

# REGULATIONS

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## **1. OVERVIEW**

The purpose of these Regulations is to explain the governance structure of CIPS and set out rules and operational procedures. They are the main reference point for Trustees, members and staff for how the Institute is run.

These Regulations, which first became operative on 22 June 2012 following a change in the governance structure, are set out in separate sections so that future amendment agreed by the Trustees in accordance with 1.2 below can be incorporated by replacing the relevant section. Changes have been made and agreed by the Trustees on 11 March 2015, 17 June 2015, 8 September 2015, 31 November 2016, 15 March 2017, 21 June 2017, 6 December 2017, 13 June 2018, 5 December 2018, 14 March 2019.

### **1.1 Charter and Bye-laws**

As a professional body incorporated under Royal Charter and a charity registered in the UK, CIPS must operate in accordance with its Charter and Bye-laws and within the provisions of the Charities Act 2006. Together these provide the legal and regulatory framework for CIPS governance and will always take precedence over these Regulations in the event of a conflict of terms.

### **1.2 Amendment of Regulations**

Except where rules and procedures are prescribed by the Charter and Bye-laws or by charity law, the Regulations may be changed by agreement of the Trustees, provided that at least two thirds of all the Trustees vote in favour of the amendments. Before voting on any changes, the Trustees should consult the Congress and consider their views.

### **1.3 Audit**

It is intended that there should be an independent third party audit on a periodic basis of the governance of CIPS and the effectiveness of these Regulations. On an ongoing basis, the Trustees keep the Regulations under review to ensure they remain fit for purpose. Amendments are made by the Trustees from time to time as required to support effective governance.

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## 2. STATEMENT OF THE PRINCIPLES

The following five Principles for the modernisation of CIPS' governance were agreed by the former CIPS Council in June 2011.

- CIPS is a global professional body which values the diversity of its membership and its status as a Chartered Institute and UK charity:
  - inside the charity, CIPS runs a global network of commercial activities in pursuit of its Charter objectives and to fund member benefits and initiatives for the public good;
- CIPS must be able to make timely and effective decisions:
  - decision rights to be defined at all levels with clear accountability and communications;
  - there will be effective control of subsidiaries and JVs through the CEO and staff;
- There will be a global advisory body, or Congress, that will represent all the membership and be the conscience of CIPS:
  - will be constituted such that it is not dominated by a single interest group;
  - will engage the membership to guide and influence the Trustees;
  - will be chaired by the Chair of Congress and elect a proportion of the Trustees;
- There will be a smaller executive body of Trustees:
  - Trustees will be MCIPS or FCIPS, or non-members selected for their particular expertise;
  - the Global Board of Trustees will be chaired by the Chair of the Institute;
  - the performance of each Trustee will be evaluated and managed by the Trustees as a group;
  - the CEO is responsible for the management of CIPS and all subsidiary entities and will be line-managed by the Chair of the Global Board of Trustees;
- There will be an independent Nominations Committee responsible for the election and appointment of Trustees, against published criteria:
  - will champion the democratic election of Trustees from the global Congress;
  - will consider applications from individuals to be appointed as Trustees;
  - will appoint the Chair of the Global Board of Trustees and the President as two independent roles which are not automatically sequential.

### 3. STRUCTURE

The diagram at Fig.1 below illustrates the relationship between the governance structure, the global membership and the wider CIPS audiences.



Fig. 1

The following sections describe each of the component parts, their role, membership composition, election or appointment processes, and operation.

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### 3.1 CONGRESS

The Congress is CIPS' representative and advisory body, elected from the global membership.

#### 3.1.1 Role

- i. representation of the interests of the global membership
- ii. the 'conscience' of CIPS
  - a. gathers issues and expectations from the entire membership
  - b. influences and guides the Global Board of Trustees
  - c. holds the Global Board of Trustees accountable against our Charter and charitable objectives, values and ethos
- iii. a communication channel between the membership and the Trustees
  - a. engages with the worldwide membership to understand professional trends and needs
  - b. communicates these to the Global Board of Trustees, especially through the Chair of Congress
  - c. communicates and champions CIPS' plans and achievements to the membership
  - d. forms sub-groups for special purposes and projects under the guidance of the Global Board of Trustees
- iv. the constitutional mechanism for electing up to six members of the Global Board of Trustees

#### 3.1.2 Composition

- i. there will be approximately 40 to 45 seats and one additional ex officio seat for the Chair of Congress
- ii. the location of seats will reflect the overall membership spread and CIPS' strategy, promoting seats in locations of strategic focus
- iii. seats will typically be divided into the following geographical regions for representation purposes: UK, Africa, Asia, Australasia, Europe, Middle East, Americas
- iv. there will be seats allocated for students across the geographical regions
- v. only students who have been members for a minimum of two years and are qualified up to and including Level 5 are eligible to stand and vote for these seats
- vi. the composition of Congress will be reviewed and updated by the Global Board of Trustees on a regular basis, this will be led by the Chair of Congress. The review will take account of changes in the distribution of membership, to maintain the geographic composition set out above.
- vii. others, such as the members of the Global Board of Trustees and CIPS staff, may be invited to attend and participate in Congress meetings, but they are not members of Congress and do not have any voting rights.

