



THE CHARTERED  
INSTITUTION OF HIGHWAYS  
& TRANSPORTATION

# **Standing Orders and Constitutional Arrangements**

May 2013

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Original document was agreed by the Executive Board at its meeting on 5<sup>th</sup> November 2008. It was produced to provide comprehensive advice and guidance on all matters relating to the governance of CIHT.

1<sup>st</sup> Revision Feb 09 changes to Education Board and Self Assessment Panel terms of reference approved by Executive Board 4<sup>th</sup> February 2009

This version was agreed by the Executive Board at its meeting on 1<sup>st</sup> September 2010. Revised to reflect new Board Structures agreed by Council February 2010 and becoming Chartered.

Revisions to Branch Bylaws (Regulations), Strategic Board terms of reference and Board Structure as reported to Executive Board 2<sup>nd</sup> February 2011

Revised terms of reference for Membership and Skills Board approved by Board of Trustees November 2012

Revisions May 2013 to update references to Trustee Board, Audit Committee terms of reference revised version of Code of Conduct and updated Board structure.

## **INTRODUCTION**

CIHT is governed by Royal Charter and Bye-laws. These define the ‘powers’ of the Institution – what the organisation is permitted to do, and the core rules which it must follow. Changes to the Royal Charter would require a resolution of the members at an AGM, and the approval of the Privy Council and in some cases, the approval of the Charity Commission. They are necessarily broadly written to avoid frequent changes which are complex, costly, and time consuming to implement. Standing Orders provide more detailed supporting information and guidance on the operation of Council, the Board of Trustees and other Boards. These Standing Orders document their membership, terms of reference and role and provide guidance on the conduct of meetings.

### **Authority for Standing Orders**

The Trustees have the power to make reasonable and proper rules ('Standing Orders') as they may deem necessary or expedient for the proper conduct and management of the Institution. The Standing Orders may regulate the following matters but are not restricted to them:

- the admission of members and the rights and privileges of such members,
- the conduct of the Council and the conduct of the members of the Institution;
- the procedure at general meetings, meetings of the Board of Trustees, committee meetings and meetings of the Council in so far as such procedure is not regulated by its Bye-laws; and
- generally, all such matters as are commonly the subject matter of standing orders.

A general meeting of the Institution has the power to alter, add to or repeal the Standing Orders.

The Standing Orders are binding on all members of the Institution. It is a requirement that no standing order is inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

## COUNCIL AND AGM

### The Council

The Council of the Institution elects the trustees and provide advice upon the strategic and professional direction of the Institution.

### Council Membership

- The President.
- Four Vice-Presidents (or a lesser number if the Council decides).
- Three most recent Past Presidents.
- The Honorary Treasurer.
- Twelve Ordinary Members (who must each be voting members (i.e. Fellow or Full Members of CIHT)
- Nineteen Branch Members elected by each Branch (who must each be voting members).
- Up to eight Nominated Members (nominated by the Council).
- A nominated SoRSA representative (observer status only)

This gives a maximum membership of 49. Council members are also expected to sit on one of the Strategic Boards set up to assist the Board of Trustees in its work.

### Terms of office

**Branch members.** Each Branch registered in the United Kingdom and the Republic of Ireland can elect to Council one Corporate Member with a registered address in the Branch area for which they are elected. All voting members registered in the relevant Branch area are eligible to vote. Branch Members are elected for three years and are eligible for re-election for a further term of three years. After two terms they are not eligible to be nominated for election for one year.

**Ordinary members** are similarly elected for three years and are eligible for re-election for a further term of three years. After two terms they are not eligible to be nominated for election for one year.

**Casual vacancies** hold office for the unexpired term of office of the Branch or Ordinary Member whom they replace and shall then be eligible for election in the normal way (i.e. the period served while filling a casual vacancy does not count towards the maximum overall term of 6 years).

**Nominated Members** are appointed by Council. They serve for one year at a time and are eligible for reappointment but the total period of service as a Nominated Member must not exceed six years whether consecutively or in aggregate. Unlike other members of the Council, Nominated members do not need to be voting members of the Institution.

### Election of members to Council

Candidates for Ordinary Membership of the Council are nominated in writing either by the Council or by not less than eight Voting members. Candidates for Branch membership of the Council must be nominated in writing by not less than eight Voting members registered in that Branch. In any one year, a candidate may not stand in both Ordinary Member and Branch elections. If an election is required ballot papers are sent to all Voting members. Ordinary Members are elected using the single transferable vote method and Branch Members by the first past the post method. The results are announced at the AGM of the Institution.

### **Roles of Council Members**

All Members serve on Council in an individual capacity and have a duty to act in the best interests of CIHT. They do not represent their employer, the particular sector of employment, or any other specific constituency in their role.

**Branch members** have a specific additional responsibility to provide a means of effective communication with the branch which elected them. Branch members hold a place on their branch committee *ex officio* and are expected to attend meetings of their branch on a regular basis to report on the work of the Council, to consult the branch on issues of current concern, and to report back on the views of their branch (which may be different from their own views), as necessary.

**Nominated Members** are appointed by the Council to lend balance, breadth, weight and depth to the Council. Nominated Members may, for example, come from groups within the Institution which are unlikely to have sufficient members to poll a majority in an election, they may be senior people, unable to commit to serve for 3 years, or they may be from a group that happens, by chance, to be underrepresented in a given year (for example, people from the academic world). Because Nominated Members do not have to be voting members, this sector may be used to appoint young members (students or associate members) to lend a width of viewpoint to the Council. In special cases, this group might be used to appoint someone from outside the membership to support a specific project – for example, someone from the financial, legal, media or human resources profession to provide advice and support.

### **Observers**

The Council may appoint observers to Council in order ensure effective collaboration, improve communication, or for other defined reasons. Observers may not vote, but may contribute to the discussion. In appointing observers, the Council needs to be mindful of the fact that from time to time matters of commercial sensitivity are discussed. Arrangements must be agreed with observers for their absence from meetings where conflicts of interest could result.

## **Powers of the Council**

The Council is responsible for:

- Advising the Board of Trustees on the strategic and professional direction of the Institution;
- the election and removal of the trustees (the Board of Trustees);
- acting as a ‘sounding board’ for the trustees/directors as the organisation develops its policies;
- communication between the central organisation, and the members via the branches or by other means.

## **Proceedings of the Council**

The Council is required to meet at least four times a year for the conduct of business. It may adjourn and otherwise regulate meetings as it thinks fit. At the request of the trustees or one third of Council Members, the Chief Executive shall at any time call a special meeting of the Council.

