidates.

> A strong brief focuses on the governance problem to be solved and the outcomes required - not simply the responsibilities of the previous postholder.

1. Appointment overview

Organisation: ______________________

Role title: ______________________

Location and working arrangements: ______________________

Proposed salary or day rate: ______________________

Target appointment date: ______________________

Employment basis

- ☐ Permanent
- ☐ Fixed term
- ☐ Interim
- ☐ Full time
- ☐ Part time
- ☐ To be decided

2. Why is this appointment being made?

- ☐ Replacement for a departing Director
- ☐ Newly created role
- ☐ Governance responsibilities are fragmented
- ☐ The board requires more senior governance advice
- ☐ Regulatory scrutiny has increased
- ☐ Risk and assurance reporting needs improvement
- ☐ Organisational growth or structural change
- ☐ A review identified governance weaknesses
- ☐ Transaction, investment or listing preparation
- ☐ Transformation or remediation programme
- ☐ Several functions need common leadership
- ☐ Other

What is the principal problem this person must solve?

3. Choose the role model

Which description most closely reflects the appointment? Select the best fit, or record where the role combines more than one model.

- ☐ Board governance and company secretarial leadership
  Leading board and committee governance, entity management and the company secretarial function.
- ☐ Enterprise governance and assurance leadership
  Leading a broader portfolio that may include governance, risk, compliance, assurance and internal control.
- ☐ Sector governance professional
  Providing independent governance advice and procedural or constitutional support to a governing board.
- ☐ Wider corporate portfolio
  Leading governance alongside functions such as legal services, data protection, information governance or corporate services.
- ☐ A combination of these models
  Use the box below to explain how the responsibilities fit together.

Describe the intended model:

4. Is Director the appropriate level?

Select the responsibilities the role will genuinely carry.

- ☐ Regular access to the Chair or board
- ☐ Membership of, or direct access to, the executive leadership team
- ☐ Organisation-wide governance authority
- ☐ Leadership of several connected functions
- ☐ Responsibility for a substantial team or budget
- ☐ Significant regulatory or external accountability
- ☐ Governance strategy ownership
- ☐ Major transformation or remediation leadership
- ☐ Authority across multiple business areas

Decision point: If few of these apply, consider whether the requirement may be better suited to a Head of Governance, Company Secretary or Governance Manager.

5. Define the scope

Mark each area as included, excluded or still to be decided. The completed table should make ownership clear before candidates are approached.

Function	Included	Excluded	To decide
Board and committee governance	☐	☐	☐
Company secretarial work	☐	☐	☐
Entity governance	☐	☐	☐
Risk management	☐	☐	☐
Regulatory compliance	☐	☐	☐
Assurance	☐	☐	☐
Internal control	☐	☐	☐
Internal audit	☐	☐	☐
Legal services	☐	☐	☐
Data protection	☐	☐	☐
Information governance	☐	☐	☐
Regulatory affairs	☐	☐	☐
Policy oversight	☐	☐	☐
Health and safety	☐	☐	☐
Corporate services	☐	☐	☐

Other responsibilities:

Responsibilities that must remain outside the role:

Where responsibility is shared, who retains final ownership?

6. Reporting, authority and resources

Primary reporting line

- ☐ Chair
- ☐ Board
- ☐ Chief Executive
- ☐ General Counsel
- ☐ Chief Operating Officer
- ☐ Another executive director
- ☐ Other

Describe any separate accountability to the Chair or board:

Board and executive access

- ☐ Attends all board meetings
- ☐ Member of the executive leadership team
- ☐ Attends selected board meetings
- ☐ Regular access to the Chair
- ☐ Attends relevant committees
- ☐ Authority to escalate directly to the Chair or board

Formal appointments

- ☐ Formally appointed Company Secretary
- ☐ Monitoring Officer
- ☐ Formally appointed company director
- ☐ Another statutory or constitutional office holder
- ☐ Governance professional or clerk to the board
- ☐ None of these
- ☐ Data Protection Officer
- ☐ To be decided

Professional or legal requirements associated with these appointments:

Resources

Number of direct reports: ______

Functions or teams managed: ______

Budget responsibility: ______

External advisers or outsourced support: ______

7. First-year outcomes

Record no more than three outcomes that would demonstrate a successful first year.

Priority 1

Required outcome

How success will be measured

Priority 2

Required outcome

How success will be measured

Priority 3

Required outcome

How success will be measured

Likely early priorities

- ☐ Review the governance framework
- ☐ Strengthen risk and assurance reporting
- ☐ Improve board and committee processes
- ☐ Improve board information
- ☐ Address regulatory findings
- ☐ Establish clearer functional ownership
- ☐ Clarify delegated authority
- ☐ Restructure or develop the team
- ☐ Prepare for a transaction or structural change

8. Candidate requirements

Essential experience

Desirable experience

Relevant qualifications

- ☐ Chartered governance
- ☐ Legal
- ☐ Accountancy
- ☐ Risk, audit or compliance
- ☐ Sector qualification
- ☐ No specific qualification required
- ☐ Other

Capabilities to assess

- ☐ Board and executive credibility
- ☐ Constructive challenge
- ☐ Change leadership
- ☐ Strategic judgement
- ☐ Organisational influence
- ☐ Team development
- ☐ Governance expertise
- ☐ Governance improvement
- ☐ Written and verbal communication
- ☐ Functional leadership
- ☐ Regulatory judgement
- ☐ Other

What comparable work should a credible candidate have personally led?

9. Recruitment and assessment

Recruitment approach

- ☐ Advertised selection
- ☐ Targeted search
- ☐ Confidential search
- ☐ Internal and external process
- ☐ Interim appointment before permanent recruitment
- ☐ To be decided

Assessment methods

- ☐ Structured interview
- ☐ Stakeholder interview
- ☐ Chair or board interview
- ☐ Presentation
- ☐ Written exercise
- ☐ Governance case study
- ☐ Psychometric assessment
- ☐ References
- ☐ Qualification verification
- ☐ Regulatory or background checks

Agreed assessment scale

1	No relevant evidence
2	Limited or indirect evidence
3	Clear relevant evidence with personal ownership
4	Strong, directly comparable evidence with sound judgement and measurable results

Final decision-maker: ______________________

Other process participants: ______________________

10. Final approval

- ☐ Purpose of the appointment
- ☐ Why Director is the appropriate level
- ☐ Included and excluded functions
- ☐ Reporting lines and board access
- ☐ Formal appointments
- ☐ Authority, team and resources
- ☐ First-year outcomes
- ☐ Essential and desirable requirements
- ☐ Candidate assessment criteria
- ☐ Salary or day-rate parameters

Brief approved by: ______________________

Position: ______________________

Date: ______________________

Need help defining or recruiting the role?

Ingen Partners helps organisations define senior governance requirements and identify candidates with the experience, judgement and leadership needed for the appointment.

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This brief supports recruitment planning and does not constitute legal or regulatory advice.