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### 3.1.3 Elections

- i. membership of Congress will be by open election
- ii. elections to Congress will be organised to maintain a balanced refreshment of approximately one third of members each year
- iii. in the event of unexpected vacancies due to Congress members becoming Trustees, or retirements, then the election runner-up in each case will be asked to join Congress to complete the rest of the term. In the event this is not possible, then individual adjustments will be made by the Nominations Committee to maintain the constitution of Congress and a smooth cycle of elections, aimed at a balanced refreshment of one third of the members each year.
- iv. candidates for election must be resident in the region they want to represent
- v. members will be elected for a three year term and on completion may immediately stand again for election for a second three year term
- vi. members may not serve more than two consecutive terms but may stand again after an interval of three years
- vii. elections will be conducted electronically by an independent agency such as the Electoral Reform Society

### 3.1.4 Operation

- i. Congress will meet a minimum of once and typically twice each financial year
- ii. Congress members failing to participate in two consecutive meetings without good reason (such as illness) will be required to stand down
- iii. the number and content of meetings held in each year will be agreed by the Global Board of Trustees in formal session as part of the annual business planning process to ensure a continued and productive engagement between the Membership and the governing body; meeting dates will be set at least nine months in advance
- iv. technology will be used to enable remote participation, maintain communications and support ongoing activity in between meetings
- v. meetings may be held outside the UK but locations must be convenient for the majority and cost effective in their organisation
- vi. the main meeting of the year will be in quarter two of the financial year, ideally in March, in order to feed into the annual strategy planning cycle
- vii. meetings will be held over two days including an overnight stay and Congress dinner

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## 3.2 GLOBAL BOARD OF TRUSTEES

The Global Board of Trustees is the principal governing body of CIPS and is legally liable for CIPS as a registered charity.

### 3.2.1 Role

- i. legally responsible for ensuring CIPS acts in fulfilment of its Royal Charter and charity obligations
- ii. responsible for the governance and management of CIPS, including strategy setting and decision making for CIPS
- iii. responsible for prudent financial management and setting of annual budgets and levels of financial reserves
- iv. develops a strategy for CIPS including an annual review and consultation with Congress; reports to Congress on progress
- v. responsible for implementation of the strategic plan and performance measurement
- vi. responsible for regular risk assessments and management of identified risks for CIPS and all its activities
- vii. sets these Regulations for the operation of CIPS and mechanisms to ensure compliance
- viii. has oversight of the Nominations Committee, Audit Committee, Remuneration Committee, Disciplinary Committee and the Foundation Committee.

### 3.2.2 Composition

- i. the Global Board of Trustees will be a maximum of 12 in number and will be MCIPS or FCIPS unless allowed otherwise below:
  - a. up to 6 members elected from Congress
  - b. other members, including up to two non-CIPS members selected for their particular expertise
- ii. members of Congress will elect the Chair of Congress from the Global Board of Trustees or from serving members of Congress, providing that they meet the Trustee criteria.
- iii. Trustees will serve a three year term, at the end of which they may:
  - a. Appointed Trustees: on the recommendation of the Chair of the Global Board of Trustees, be re-appointed by the Nominations Committee for a second three year term; the maximum term on GBT is six years unless the Trustee takes on the Chair role. Skills, experience, quality of contribution and style will be the focus for consideration if a Trustee is proposed for an extension to their term.
  - b. Elected Trustees: stand for re-election for a further three year term if endorsed by the Nominations Committee and supported by the Chair of Congress; there must then be a three year interval before standing for a third term.

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### 3.2.3 Election and appointment

- i. the processes for the election and appointment of all Trustees are the responsibility of the Nominations Committee. Up to six Trustees will be elected from and by Congress, and the others will be selected by the Nominations Committee.
- ii. the Chair of the Global Board of Trustees and the President will be selected by the Nominations Committee; the Chair will be selected from amongst the serving Trustees, the President may be selected either from among the serving Trustees or from outside the Board (the CEO is not eligible for selection for either of these posts).
- iii. candidates for election to the Global Board of Trustees from Congress will be assessed by the Nominations Committee, with input from the Chair of Congress, against criteria approved by the Global Board of Trustees and published to the membership; a slate of members meeting the criteria will be circulated to all members of Congress who will vote in a confidential online ballot.
- iv. approximately a third of the elected and appointed Trustees will be replaced each year.
- v. in parallel with the election process, the Nominations Committee will draw up a list of candidates for appointment to fill the other vacancies on the Global Board of Trustees, evaluated against the same criteria, and select from this list the candidates to be appointed as Trustees, including for any positions that have not been filled by election.
- vi. upon election or appointment, new Trustees will be provided with appropriate induction training, but responsibility for understanding their role, powers and obligations rests with the Trustees themselves.
- vii. Trustees will be required to sign and adhere to a Trustee Agreement, the contents of which has been agreed by the Global Board of Trustees and may be varied from time to time by the Board.
- viii. each year Trustees will be required to consider any actual or potential conflicts of interest that might exclude them from trusteeship, sign a declaration stating that no such conflicts exist and that they will notify the Chair of the Global Board of Trustees in the event of any conflict arising in the future.
- ix. Trustees who are current or previous employees of CIPS may be conflicted on certain matters and if so will be excluded from relevant Global Board of Trustees' discussions and may not vote. Subject to the Chair's discretion on a case by case basis, relevant agenda papers may be withheld from conflicted Trustees.
- x. Trustees will also be required to agree to comply with the principles of good governance:-
  - a. to behave with integrity
  - b. to be open and accountable
  - c. to respect the confidentiality of the Global Board of Trustees' deliberations
  - d. to work effectively both individually and collectively
  - e. to exercise effective control of the Institute
  - f. to take responsibility for understanding their role