The quorum for meetings of the Council is one third of the Council Members or the whole number nearest to one third.

Any Council Member may participate in a meeting remotely via telephone or any other means of communication that enables everyone at the meeting to speak to and hear each other.

The President chairs the meeting, or in his or her absence, the senior Vice-President present. If the President or a Vice-President is not present within fifteen minutes after the time appointed for holding the meeting, the Council Members present can elect one of their number to act as chair.

Each Council Member has one vote in respect of proposals arising at a meeting of the Council, and matters arising are decided by a simple majority vote. In the case of an equality of votes, the chairman has a second or casting vote.

## **Disqualification and removal of Council members**

The reasons for the disqualification and removal of a Council member are set out fully in the Bye-laws (paragraph 20). This includes where he or she

- ceases to be a Corporate Member;
- resigns office by giving notice in writing to the Chief Executive;
- is absent without good reason for three consecutive meetings of the Council.

## **Officers of the Institution**

The President, Vice-Presidents and Honorary Treasurer of the Institution must be Voting members. They are nominated annually by the Council and approved by the Voting members at the AGM.

If a vacancy for the office of President, Vice-President or Honorary Treasurer or among Ordinary Members or Branch Members remains unfilled for a period of eight weeks, it becomes a casual vacancy. The Council has the power at any time to fill a casual vacancy. Any member so appointed holds office until the next AGM.

## **General meetings**

The Institution may hold a general meeting each year as its AGM in addition to any other meetings in that year. Not more than fifteen months should elapse between the date of one AGM and the next. Any general meeting which is not an AGM is an EGM. The trustees can call an EGM or it may be called by written requisition supported by 100 members. Such a meeting must be held within eight weeks of receipt of the requisition. An AGM and an EGM called for the passing of a special resolution requires at least 14 clear days' notice. Notice is provided to members through publication of the agenda in the appropriate issue of Transportation Professional.

The proceedings at general meetings are governed by arrangements set out in detail in the Byelaws (paragraph 10).

## **BOARD OF TRUSTEES**

### **Introduction**

The Board of Trustees are the Trustees of the Institution. The Board is chaired by the President. All of its members also serve on Council. All Strategic Boards report to the Board of Trustees and the Chairs of Strategic Boards also serve as Trustees.

### **Membership**

The Trustees who make up the membership of the Board of Trustees are the office holders of the posts of:

- President;
- Vice-President;
- Immediate Past President; and
- Honorary Treasurer plus
- Up to eight Council Members to be elected by the Council (including the chairs of all the Strategic Boards and up to two members ‘without portfolio’).

The Chief Executive of CIHT assumes the position of Secretary to the Trustees. The Secretary is entitled to attend and speak at any meeting of the trustees provided that the Secretary shall withdraw from the meeting where the trustees wish to discuss a personnel issue which relates to the Secretary.

### **Powers of the Trustees**

Subject to the provisions of the Charter, Bye-laws and any Standing Orders the business of the Institution shall be managed by the trustees who may exercise all the powers of the Institution.

### **Responsibilities of the Board of Trustees**

Trustees have ultimate responsibility for directing the affairs of the charity and ensuring it is solvent, well run and delivering the charitable outcomes for which it has been set up. This makes them responsible for

- Compliance with charity law and other regulators
- Compliance with the governing document
- Acting with integrity
- Avoiding (perceived or real) personal conflicts of interest
- Avoiding misuse of charity funds or assets
- Ensuring the charity is solvent
- Using assets prudently
- Avoiding undue risk
- Taking careful consideration in matters relating to investing or borrowing funds

- Showing reasonable care and skill
- Giving time, thought and energy to their role as Trustees
- Ensuring that proper external professional advice is obtained on all matters where there may be material risk to the charity or where trustees may be in breach of their duties

## **Main activities**

The terms of reference for the Board of Trustees are detailed elsewhere in these standing orders.

## **Powers of Delegation**

The trustees may delegate any of their powers to a Strategic Board. The Board of Trustees determines the number of Strategic Boards that it requires to assist it in performing its role but ultimate responsibility for the management of the Institution remains with the trustees.

The membership and terms of reference of each Strategic Board and the manner in which Strategic Board meetings are conducted are set out in Standing Orders determined from time to time by the trustees. Every Strategic Board must, in the exercise of the powers delegated by the trustees, conform to any restrictions that may be imposed in such Standing Orders.

## **Role and relationships – Board of Trustees and Strategic Boards.**

Strategic Boards have no authority other than that delegated to them by their terms of reference which must be agreed by the Board of Trustees. Strategic Boards have no budget unless expressly delegated to them by the Board of Trustees.

<b>Board</b>	<b>Role</b>
Board of Trustees	-Sets Corporate Plan budget and work programme for the year
	- Agrees terms of reference and membership of Strategic Boards (and variations to the same)-
	- Agrees business plans for each Strategic Board
	- Delegates delivery of plan within agreed resources
	- Monitors the work of each Strategic Board to ensure that the Strategic Boards are performing effectively and in line with the Institution's strategy
	- Provides the forum for liaison between Strategic Boards to ensure that work is neither duplicated, nor missed.
Strategic Boards	- Deliver business plan in accordance with terms of reference, directly or via Panels.

## **Proceedings of the Board of Trustees**

The Board of Trustees meets normally at least five times a year. The quorum for meetings of the trustees is one half of the trustees (or such other number as the trustees shall by resolution determine). Trustees can participate in a meeting via telephone or other means of communication where everybody participating in the meeting can speak to and hear each other.

The President chairs the meeting, or in his or her absence, the most senior Vice-President present. If the President or a Vice-President is not present within fifteen minutes after the time appointed for holding the meeting, the members present can elect one of their number to act as chair.

Each Member has one vote in respect of proposals arising at a meeting of the Board of Trustees, and matters arising are decided by a simple majority vote. The chairman has the casting vote.

Trustees must not vote in respect of any contract or matter in which he or she is interested or on any matter arising from it.

A resolution in writing signed by all trustees is as valid and effectual as if it had been passed at a meeting of the trustees.

## **Disqualification and removal of a trustee**

The circumstances where a person shall cease to be a trustee are set out in full in the Bye-laws (paragraph 26).

## **Audit Committee**

**Role:** The Audit Committee's role is to provide assurance to the Trustees that the Institution, including its trading subsidiaries, is being operated in accordance with best practice, within the law, with financial probity, and in accordance with the requirements of relevant regulators.

**Reporting:** The Audit Committee reports to the Trustees (Board of Trustees), and is required to make at least one formal report each year. Whilst responsible to the Trustees the Audit Committee is essentially outside the formal reporting structure (i.e. it determines its own work plan, and is free to comment on the work of the Council, Board of Trustees or staff as it thinks fit). The Audit Committee's reports, while addressed to the Trustees, will also be made available to the Council of the Institution for discussion.

**Membership:** Six current or former members of the Council of the Institution including a Past President and a Branch Representative. The quorum is three. The maximum term of office for members of the Audit Committee is 6 years, with appointment and reappointment after 3 years by the Board of Trustees. In addition, a Vice President attends the meeting ex officio. The group has the power to co-opt specialist help as required (for example,

personnel or finance advisors from other organisations). The Treasurer, the Chief Executive, and the Head of Finance are invited to attend the committee to contribute to the discussion, answer questions, and prepare and present reports but they are not members of the Audit Committee. A representative of the Education and Membership Self Assessment Panel will be invited to attend meetings of the Audit Committee as appropriate to raise matters relevant to the work of the Audit Committee but are not members of the Audit Committee.

## **STRATEGIC BOARDS AND PANELS**

### **Appointment of Strategic Board members**

Council members, who are expected to sit on one of the Strategic Boards, are asked to indicate their preferences of Strategic Board to serve on at the beginning of each Council year. In the light of the preferences shown, the membership of each Strategic Board is determined. While every attempt is made to acquiesce to the preferences of the individual Council Member, there may be times when a Council member is asked to serve on his or her second or third choice. This will be to ensure that all the Strategic Boards are broadly representative of the membership and have a full range of skills, background and experience appropriate to the activity of the Strategic Board.

Each Strategic Board's membership is then supplemented by the appointment of a number of expert advisors to ensure the right balance of skills, expertise and experience exists on each of the Strategic Boards. Advisers have full voting rights on the Strategic Board in which they serve. The requirements for advisers are determined by the Chair and Vice Chair of the Strategic Board, in consultation with others as required. Advisers do not have to be voting members of the Institution (although it is preferred). Advisers serve on Strategic Boards for one year at a time, and are normally expected to stand down after 6 years service on any Strategic Board.

### **The appointment of Chairs and Vice Chairs**

The appointment of Chairs and Vice Chairs of Strategic Boards is for one year at a time. Chairs and Vice Chairs must be members of the Council (in any capacity – i.e. Branch, Ordinary or Nominated, Member) and subject to the additional requirement that they be full Voting members of CIHT (which may exclude some Nominated Members from consideration). In addition, as Strategic Board Chairs they must also be Trustees they must not be in any way be disqualified from serving as a Charity Trustee or a Company Director. Chairs and Vice Chairs of Strategic Boards are appointed by the Council.

In the months before election, views are canvassed by the incoming President and Vice Presidents (the presidential team acting as a nominations committee) on suitable candidates for Chair and Vice Chair of each Strategic Board. The group takes into account past involvement with CIHT and the Strategic Board concerned, the skills and background required and up coming work plans for each Strategic Board in the year ahead, succession planning requirements for each Strategic Board and also the trustee body. Candidates for appointment are consulted in advance of the Council Meeting to ensure that they are content to be put forward for appointment and this consultation is normally carried out in person by the Senior Vice President in office at the time.

These nominations go forward to the Council year for approval. At the same time the Chairs of Strategic Boards are also appointed as Trustees to serve on the Board of Trustees for the following year.

### **Strategic Boards – Key Roles**

The CIHT Council agreed in February 2010 to introduce a new Board structure from 2010-11 onwards.

The new structure has four Strategic Boards supported by various Panels. The terms of reference for the Strategic Boards are set out in more detail at the end of this document. The key roles are as below.

### **All Strategic Boards**

- To identify priorities and agree a work programme for the work of the Panels in its jurisdiction.
- To receive reports on the work of the Panels and monitor progress. Review need for Panels at least annually

### **Learned Society/Technical Strategy Board**

- To act as a ‘think tank’ identifying best practice and current/emerging issues in the industry
- To promote and support innovation, progress and excellence in the profession
- To stimulate research and studies, and facilitate the dissemination of information and results, to the membership and profession

### **External Affairs and Communications Strategy Board**

- To increase the Institution’s visibility and influence with external audiences including governments, press, and other stakeholders
- To promote the status of the profession through targeted factual statements and other material about the work and interests of the profession
- To have a strategic overview of communications media, Transportation Professional and the website

### **Membership and Skills Strategy Board**

- To set the standards and requirements for membership of CIHT
- To provide a strategic overview of professional standards and qualifications.
- To set the strategy for the development, promotion and monitoring of the CPD Scheme
- To have a strategic oversight of the Institution’s disciplinary and professional codes of conduct.

- To maintain a strategic overview of education policy and respond to consultations as appropriate.

### **Appian Trading Board**

- To have a strategic oversight of the commercial opportunities for the Institution
- To agree and oversee the delivery of the centrally organised social and technical events programme
- To maximise advertising and sponsorship opportunities
- To manage and monitor the effective delivery of strategies for maximising income from room lettings and other non charitable activities

### **Panels**

Panels can be standing or set up for a specific purpose or time limited. Their role is to assist Strategic Boards to carry out specific activities contained within the Strategic Board's remit. Their terms of reference and membership need the approval of their Strategic Board.

### **Reporting Arrangements**

All Strategic Boards are required to report their work and progress to the Board of Trustees on a regular basis, together with the work and progress of any relevant working groups or panels reporting to them. All Strategic Boards are required to prepare a business plan setting out how the Strategic Board aims to deliver the strategic objectives of the Institution, for approval by the Board of Trustees. Once approved, progress reports are made to each meeting of the Board of Trustees. The Chairs of Strategic Boards will be expected to attend Board of Trustees meetings and deliver the report. The Vice Chair will attend in the Chair's absence, but since he or she will not be a properly appointed Trustee/Director, he or she will not have a vote on any decision.