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- g. to ensure delivery of CIPS' purpose

#### **3.2.4 Removal**

- i. the Global Board of Trustees is required to act in the best interests of CIPS and the global membership within its Royal Charter objects and Registered Charity purpose. If it fails to do so, two thirds of the MCIPS/FCIPS members of Congress can convene an Extraordinary General Meeting to propose a motion of no confidence in the Global Board of Trustees and the membership can vote to dismiss the entire Board.
- ii. individual Trustees will be expected to fulfil their obligations and conduct themselves in a proper manner, including declaring any conflicts of interest. Trustee attendance and performance will be monitored by the Nominations Committee which will support the Chair of the Global Board of Trustees in the cautioning or removal of a Trustee. Congress may report the conduct of an individual Trustee to the Nominations Committee for appropriate action.
- iii. any Trustee who fails to participate in three consecutive meetings of the Global Board of Trustees without good reason (such as serious illness) will be required to stand down.

#### **3.2.5 Operation**

- i. the Global Board of Trustees will meet a minimum of three and typically four times a year, with Trustees expected to attend in person. Participation via telephone or video conferencing will be acceptable where necessary
- ii. if the Chair is unavailable to chair a meeting of the Global Board of Trustees, the Chair of Congress will deputise for that meeting only
- iii. the quorum for meetings of the Global Board of Trustees is 7 (which includes attendance via electronic conferencing)
- iv. decisions of the Trustees will be by majority vote of those present, except in the case of constitutional matters including these Regulations where there must be a two thirds majority of all the Trustees whether present at the meeting or not; the Chair will not vote except in the case of a tie, in which case he or she will have the casting vote.
- v. all Trustees will be expected to declare to the Chair any conflict of interest between their own affairs and those of CIPS, remove themselves from the discussion and abstain from any related voting. In the event that the Chair is conflicted, the Chair of Congress will chair the meeting for that part of the agenda where the Chair is conflicted.
- vi. the draft agenda will be circulated four weeks in advance of the meeting and Trustees will be invited to suggest additional or alternative agenda items. The final agenda will be circulated between 10 and 14 days before the meeting with all necessary papers available to the Trustees a minimum of 5 days before the meeting.

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- vii. accurate records of all meetings will be kept and copies circulated to the Trustees within two weeks of the meeting. The work of the Global Board of Trustees will be made visible to Congress via targeted electronic communications.
  - viii. individual and collective Trustee performance will be monitored by the Chair of the Global Board of Trustees and the Nominations Committee.
  - ix. expectations of Trustees are set out in the Trustee Agreement which all Trustees sign each year. If Trustees do not adhere to the Agreement, the Chair of the Global Board of Trustees will address this with the Trustee concerned.
  - x. Meeting agendas typically include:
    - a. Financial report
    - b. CEO's business report
    - c. Management reports
    - d. Congress Chair's report
    - e. Committee reports (Nominations Committee, Audit Committee, Remuneration Committee, Disciplinary Committee, Crisis Committee, Foundation Committee)
    - f. Items for information and decision
    - g. Workshops
    - h. Risk management (Trustee requirement)
    - i. Seal list

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### 3.3 OFFICERS

There are three Officers, the Chair of the Global Board of Trustees, the President of CIPS and the Chair of Congress. Only one of these posts can be held by the same member at any one time, and the CEO is not eligible to hold any of them.

#### 3.3.1 Chair of the Global Board of Trustees

- i. is the head Trustee of CIPS the charity
  - a. leads the Global Board of Trustees in its role of meeting its Charter and its charitable objectives
  - b. signs off the Trustees' Annual Report and Accounts
  - c. chairs General Meetings
- ii. chairs meetings of the Global Board of Trustees
  - a. ensures the Global Board of Trustees functions effectively and carries out its role and responsibilities
  - b. with the CEO, sets the agenda and ensures proper record keeping
  - c. ensures that decisions taken are implemented
  - d. regularly engages with individual Trustees
  - e. manages any conflict of interest among the Trustees
  - f. ensures that the performance of the Trustees is regularly assessed
- iii. hires (and may dismiss) the CEO and acts as line manager
  - a. sets the CEO's KPIs
  - b. advises and guides the CEO in their role as described in these Regulations
- iv. serves for a three year term which may be extended up to a maximum of three additional years if desired, subject to approval by the Nominations Committee and approval by the Global Board of Trustees. The maximum term is nine years including time served as a Trustee prior to taking on the role of Chair.

#### 3.3.2 President

- i. represents the profession and CIPS to the outside world as its champion and global brand ambassador
- ii. uses their personal status and influence to raise the profile of CIPS and the profession
- iii. hosts major events in the calendar
- iv. acts as a facilitator and door-opener to increase CIPS' access to government, business and thought leaders at the highest level
- v. serves for a one year term with a potential one year extension if approved by the Nominations Committee

#### 3.3.3 Chair of Congress

- i. represents the global membership community at key targeted events, as the voice of the members.