In addition, Strategic Board Chairs (or in their absence, the Vice Chair), report orally on the work of their Strategic Board to the Council at each meeting

## **Responsibilities of Strategic Board Chairs and Vice Chairs**

Each Board Chair will be supported by a Secretary (normally a Director of the Institution), and additional operational staff. Responsibilities include

1. To Chair the Board in an effective and productive manner
2. To produce Terms of Reference for their Board and update them as required (subject to the approval of the Board of Trustees); and ensure the Board always acts within these.
3. To oversee the production of work programmes for their Board which support the Strategic Objectives and Action Plan of the Institution.
4. To ensure with the Vice Chairman that work items are completed in timely fashion and within agreed budgets; and that summary reports on the work programme, current and proposed, are provided to the Board of Trustees.
5. To allocate responsibilities to individual members of their Board and co-options, for aspects of the work programme; and to monitor their performance.
6. To oversee the establishment of panels as required to progress particular pieces of work.
7. To advise the Board of Trustees on Board advisors.
8. To advise the Board of Trustees of any issues, especially those with financial and policy implications that it needs to take account of.
9. To represent the Institution at technical meetings and meetings with government ministers, civil servants etc as required.

## **Responsibilities of Strategic Board Vice Chairs**

The Vice Chair assists the Chair in whatever way is mutually agreed; and acts in the Chair's place when the Chair is absent.

## **Support**

Boards are normally supported by a dedicated 'Board Secretary'. Board Secretary responsibilities go well beyond simply 'clerking' the meeting – and include providing advice, guidance, and carrying out research and report writing activities. Panels may or may not have staff secretarial support, depending on the nature of the project being done.

## **CONDUCT OF MEETINGS**

### **Introduction**

Meetings shall be chaired in such a way as to ensure the maximum participation of all members and good decision making. Generally speaking, discussion will be led informally by the Chair with discipline being maintained by common consent. However, on occasion formal motions are required (for example, decisions on the appointment of auditors, or setting cheque signing limits). Guidance on formal motions is set out below.

**This guidance applies to meetings of the Council, Board of Trustees, Boards and Panels. The Bye-laws set out rules for the conduct of the AGM and EGMs at paragraph 10.**

## **MINUTES**

### **Minutes**

Minutes of every meeting of the Council, shall be submitted to, and signed as a correct record at the next following meeting of the Council, even if the next meeting is an extraordinary one.

### **Approval of Minutes**

The Chair or the person presiding at the meeting shall put the question that the Minutes submitted be approved as a correct record.

Signed minutes are stored by the Institution (currently in electronic format), on the following basis:

Council	in perpetuity
Board of Trustees	in perpetuity
Other Boards	20 years (after which the material is weeded for matters of historical interest)
Panels and working groups	5 years

### **Limitation on changing Council or Board of Trustees decisions**

Decisions made by Council or the Board of Trustees may not normally be revisited within 6 months of the decision, unless a request is made by at least one third of the members of Council, in writing, or the Board of Trustees asks the Council to revisit its decision.

### **Decisions**

Generally speaking, items for discussion in Council, Board of Trustees or Strategic Boards shall indicate whether the item is for Decision, for Discussion (i.e. airing of the issues around the point in question, generally with a view to shaping proposals which will be for decision at a later meeting) or for note (useful information, which members need to be made aware of).

Where an item is ‘for decision’, the Chair shall ensure that members are aware that a decision is to be made. Proper time shall be devoted to ensure that members have the opportunity to put their views in favour, or against before a decision is reached. It is the responsibility of the Chair to summarise the issues before the decision is made although he or she may delegate that task to another member of the Council or Board or to a staff member. The Board Secretary will advise whether a formal resolution is required at the end of the discussion (for example, approval of the annual accounts). If a formal motion is not required, the Chair will summarise the view of the meeting, as it will be reported in the minutes and seek the support of the Board on an informal basis. Where a formal resolution is required, a Motion will be moved (normally by the promoter of the recommendation), seconded from the floor, and the decision made on a show of hands.

If the motion is not approved, the meeting shall agree what further action if any is required – which will be reported in the Minutes.

Alternatively, if the Chair is of the opinion that the matter has not been sufficiently discussed and cannot reasonably be sufficiently discussed on that occasion, he shall put the Motion to adjourn the debate or meeting to the vote. The original Motion or remaining business shall then stand over as uncompleted business until the next meeting of the Council, Board or Panel, as the case may be.

## **VOTING**

### **Voting by Show of Hands**

Except when a recorded vote or a written ballot is carried out, the method of voting at all meetings shall be by show of hands.

### **Chair's casting votes**

Whatever the method of voting, in the case of an equality of votes, the Chair or the person presiding shall have a casting vote whether or not he voted before.

### **Voting on Appointments**

Where a vote is required on a motion to appoint a Member of the Council to a position to be filled and there are two or more Members nominated for that position, voting may be either by a show of hands or if the Chair or the person presiding thinks fit, by written ballot so that the Member receiving the highest number of votes shall be elected. The Secretary to the Council or Board shall organise the written ballot.

## **ATTENDANCE**

### **Attendance record**

Members unable to attend a meeting are asked to notify the Board Secretary in advance of the meeting.

Every Member attending any meeting shall sign his name in the attendance book or on the attendance sheet provided for that purpose.

Records of attendance at each meeting are maintained by the Board Secretary.

# **THE CHARTERED INSTITUTION OF HIGHWAYS & TRANSPORTATION**

## **1 Scheme of Delegation to the Chief Executive**

The purpose of the scheme is to codify the delegation afforded to the Chief Executive (CE). It is intended to assist the incumbent in discharging responsibilities attaching to the post thereby improving efficiency and ensuring the smooth running of the Institution on a day to day basis. The scheme is not intended to frustrate the actions of the CE but to ensure that the duties in the job description can be fully exercised. Nothing in the scheme overrides the responsibilities of the Trustees, the Council, the Charter and Bye-laws of the Institution or the Financial Regulations approved by the Board of Trustees. The CE has the right to delegate any function covered by the scheme to other officers of the Institution or to consultants but in all cases the final responsibility for the execution of those functions so delegated rests with the CE.

### **1. Finance**

Overview: To be responsible for the financial operation of the Institution in line with the Financial Regulations agreed by the Board of Trustees

- a) To ensure that all funds held by the Institution are properly stewarded on a day to day basis.
- b) To maintain and keep updated the Institutions insurance policies and to ensure all reasonable insurance risks are covered.
- c) To ensure that where there is a legal requirement all returns are approved and submitted on time and any liability discharged as appropriate.
- d) To operate an effective system of controls for ordering, purchasing and all expenditure (including travel).