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- ii. represents Congress on the Global Board of Trustees and provides a structural link between governance and representation
  - iii. is a member of the Global Board of Trustees, with equal Trustee liability
  - iv. is elected by Congress from amongst a list of candidates who meet the Trustee criteria and have been approved by the Nominations Committee and supported by the outgoing Chair of Congress
  - v. in the event that no candidates are forthcoming from Congress or the Global Board of Trustees, the Global Board of Trustees may choose to direct the Nominations Committee to work with the outgoing Chair of Congress, Chair of the Global Board of Trustees and the CEO to nominate a Chair of Congress to fill the vacancy in whatever way best serves the interests of Congress
  - vi. serves a two year term; he or she may serve for a further one year term without the need for re-election if approved by the Nominations Committee provided that the extension has been supported by the Chair of the Global Board of Trustees and approved by a majority of Congress members
  - vii. is responsible for the effective operation of Congress in achieving its purpose, ensuring:
    - a. communication channels are in place for the views of Congress to be clear to the Trustees
    - b. Congress receives appropriate reports and discussion documents from the Trustees, and has the opportunity to comment and contribute
    - c. agreed actions are completed and reported back
  - viii. with the Chair of the Global Board of Trustees, identifies topics for Congress to address through formal consultation, workshops, online discussions etc.
  - ix. organises the setting up of sub-groups for specific purposes (such as special interest or regional groups)
  - x. with the CEO, decides the format and location of Congress meetings, and makes proposals to the Global Board of Trustees for the content and agenda
  - xi. ensures that Congress members receive training regarding their role and the CIPS Charter, culture and brand
  - xii. deputises for the Chair of the Global Board of Trustees when he or she is unavailable.

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### 3.4 NOMINATIONS COMMITTEE

The Nominations Committee is a technical sub-committee of the Global Board of Trustees responsible for the integrity and efficiency of the process for electing and selecting Trustees.

#### 3.4.1 Role

- i. facilitates the democratic election of up to six members of the Global Board of Trustees from among Congress and appoints the remainder
- ii. sets and publishes the recruitment criteria for Trustees
- iii. validates candidates for election or appointment to the Global Board of Trustees against those criteria to ensure that Trustees have the commitment and competence to discharge their responsibilities
- iv. is responsible for putting forward for election a slate of candidates who meet the criteria, with input from the Chair of Congress
- v. is responsible for appointing other Trustees and filling any vacancies not filled by election, by pro-actively searching for suitable candidates who meet the criteria.
- vi. ensures that the Trustees as a collective are balanced and not dominated by any single interest group; in this regard the Nominations Committee will ensure that experiential, sectoral, geographic and diversity considerations are given appropriate weight
- vii. selects the President of CIPS against an agreed and published set of appointment criteria
- viii. selects the Chair of the Global Board of Trustees against an agreed and published set of appointment criteria
- ix. with the Chair of the Global Board of Trustees, sets the standards for Trustee performance (attendance, contribution, confidentiality, conflicts of interest etc.)
- x. is responsible for supporting the Chair of the Global Board of Trustees in respect of individual Trustees whose performance or conduct does not meet the required standard.

#### 3.4.2 Composition

- i. there will normally be 5 members:
  - a. the Chair will be a serving Trustee
  - b. two additional serving members of the Global Board of Trustees, selected to maintain the diversity balance of the Committee. They must:
    - have access to executive board level networks across a wide spectrum of organisations and disciplines;
    - over 5 years' experience of leading a significant function (recruitment and management);
    - good attendance levels at GBT meetings
  - c. Two head-hunter or human resources experts
- ii. the Company Secretary will be the secretary to the Nominations Committee and advise on correct process but will not be a voting member and will report directly to the Chair of the Global Board of Trustees in this regard, and not to the CEO

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- iii. the CEO will attend meetings of the Nominations Committee to identify any specific expertise that would be of benefit to the Global Board of Trustees
  - iv. the CEO shall not participate in shortlisting or voting, or recommending a preferred candidate, either for the Global Board of Trustees or for the Nominations Committee itself.
  - v. expert advisors will be invited to meetings by the Chair if appropriate. Advisors will have neither voting rights nor will they be part of the quorum.

### **3.4.3 Appointment**

- i. new members of the Committee, except for the Chair, will be proposed by the Committee's Chair and must be approved by the Global Board of Trustees
- ii. members of the Nominations Committee will serve a three year term with the option of extending this on an annual rolling basis up to a maximum of three additional years if recommended by the Chair and approved by the Global Board of Trustees
- iii. the Chair of the committee will serve a two year term with a further one year extension if approved by the Global Board of Trustees
- iv. a new Chair of the Nominations Committee will be recommended by the outgoing Chair and approved by the Global Board of Trustees
- v. members will be replaced in rotation for continuity; no more than 3 members should be replaced in any one year

### **3.4.4 Operation**

- i. the Nominations Committee will operate by consensus and in an open, transparent and accountable manner
- ii. the Committee will meet as often as required to carry out its remit
- iii. the quorum will be three of whom one must be the Chair
- iv. at the beginning of each year the Committee will review the composition of the Global Board of Trustees and identify the number of positions that will become vacant. The Committee will invite nominations and applications from Congress for election to the Global Board of Trustees
- v. in the event of unusual circumstances or resignations affecting the composition of the Global Board of Trustees, the Nominations Committee's primary responsibility is to ensure the highest quality of Board members whilst observing the rules for the overall composition of the Board as laid down in the Bye-laws. The Nominations Committee may take reasonable extraordinary actions to achieve this objective in the best interests of CIPS
- vi. the Nominations Committee will select the new Chair of the Global Board of Trustees in line with the agreed and published criteria, in consultation with the current Chair of the Global Board of Trustees