### **2. Personnel, Health and Safety and Training**

Overview: To have overall responsibility for the recruitment, retention, development, training, health and safety and management of employees and contract staff of the Institution

- a) To advise the Board of Trustees on the appropriate staff structures necessary for the delivery of the strategy of the Institution
- b) To service the staff and remuneration panel, including advising on pay and terms and conditions of the staff of the Institution
- c) Recruitment of all staff (with the support of an appropriate Board Member or Member of the Staff and Remuneration Panel in the case of members of the Senior Management Team)
- d) To maintain a confidential file for each member of staff with a contract, up to date job description, appraisal papers and any other personal correspondence.

- e) To manage performance, training and development of all staff and to operate the grievance and disciplinary procedure.
- f) To set up and operate personnel procedures in accordance with the staff handbook.
- g) To prepare and keep up-dated a Health and Safety policy for the Institution.
- h) To prepare a Health and Safety manual/instructions for all for their guidance and well-being.
- i) To ensure the health and safety of all staff and to take whatever action is necessary to maintain a safe working environment and practices for staff,

### 3. Administration

Overview: To implement and ensure the execution of efficient administrative procedures for the smooth running of the offices and the safe stewardship of the Institutions assets.

- a) To maintain a secure, safe, clean and well maintained office for the use of staff
- b) To put in place and operate a system for the control and best use of all the Institution's assets
- c) To maintain a register of members, and to provide services to members and other stakeholders to time, to budget and in accordance with the strategic plan
- d) To ensure that Boards, Panels and working groups are provided with full secretariat support
- e) To provide guidance and support to all Branches, to ensure their well-being and that they uphold the status of the Institution.

### 4. IS/IT

Overview: To ensure that the Institution has an IT/IS system which is fit for purpose, and able to deliver the strategies of the Institution

- a) To ensure that all hardware and software are in serviceable and working order, if necessary by the execution of service agreements; to minimise downtime; and to ensure that the systems provide support needed to time and to budget.
- b) To ensure that all software is properly licensed for use by the Institution.
- c) To lay down an 'acceptable use policy' for the use of the internet, email, and the introduction of programmes to ensure the integrity and security of the Institution's computer system.
- d) To ensure registration of records under the Data Protection Act where applicable.
- e) To take out and maintain such subscriptions as are appropriate for the Institution as a learned body and to sustain an up to date technical library by the purchase of e-publications, books, documents, copies of legislation for the benefit of Members and staff.

Revised October 2008/May 2010

## **FINANCIAL REGULATIONS, BUDGET AND PLANNING CYCLE**

### **The Charity Commission and Companies House**

CIHT is a registered charity in England and Scotland. As such it is required to carry out all of its business in conformity with all relevant charities legislation. Although, as a Chartered Body, the Companies Act does not apply to the Institution, the Institution's policy is to adhere in broad terms to the requirements of the Companies Act. CIHT makes annual returns to all relevant organisations. The Institution's trading subsidiary IHT Services Ltd is registered as a limited company. Returns are made on behalf of the company to Companies House.

### **Financial regulations**

As part of a process of prudent management and to ensure financial integrity a set of Financial Regulations is maintained by the Institution. These form part of the governance arrangements. The decisions of the Boards must therefore be consistent with the regulations in all respects. The financial regulations are reviewed annually by the Audit Committee. A copy of the current regulations can be obtained from the CEO or Director of Finance.

### **The Planning process**

The planning cycle is set out below. It is an iterative process and depending on the progress of the plan through consultation some changes to the timetable may be needed each year.

## Planning cycle

<b>Month</b>	<b>Action</b>	<b>Notes</b>
November	All-day Council: 5-year Strategic Planning discussion/review	To set the strategic direction
December	Conference report circulated to Council	
Jan/March	Consultation with Boards/Branches	
Jan/February	Progress reports to Board of Trustees and Council	
April	Board of Trustees approval of 5 year corporate plan ready to start on financial plan	Trustee Board's role is to deliver the aspirations of the Council.
April	Input from staff, other stakeholders (and other external bodies) to 5 year financial plan	External body involvement where policies of (e.g. EC(UK) or JBM or Charity Commission requirements) might influence the financial plans of CIHT
May	Board of Trustees agrees 5-year financial plan	
Aug-Oct	Board of Trustees agrees new action plan setting out work programme for year ahead New Boards review and agree their business plans in line with the corporate plan Boards/Staff/Branches etc initial thoughts, preparation of background material for revisions to the corporate plan	Annual delivery plans developed.  Iterative process to review the corporate plan and input to re-draft End of first plan year
November	All-day Council: 5 Year Strategic Planning discussion/review	Start of next annual cycle

## **The Chartered Institution of Highways and Transportation (CIHT) Conflict of Interest Policy**

This policy applies to Trustees and Council Members of the Chartered Institution of Highways & Transportation (CIHT).

### **Purpose of the Policy**

Trustees have a legal obligation to act in the best interests of CIHT in accordance with CIHT's governing documents, and to avoid situations where there may be a potential conflict of interest. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of CIHT. Such conflicts may create problems because they can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of CIHT;
- risk the impression that CIHT has acted improperly

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

### **The Declaration of Interests**

It is CIHT's policy that Trustees and Council members are asked to declare their interests, and any gifts or hospitality received in connection with their role in CIHT. A declaration of interests form is provided for this purpose, listing the types of interest to be declared. To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur. It is the responsibility of members to ensure that their declaration is kept up to date. If members are not sure what to declare, they should presume to err on the side of caution. The Chief Executive or the Director of Corporate Services are available for confidential guidance.

The register of interests is also to be used to record all gifts and hospitality received from external bodies. This will not be expected to include hospitality offered by branches in carrying out their responsibilities (e.g. in attending branch dinners). Interests and gifts will be recorded on the charity's register of interests, which will be maintained by the Director of Corporate Services. The register will be available on request for inspection and its existence published on the CIHT website.

### **Data Protection**

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that trustees and Council Members act in the best interests of CIHT. The information provided will not be used for any other purpose.

## **Decisions taken where a Trustee/Council Member has an Interest**

In the event of the Board of Trustees or Council having to decide upon a question in which a Trustee/Council member has an interest,a quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Members declaring an interest in a business item may not vote on matters affecting their own interests and should be asked to retire from the meeting for the duration of the discussion. All decisions under a conflict of interest will be recorded by minute taker and reported in the minutes of the meeting. The report will record:

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.

Where a trustee benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP (Statement of Recommended Practice). All payments or benefits in kind to trustees will be reported in the charity's accounts and annual report, with amounts for each trustee listed for the year in question.