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- vii. the Nominations Committee will select the new President in line with the agreed and published criteria
  - viii. Trustees who are current or former employees are not eligible for appointment as Chair of the Global Board of Trustees or as President
  - ix. the Committee will conduct interviews in support of the appointment process
  - x. the Company Secretary will support the process to ensure that all members of the Nominations Committee are aware of their responsibilities and that due process is followed at all times, reporting any anomalies to the Chair of the Global Board of Trustees
  - xi. accurate records will be kept which will be available for scrutiny to the Global Board of Trustees

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### 3.5 AUDIT COMMITTEE

The Audit Committee is a sub-committee of the Global Board of Trustees which supports the Board in fulfilling its responsibilities for the control and governance of CIPS, regulatory compliance and risk management.

#### 3.5.1 Role

The role of the Audit Committee is to monitor, review and report to the Global Board of Trustees on:

- i. CIPS' policies for internal financial control and reporting, including the process for setting the annual budget parameters
- ii. the annual audit of the group accounts
- iii. compliance with financial regulation
- iv. key financial risks

#### 3.5.2 Composition

- i. there will be a maximum of 3 members, one of whom will act as Chair of the Committee
- ii. ideally, the person appointed as Chair should have a financial qualification but if no such person is available from among the Trustees, a lay member with appropriate financial expertise should be co-opted to the Committee
- iii. while at least two of the three members must be serving Trustees at the time of their appointment, they need not remain Trustees for the whole of their term
- iv. the Finance Director and the CEO as required, will attend all meetings of the Audit Committee; other staff may attend from time to time as deemed necessary by the Committee Chair to provide information and to advice on process. Staff may not be members of the Committee and cannot vote
- v. the Chair of the Global Board of Trustees will normally attend the audit review meeting and other meetings as agreed from time to time
- vi. the Company Secretary acts as secretary to the Committee and provides support but does not have a vote
- vii. CIPS' auditor will be invited to attend meetings of the Committee as determined by the Committee Chair but will not be a member of the Committee and does not have a vote

#### 3.5.3 Appointment

- i. the Chair and members of the Committee will be selected by the Chair of the Global Board of Trustees and CEO from among the eligible members of the Board or, if additional audit expertise is required, one member (who may be a lay member) may be selected from outside the Board. If an external appointment is required, the candidate will be recommended by the Chair of the Global Board of Trustees and the CEO and approved by the Nominations Committee
- ii. the Chair of the Committee will report to the Chair of the Global Board of Trustees

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- iii. members will be selected on the basis of relevant experience and expertise
  - iv. neither current Officers nor current or former employees are eligible for appointment to the committee
  - v. members of the committee will serve for three years, with the option of extending this on an annual rolling basis up to a maximum of three additional years if recommended by the Chair of the Audit Committee and approved by Chair of the Global Board of Trustees and the CEO. The term need not be concurrent with their Trustee term.
  - vi. the Chair of the Committee will serve a two year term with a further one year extension if recommended by the Chair of the Global Board of Trustees and the CEO and approved by the Nominations Committee
  - vii. no more than two of the three members of the Committee should be replaced at the same time, for continuity

#### **3.5.4 Operation**

- i. the Audit Committee will meet twice a year, typically in February and April, and at other times as necessary
- ii. CIPS' auditor will be invited to attend the February meeting to report on the annual group audit
- iii. the Committee will have a standing agenda item at Global Board of Trustees meetings to report on the Committee's activities
- iv. where an internal audit into an adverse operational incident is instigated by the CEO, the outcome will be reported to the Chair of the Global Board of Trustees who may, at their discretion, forward the report to the Global Board of Trustees; in the event of a more serious adverse incident which presents significant financial or reputational risk to the Institute, the Audit Committee may itself instigate an investigation and involve the external auditors. The outcome of any investigation into an adverse event will be reported to the Chair of the Audit Committee as well as to the Chair of the Global Board of Trustees.

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### **3.6 REMUNERATION COMMITTEE**

The purpose of the Remuneration Committee is to ensure that CIPS has in place appropriate policies and procedures to ensure fair and appropriate remuneration to its employees generally, and to manage the recruitment of the CEO, thereafter reviewing his or her remuneration.

#### **3.6.1 Authority**

The Global Board of Trustees is empowered to establish any sub-committees it sees fit, determine their purpose and composition, and set their terms of reference.

#### **3.6.2 Role**

- i. reviews and approves CIPS' employee remuneration policy for its relevance and appropriateness
- ii. reviews and approves the bonus payments each year, if applicable
- iii. reviews and approves CIPS' employee pension policy for its relevance and appropriateness (taken from Audit Committee)
- iv. reviews and sets the remuneration package for the CEO, including any bonus scheme
- v. reviews and approves the CEO's recommendations for the remuneration of the Strategic Leadership Team
- vi. considers and approves entry and exit packages for the CEO and Strategic Leadership Team members where terms are outside normal contractual parameters.