## **Managing Contracts**

If there is a conflict of interest, trustees must not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

## **BRANCH REGULATIONS**

Each branch is required to operate within the following regulations which are included in the branch handbook.

### **Membership**

The Branch shall consist of members of all classes of the Institution with home addresses in the geographical area covered by the Branch. Any member can however elect to be a member of another Branch, subject to notifying the fact to CIHT's membership department, when for business and/or personal reasons; it would facilitate their attendance at Branch events.

### **Objects**

The Branch shall act in accordance with, and in furtherance of, the objects of the Institution, as set out in its Royal Charter and Byelaws.

### **Branch Committee**

The Branch shall be managed by a Committee consisting of a Chairman, one or more Vice-Chairmen, a Secretary, an Assistant Secretary where appointed and a Treasurer (referred to hereafter as "the Officers"), and not less than four or more than fifteen elected members.

The Chairman, Vice-Chairmen and at least 75% of the elected members must be corporate (i.e. "Members" or "Fellows") members of the Institution.

The Committee can have a maximum of three co-opted members in any one year; but after serving two consecutive years, a co-optee must then either stand down for at least one year or stand for election to the committee.

Where a co-optee is elected to the committee without a break, time spent as co-optee shall count towards the six-year limit on continuous service.

A Recruitment and a Web Development Officer shall be appointed annually from the Committee.

The Committee is encouraged to include at least two members who are not chartered engineers and two or more members under 35 years of age.

Subject to the exceptions listed below, no other member has the right to attend Committee meetings.

### **Elections**

The Officers shall retire annually and one-third, or the nearest number thereto, of the elected members of the Committee, shall retire annually in rotation at the AGM. Officers who are willing to continue in their current or other Officer position shall be eligible for re-election irrespective of their length of past service, apart from the Chairman. Other elected members must not serve for

more than six years continuously, before standing down for a minimum of one year.

Any member of the Committee may resign by giving notice to the Branch Secretary.

The committee may fill any vacancy amongst its number which may occur between one AGM and another, but the member so appointed must retire at the next AGM, although if eligible, can stand for election.

All co-opted and ex-officio members shall have full voting rights.

### **Ex-Officio Members**

The two immediate Past Chairmen, any member who is a member of the Institution's Council and any Past President who is a member of the Branch, shall be ex-officio members of the Committee.

### **Annual General Meetings**

An AGM shall be held not later than 31 May each year at such time and place as the Committee decides. Members shall be informed of the date of the AGM at least 30 days prior to the date via email or direct mail or an advertisement in Transportation Professional. The quorum for the AGM must be a minimum of ten corporate members of the Branch.

### **Election of Officers and Committee**

Nominations for Officers and Committee members shall be invited with the notice advising members of the date of the AGM and such nominations sought by a specific date.

Each nomination must be supported by four Branch members and accompanied by a signed declaration that the nominee is willing to serve if elected. Nominees and their supporters must be fully paid up members of the Institution.

Where there are two or more candidates for positions of branch Officers or Committee membership the Secretary shall send to each corporate member of the branch a balloting list containing the names of the candidates, brief biographical details and where relevant, past committee attendance records, together with details of the vacancies to be filled. Completed balloting lists must be returned to the Secretary without any identification marks not later than 48 hours before the commencement of the AGM.

The Committee, or with its authority the Secretary, shall appoint two scrutineers who are not members of the Committee, to whom the ballot papers shall be delivered unopened for scrutiny and counting. The result of

the ballot, signed by the scrutineers, shall be given to the Secretary for announcement at the AGM.

In the event of a tie, the successful candidate(s) shall be decided by lot as the Chairman may direct. If a vacancy remains unfilled, it shall be deemed a casual vacancy and may be filled by the Committee as it sees fit.

Members at a General Meeting may, if they so decide, authorise the Committee to elect the Officers, instead of deciding by general nomination and election, provided such authority is given by a majority of at least two thirds of those present and eligible to vote at the General Meeting to which notice of such a resolution has been given.

### **Council Representation**

#### **UK and Republic of Ireland Branches**

Each UK Branch and the Republic of Ireland Branch of the Institution shall elect to Council one corporate member who shall be a member of the Branch and have an address in the area for which he or she is elected. All voting members registered in the Branch area shall be entitled to vote in a Branch member election. The elected member will serve for three years and if eligible, can seek re-election for a further three year term, but thereafter must not seek nomination for election for at least one year.

Ordinary Member elections to Council are open to all voting members and there is no restriction on the number of candidates from a particular Branch.

The Committee should encourage members to stand in Branch and Ordinary member elections.

If a Branch member so elected ceases to reside in the Branch area, or becomes otherwise ineligible to continue as a member of Council, the vacancy shall be filled by the Committee for the un-expired term of office.

#### **Overseas Branches**

Any Branch outside the UK (excluding the ROI Branch) is entitled to send any nominated member in the UK at the time of the meeting to attend Council as its representative. Furthermore, such Branches are entitled to send a nominated representative to the Presidential Conference and associated Council meetings every two years and receive a free place at the Conference. Overseas branches are also invited to send a representative to the Branch Officers' Conference. The Branch will be expected to fund the travel to the UK, and the Institution will fund the cost of the visit whilst in the UK (hotel and internal travel) for up to 4 days.

## **Committee Proceedings**

The Secretary shall give committee members at least seven days notice of meetings. There shall be at least four such meetings a year, including the AGM.

The quorum necessary for the transaction of business of the Committee is three members of the committee, of who at least two shall be voting members of the Institution (i.e. fellows or members of the Institution).

The Chairman, or in his absence a Vice-Chairman present, shall preside at all General and Committee meetings, but in the event of their absence members present shall choose one of their number to be Chairman of the meeting. In the event of a tied vote, the Chairman shall have a second casting vote.

The Committee shall, in addition to administering the affairs of the Branch generally, receive and act upon any instructions from the Institution's Council, which will normally be communicated to it by the Institution's Chief Executive.

The President and/or Chief Executive of the Institution shall be entitled to attend all Committee meetings.

## **Chairman**

The Chairman shall serve for one year or a maximum of two years continuously and ideally will have previously served for at least one year as Vice Chairman.

## **Secretary**

The Secretary or Assistant Secretary shall ensure that Minutes are taken of the proceedings at every General and Committee meeting and such minutes are retained. Subject to their confirmation and signing by the Chairman at the next succeeding meeting, these Minutes shall be conclusive proof of the proceedings recorded.

The Secretary shall conduct all necessary correspondence for the Branch, issue notice of meetings, prepare agendas and carry our all duties as allocated by the Committee; and hold records of membership and variations notified from time to time by the Institution.

## **Branch Treasurer**

The Branch Treasurer shall be responsible for ensuring that the financial affairs of the Branch are conducted wholly in accord with the Branch Financial Regulations, which have been approved by Board of Trustees. The Branch Treasurer will keep a true account of all monies received and expended and the assets and liabilities of the Branch.

Financial returns should be submitted regularly to the Director of Finance in accordance with the requirements of the Financial Regulations.

The Branch Treasurer will furnish a Statement of Income and Expenditure at meetings of the Committee when so required; and subject to any restrictions agreed by the Committee, make the accounts available for inspection by members.

The Branch Treasurer shall be responsible for providing the Institution's Director of Finance by a date to be advised each year, but no later than 1 February, with an independently examined statement of the Branch's Income and Expenditure and associated Balance Sheet. This will cover the twelve months to 31st December preceding and shall be signed by the Branch's Chairman and countersigned by the Branch Treasurer and certified by the independent examiner.

If requested by the Institution's Honorary Treasurer, the Branch Treasurer shall submit for scrutiny any vouchers and other information relating to the Branch accounts.

### **Honorary Examiners**

An independent examiner shall be appointed at each AGM to serve for the ensuing year. It shall be their responsibility to inspect the annual accounts and certify them as correct, using the checklist provided by the Institution's Director of Finance.

### **Membership and Recruitment**

The Recruitment Officer shall prepare and action a recruitment plan for the Branch and make reports to each Committee meeting on progress against it; and liaise with the Institution's staff to maximise recruitment opportunities.

### **Web Development**

The Web Development Officer shall be responsible for developing and maintaining the branch website: and liaising with the Institution's staff on the upkeep of the branch website.

### **Special General Meeting**

A Special General Meeting may be called either by the Committee, or at the request in writing of any twenty Branch members to the Secretary. Such requisition shall state the resolution or business it is desired to be passed or transacted and no other shall be discussed at that meeting. In such cases, the meeting shall be called by the Secretary within 28 days of receipt of the request and the notice shall inform members of the business of the meeting.

## **BOARD OF TRUSTEES & STRATEGIC BOARDS - TERMS OF REFERENCE**

### **Board of Trustees**

The Board of Trustees is made of the Trustees and Company Directors of the Institution. The Board is chaired by the President. All of its members are also on Council. All Strategic Boards report to the Board of Trustees.

#### **1. Composition**

The Board of Trustees consists in total of up to 14 members. The Trustees who make up the membership of the Board of Trustees are the office holders of the posts of:

- President;
- Vice-President;
- Immediate Past President; and
- Honorary Treasurer plus
- Up to eight Council Members to be elected by the Council (including the chairs of all the Strategic Boards and up to two members 'without portfolio').

The Chief Executive of CIHT assumes the position of Secretary to the Trustees.

The trustees should together have the range of skills, experience and competency to enable the Board of Trustees to deliver their objectives.

The quorum for a meeting is half of the trustees

#### **2. Reporting**

The Board reports its work and progress to the Council at each Council meeting.

#### **3. Statement of Purpose**

The Board of Trustees is responsible for directing the affairs of the charity and ensuring it is solvent, well run and delivering the charitable outcomes for which it has been set up.

#### **4. Primary Objectives**

The Board of Trustees' objectives are to:

- i) Set the corporate plan, budget and work programme for the year ahead
- ii) Set the subscriptions rates each year in the context of the budget

- iii) Monitor the management accounts to ensure CIHT's financial position is sound
- iv) Monitors the progress in delivering the Corporate Plan and the annual work programme
- v) Determines what Strategic Boards it considers necessary to discharge its business
- vi) Agrees the terms of reference and membership of all Strategic Boards.
- vii) Agrees each Strategic Board's business plan and receives regular reports from Strategic Boards on progress against the plan
- viii) Receives reports on all operational and executive issues requiring the decision and agreement of the trustees
- ix) Receives reports from Strategic Boards which require Board of Trustees approval
- x) Annually receives the report of the Audit Committee
- xi) Annually reviews the organisation's risk assessment and takes action where necessary
- xii) Makes recommendations to Council for the Award of Honorary Fellowships
- xiii) Makes recommendations to Council each year for the nomination to the office of Junior Vice President

## **Strategic Boards**

### **Learned Society/Technical Strategy Board**

To act as a ‘think tank’ identifying current/emerging issues and best practice.

To ensure CIHT members’ wide spectrum of interests are covered by the Board’s activities

To promote and support innovation, progress and excellence

To stimulate research and studies, and facilitate the dissemination of information and results, to the membership, profession and beyond

To encourage members and the profession to get involved in the technical work of the Institution

### **External Affairs and Communications Strategy Board**

Increase the Institution’s visibility and influence with external audiences including governments, press, and other stakeholders

Advise the Board of Trustees of issues that should be raised with Government and other relevant bodies

Have a strategic overview of communications media: Transportation Professional and website

Working with all Strategy Boards to promote the status of the profession through targeted factual statements and other material concerning the work and interests of the profession

Act as a champion for higher standards and lead debate in the professional and public domain

Ensure that the Institution promotes a professional image to its members and other stakeholders

Monitor members’ perception of the Institution and ascertain how best to be of assistance to them

Promote the profession of highways and transportation in schools and universities

Interact with Branches in relation to communication issues as appropriate

Identify key messages for CIHT development / areas of focus e.g. Safety / Future of the Profession / Need to focus on long term nature of transport

**Membership and Skills Strategy Board  
(as revised November 2012)**

- To develop strategies to grow the Institution's individual and corporate membership
- To set and review the standards and requirements for membership of CIHT
- To set and review the strategy for the maintenance and development of the branch network
- To monitor the regular review and development of member services
- To review subscription rates and make recommendations to the Board of Trustees on fees for the forthcoming years.
- To set and review the strategy for supporting members' professional development, including the provision of qualifications and the Institution's CPD scheme
- To have strategic oversight of the Institution's disciplinary and professional codes of conduct
- To maintain a strategic overview of government policy education and training with particular regard to Science, Technology, Engineering and Maths (STEM) subjects and respond to consultations as appropriate.
- To maintain a strategic overview of member skill requirements and support initiatives that enhance skills.