#### **3.6.3 Composition**

- i. the composition of the Committee is determined by the Global Board of Trustees
- ii. it comprises 3 members;
  - a. the Chair of the Global Board of Trustees, who acts as Chair
  - b. two other members of the Global Board of Trustees
- iii. the Company Secretary acts as secretary to the Committee and provides support but does not have a vote
- iv. the CEO attends meetings to provide reports but is not a member of the Committee and does not have a vote
- v. others, such as external advisors, may be invited to attend for all or part of any meetings as appropriate.

#### **3.6.4 Appointment**

- i. the Chair is an ex officio role, held by the Chair of the Global Board of Trustees
- ii. the other two members are selected by the Chair for approval by the Global Board of Trustees, and serve for a maximum of three years
- iii. for continuity, no more than 2 members of the Committee should be replaced at any one time.

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### 3.6.5 Operation

- i. the quorum for meetings of the Committee is two, of whom one must be the Chair, including attendance via electronic conferencing
- ii. the Committee will meet a minimum of twice per year and at such other times as is deemed necessary. The scheduled meetings are:
  - May – to approve the parameters of the salary budget for the following year, ideally a physical meeting at Easton House
  - Dec / Jan to:
    - endorse the recommendation of the CEO for any bonus payments to be made to the SLT and staff and
    - to approve any bonus payments to be made to the CEO.

The exact timing of this meeting to be scheduled in alignment with the annual audit of accounts.

- iii. the agenda for the meetings will be agreed by the Chair and the Company Secretary
- iv. minutes of the meetings will be taken by the Company Secretary and circulated to the Committee within two weeks
- v. the Committee will report to the Global Board of Trustees at least once a year and will consult with the Board as necessary before taking decisions
- vi. the Committee is authorised to retain the services of an external consultant to provide benchmarking or employment law information.

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### **3.7 DISCIPLINARY COMMITTEE**

The Disciplinary Committee is not a standing committee. It is an ad hoc committee convened only when there is a case to consider.

#### **3.7.1 Role**

- i. considers complaints made about the professional conduct of any member of CIPS and decides whether or not there has been a breach of the code of conduct
- ii. where it is found there has been a breach of the code, agrees what sanction should be taken against the member
- iii. makes a 'direction' (firm recommendation) to the Global Board of Trustees for formal endorsement of the action to be taken

#### **3.7.2 Composition**

- i. the composition of the Disciplinary Committee is determined by the Global Board of Trustees
- ii. it comprises 5 members:
  - a. a Chair, who is normally a current or former Trustee
  - b. 3 other members, at least one of whom should have legal expertise
  - c. a lay member with experience of disciplinary regulation in another professional body
- iii. terms of office are normally three years with further extensions on an annual rolling basis up to a maximum of three additional years if approved by the Chair of the Disciplinary Committee and the Company Secretary with members replaced in rotation for continuity
- iv. the Company Secretary is secretary to the committee and provides support but does not have a vote

#### **3.7.3 Appointment**

- i. the Chair is appointed by the Chair of Global Board of Trustees, the CEO and Company Secretary
- ii. the other members are appointed by the Chair in conjunction with the Company Secretary

#### **3.7.4 Operation**

- i. the Disciplinary Committee operates as a virtual committee but will physically meet if a hearing is convened; the quorum is three
- ii. complaints are forwarded by the Company Secretary to an initial review panel for a decision on whether or not the complaint falls within the scope of the CIPS code of conduct
- iii. if the complaint is within scope, the Company Secretary sends the case file to the Committee and informs the member involved and invites them to respond. The

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Committee may also gather evidence and take legal advice before or during consideration of the merits of the complaint.

- iv. If the Committee decides there is a case to answer a hearing will be convened and the member will be given the opportunity to attend to present their case and answer questions. The member is not obliged to attend or to engage in the process, but the Committee may reach a decision nonetheless.
- v. the Committee may decide on one of four possible actions:
  - a. expulsion from membership
  - b. suspension of membership with conditions imposed for reinstatement
  - c. written reprimand with conditions imposed for continuation of membership
  - d. dismissal of the complaint
- vi. the Committee's decision is put to the Global Board of Trustees in the form of a 'direction'.
- vii. before doing so, the Committee must inform the member of its decision and advise the member of their right to address the Global Board of Trustees in person or through another member
- viii. whether or not the member takes advantage of this right, the Committee's direction is only effected by a two thirds majority vote of the Global Board of Trustees
- ix. both the member and the Disciplinary Committee may appeal the Global Board of Trustees' decision and any appeal will be referred to the Ethics Review Panel, whose decision is final
- x. the outcome of hearings may be published and expulsions from membership of CIPS will always be reported

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### **3.8 CIPS CRISIS COMMITTEE**

The CIPS Crisis Committee (CCC) is not a standing committee. It is an ad hoc committee convened only when there is a specific event that threatens CIPS. In a crisis or potential crisis situation, the CCC will be responsible for all decisions regarding crisis mitigation strategies and for managing action plans.

#### **3.8.1 Role**

- i. considers events and incidents that could have a significant impact on CIPS business or brand and reputation
- ii. has the authority to agree and manage the strategy in a crisis situation and oversees the implementation plans
- iii. approves messaging and communications in relation to the situation
- iv. reports to the relevant regulatory and oversight bodies as appropriate
- v. reports to the Global Board of Trustees as appropriate

#### **3.8.2 Composition**

- i. the CEO and Chair of Global Board of Trustees have ex officio roles on the CCC
- ii. the CCC will include at least one of the chairs of the CIPS Committees depending on
  - i. the nature of the crisis
  - ii. other members will be asked by the CEO and Chair of Global Board of Trustees to join the CCC as appropriate depending on the nature of the issue
- iii. the CEO will chair the CCC
- iv. the Company Secretary will be secretary to the CCC and provide support and coordination
- v. the quorum will be four.

#### **3.8.3 Appointment**

- i. members of the CCC will be decided by the CEO and Chair of Global Board of Trustees as appropriate and will be convened for the duration of a crisis

#### **3.8.4 Operation**

- i. the CCC operates as a virtual committee but will physically meet if needed
- ii. due to the uncertain nature of a crisis, the operation of the CCC will be decided on an ad hoc basis and will be determined by the situation.

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### **3.9 FOUNDATION COMMITTEE**

The Foundation Committee is a sub-committee of the Global Board of Trustees which supports the Board in fulfilling its responsibilities for the control and governance of the CIPS Foundation, ensuring that the Foundation operates within its purpose and complies with its charitable status.

#### **3.9.1 Role**

- i. develops and recommends the Foundation strategy to GBT;
- ii. monitors and ensures delivery of the Foundation strategy;
- iii. ensures compliance with relevant legislation;
- iv. reviews and approves the Foundation accounts ensuring stability, security and sustainability for the charitable activities.

#### **3.9.2 Composition**

- i. the composition of the Committee is determined by the Global Board of Trustees
- ii. there will normally be 5 members including:
  - a. the Chair of the Foundation Committee, who is usually a serving member of the Global Board of Trustees
  - b. four members selected to maintain the diversity balance of the Committee. They will either be serving members of the Global Board of Trustees or independent representatives
- iii. the CEO and the Chair of the Global Board of Trustees will attend meetings to input as necessary
- iv. the Company Secretary acts as secretary to the Committee and provides support but does not have a vote
- v. the Foundation Manager attends meetings to provide reports but is not a member of the Committee and does not have a vote
- vi. others, such as external advisors, may be invited to attend for all or part of any meetings as appropriate.

#### **3.9.3 Appointment**

- i. the Chair is an appointed role, as determined by the Chair of the Global Board of Trustees and serves for a period of two years with a potential one year extension if approved by the Chair of the Global Board of Trustees
- ii. the other members are selected by the Chair of the Foundation for approval by the Chair of the Global Board of Trustees, the Chair of the Nominations Committee and the CEO, and serve for a period of three years which may be extended on an annual rolling basis for up to three additional years if supported by the Chair of the Foundation and approved

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by the Chair of the Global Board of Trustees, the Chair of the Nominations Committee and the CEO

- iii. for continuity, no more than 2 members of the Committee should be replaced at any one time.

#### **3.9.4 Operation**

- i. the quorum for meetings of the Committee is three, of whom one must be the Chair, including attendance via electronic conferencing
- ii. the Committee will meet a minimum of twice per year, either physically or virtually and at such other times as is deemed necessary
- iii. the agenda for the meetings will be agreed by the Chair and the Company Secretary
- iv. minutes of the meetings will be taken by the Company Secretary and circulated to the Committee within two weeks
- v. the Committee will report to the Global Board of Trustees at least once a year and will consult with the Board as necessary before taking decisions
- vi. the Committee is authorised to retain the services of external consultants to provide benchmarking or other information.

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## 4 GENERAL MEETINGS

General Meetings are meetings of the full members of CIPS (MCIPS and FCIPS) where matters which can only be decided by the membership are put to the vote. The Charter and Bye-laws provide for two types of General Meeting: Annual General Meetings and Extraordinary General Meetings.

### 4.1 Annual General Meetings

An Annual General Meeting (AGM) must be held each year to conduct the following business as required under the bye-laws:

- i. to receive the Trustees' report and the audited accounts for the previous year
- ii. to appoint the auditors for the current financial year and approve their remuneration
- iii. to conduct any other business appropriate to a General Meeting

AGMs must be conducted under the following rules:

- iv. the AGM must be held within 9 months of the completion of the previous financial year
- v. a written Notice must be issued to all MCIPS and FCIPS members at least 21 days in advance of the date of the AGM, either by email or by post
- vi. members can vote in person on the day or by proxy
- vii. only MCIPS and FCIPS members may attend an AGM or vote by proxy; staff members who are MCIPS or FCIPS have full voting rights
- viii. these provisions notwithstanding, those members of Congress who are not full members may be present at general meetings but may not vote
- ix. the quorum for an AGM is 18
- x. AGMs are chaired by the Chair of the Global Board of Trustees who has the casting vote in the event of a tie

### 4.2 Extraordinary General Meetings

An Extraordinary General Meeting (EGM) can be held at any time and can be convened in one of three ways:

- i. at the request of the Global Board of Trustees, by a two thirds majority vote
- ii. at the request of Congress, by a two thirds majority decision of all Congress members
- iii. at the written request of 100 or more MCIPS or FCIPS members

EGMs are held when there is constitutional business to be done which requires the consent of the membership and which cannot wait until the next AGM. All resolutions put to an EGM

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are by definition ‘Special Resolutions’ and must be referred to as such in the Notice of the meeting.

The process for administering an EGM is as for AGMs. Any EGM convened at the request of Congress or the general membership rather than the Global Board of Trustees must be held within four months of notification.

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## **5 ROLE OF CEO AND STAFF**

The CEO and relevant staff provide support for governance and help ensure that the Trustees are able to fulfil their obligations. Staff are not legally responsible for the Trustees' decisions.

### **5.1 CEO**

As leader of the staff the CEO is responsible and accountable for all global operations and the successful execution of the strategy set by the Trustees.

The CEO is expected to remain in regular contact with the Officers.

The CEO works closely with the Chair of the Global Board of Trustees to ensure that CIPS' Charter and charitable objectives are being pursued, that the strategic plan is being progressed and that the financial and other targets set by the Board are being met. The CEO is line-managed by the Chair who will set the CEO's KPIs and conduct regular appraisals.

The CEO also works closely with the President to set the PR agenda and ensure appropriate external representation.

The CEO must identify to the Chair any potential conflicts of interest between his role as an employee and as the CEO and withdraw from any Global Board of Trustees' discussions where this might influence the Board's decision.

The CEO will maintain a staff of qualified Directors capable of delivering the strategy and budget set by the Trustees, and is responsible for establishing and maintaining an appropriate organisational structure.

Decisions regarding the creation or closure of any subsidiary organisation or legal entity wholly or partially owned by CIPS will always be taken by the Trustees in formal session.

The CEO will maintain an internal quality system and set of Operating Procedures to govern matters within their accountability, including those executed within subsidiary or affiliated organisations.

### **5.2 Staff**

The staff support governance in the following ways:

- i. provide secretarial and administrative support for governance bodies including the drafting and circulation of agendas and minutes
- ii. draft papers for discussion and decision, and ensure decisions are properly recorded and followed up

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- iii. manage CIPS' finances within the budget and reserves policy set by the Global Board of Trustees and ensure accurate and timely reporting
  - iv. ensure the Global Board of Trustees receives timely and accurate reports on CIPS' global operations, through Board pairings or other relationships
  - v. advise the Global Board of Trustees on their role and regulatory compliance
  - vi. engage expert external advisors to assist the Global Board of Trustees' decision-making

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## 6 APPENDICES – CRITERIA FOR APPOINTMENT AND ELECTION

### 6.1 CHAIR OF THE BOARD OF TRUSTEES

#### Criteria for selection (by the Nominations Committee)

- 1) MCIPS or FCIPS
- 2) Current member of the Global Board of Trustees (excluding the CEO)
- 3) Good attendance and contribution record
- 4) Executive experience of leadership in organisations of the complexity and size of CIPS
- 5) Experience of strategic decision making
- 6) Good communication and senior leadership skills
- 7) Experience of financial and operational management at executive level
- 8) Professional credibility and integrity
- 9) Good understanding of and commitment to the CIPS Charter Objectives, and CIPS mission, culture and brand

### 6.2 PRESIDENT OF THE INSTITUTE

#### Criteria for selection (by the Nominations Committee)

- 1) Can be a non-member (could be made an Honorary Fellow on appointment)
- 2) Has profile and weight in business, government, thought leadership
- 3) Is, or has been, a main board director (or equivalent)
- 4) Can demonstrate appropriate links to the profession
- 5) Has the right networks and connections to support CIPS
- 6) Has a positive reputation for business ethics
- 7) Is an excellent communicator
- 8) Has a track record of supporting not-for-profit or charitable causes
- 9) Is willing and able to make the time available on a voluntary basis

### 6.3 CHAIR OF CONGRESS

#### Criteria for election (by the members of Congress)

- 1) MCIPS or FCIPS
- 2) Meets Trustee selection criteria (to meet requirement to sit on GBT)
- 3) Can demonstrate record of effective Congress and branch/membership engagement

- 4) Excellent communication and organisational skills
- 5) Proven ability to chair meetings and large forums effectively and manage conflict
- 6) Ability to commit the time necessary (including employer support)
- 7) Demonstrates understanding of CIPS purpose and ethos

## 6.4 TRUSTEE

### Criteria for election (from Congress) or selection (by Nominations Committee)

Criteria for election from Congress		Criteria for selection by Nominations Committee	
1)	MCIPS or FCIPS	1)	MCIPS or FCIPS Member, or non-member with specific skills or qualifications
2)	Good contribution record at Congress or in member groups	2)	Good contribution to CIPS or the Profession
3)	Professional credibility and integrity within CIPS peer group	3)	Credibility and integrity within wider professional community
4)	Good communication skills	4)	Profile in established senior networks
5)	Experience of strategic decision making and financial management	5)	Experienced strategist
6)	No existing conflicts of interest	6)	No existing conflicts of interest
7)	Ability to commit the necessary time	7)	Willingness to commit the necessary time

## 6.5 MEMBER OF CONGRESS

### Criteria for election by the membership at large

- 1) MCIPS or FCIPS (regional representatives)
- 2) (or) Student up to and including Level 5 (for student seats only)
- 3) Resident in the relevant region
- 4) Able to commit to participate in meetings of Congress in person or via electronic means
- 5) Willingness to participate in study teams and sub groups
- 6) Commitment to communicate regularly with the constituency