**Appian Trading Board**

- To act as the Company Board for Appian Trading.
- To establish and drive forward a business plan for Appian Trading in the best interests of the Institution.
- To provide the strategic direction for all commercial activities undertaken by the Institution (and make recommendations to the Board of Trustees where necessary)

# **Chartered Institution of Highways & Transportation**

## **Code of Professional Conduct**

### **Introduction**

This Code of Professional Conduct gives details (in Section 1) of the *Rules of Professional Conduct* which govern the ethical behaviour of all CIHT members, irrespective of their grade. This is followed, in Section 2, by the *Disciplinary Procedure* which will be followed in the event of a complaint against a member of the Institution.

### **Rules of Professional Conduct**

#### **1. Introduction**

This section covers, in plain language, those basic things that members must do to ensure that they behave in an ethical way. These Rules are based closely on the Statement of Ethical Principles issued by the Royal Academy of Engineering, and has been adapted to allow for non-engineering applications and the particular environment within which members of the Chartered Institution of Highways & Transportation operate.

In the course of their careers members may undertake roles which remove them from direct involvement with professional matters. This does not, however, remove from them the obligation, as members of the Institution, to act in accordance with the Rules of Professional Conduct in all aspects of their professional lives.

Any member convicted by a court, or other competent tribunal, of a criminal or civil offence that, in the opinion of the Professional Conduct Panel, renders them unfit to be a member shall be guilty of improper conduct.

#### **Accuracy and Rigour**

Members of the Institution have a duty to ensure that they acquire, and use wisely and faithfully, the knowledge that is relevant to their work in the service of others.

They must:

- always act with due skill, care and diligence with proper regard for professional standards;
- perform services only in areas of their current competence;
- keep their knowledge and skills up to date and assist the development of appropriate highways and transportation knowledge and skills in others;
- not knowingly mislead anyone, or allow others to be misled, about professional and technical matters;
- present and review professional and technical evidence, theory and interpretation honestly, accurately and without bias;
- assess and manage relevant risks and communicate these appropriately..

### **Honesty and Integrity**

Members of the Institution must adopt the highest standards of professional conduct, openness, fairness and honesty.

They must:

- be alert to the ways in which their work might affect others and duly respect the rights and reputations of other parties;
- avoid, where possible, real or perceived conflicts of interest and advise affected parties when such conflict arises;
- reject bribery and all forms of corrupt behaviour and make positive efforts to ensure that others do likewise;
- act for each employer or client in a reliable and trustworthy manner;
- respect the confidentiality of information gained in the course of their work;
- notify the Institution if convicted of a criminal offence or upon becoming bankrupt or disqualified as a Company Director

### **Respect for Life, Law and the Public Good**

Members of the Institution must give due weight to all relevant law, facts and best practice guidance, and the wider public interest.

They must:

- ensure that their work is lawful ;
- minimise and justify any adverse effect on society or on the natural environment for their own and succeeding generations;
- take due account of the limited availability of natural and human resources;
- hold paramount the health, welfare and safety of others;
- avoid maliciously or recklessly injuring or attempting to injure the reputation of another person;
- act honourably, responsibly and lawfully and uphold the reputation, standing and dignity of the profession and the Institution.

### **Responsible Leadership: Listening and Informing**

Members of the Institution must aspire to high standards of leadership. They hold a privileged and trusted position in society, and are required to demonstrate that they serve wider society and to be sensitive to public concerns.

They must:

- be aware of the issues that the professions associated with highways and transportation raise for society, and listen to the aspirations and concerns of others;
- actively promote public awareness and understanding of the impact and benefits of achievements in highways and transportation;
- report any violation of this Code by a member to CIHT.

# **Chartered Institution of Highways & Transportation**

## **Disciplinary Procedure**

### **1. Professional Conduct Panel ('PCP')**

#### **1.1 Terms of reference**

- a. To investigate
  - any allegation relating to the professional conduct of a member, either made by a complainant against a member or which otherwise comes to the attention of the Institution;
  - any criminal conviction or bankruptcy of a member that may result in a breach of the Code of Professional Conduct;
  - any false representation by a member that may come to the attention of the Institution; and
  - any adverse finding by another organisation concerning the conduct of a member.
- b. To investigate any misrepresentation of membership of the Institution, and any misuse by a member of the respective titles 'Chartered Engineer', 'Incorporated Engineer', 'Engineering Technician', 'Transport Planning Professional', or Member or Fellow of the Society of Road Safety Auditors (SoRSA).
- c. To act on the results of the investigation on behalf of the Institution.

In cases where a formal investigation is already being conducted by, for example, a Local Government Ombudsman, the Institution will suspend its own investigation until after the other investigation has been concluded. The reasons for this are that:

- a remedy may be found that makes further action by the Institution unnecessary;
- the outcome of the proceedings may be relevant to the complaint and would therefore form part of the evidence to be considered by the Institution
- so as not to prejudice the outcome of any other proceedings; and that
- the CIHT disciplinary procedure should not be regarded as a means of extracting evidence for use in other formal proceedings

#### **• 1.2 Constitution**

- a. The Professional Conduct Panel (PCP) shall comprise
  - a Past President to act as Chairman;
  - at least two and not more than three other members of the Institution
  - an independent lay-person

- if required, up to three other persons co-opted by the PCP.
- b. Membership of the PCP shall be personal and may not be delegated to another.
- c. The quorum shall be three members (excluding co-opted persons) of the Panel.
- d. The PCP may appoint a legal adviser, who shall not be a member of the PCP and who shall have no vote.

#### **1.4 Time Limit**

The PCP will not investigate a complaint relating to the conduct of a member which is alleged to have occurred more than two years prior to the date of the complaint, unless there are exceptional circumstances to justify an investigation.

#### **1.3 Powers**

Following an investigation, the PCP may

- a. decide that there is no case to answer; or
- b. decide that there is a case to answer, but that the conduct in question is not sufficiently serious to warrant disciplinary action, in which case the PCP may issue a formal warning to the member in such terms as it deems fit, which may include a requirement to give an undertaking in respect of future conduct; or
- c. decide that there is a case to answer, and that the conduct in question is sufficiently serious to consider disciplinary action, which may include
  - i) Reprimanding the member in such terms as it deems fit;
  - ii) Suspending the member from membership of the Institution for such period as it may determine;
  - iii) Permanently expelling the member from the Institution.

#### **1.4 No Entitlement to Resign**

Once a member has been notified that an allegation has been made, or that the member's criminal conviction, bankruptcy or disciplinary finding against them by another organisation is to be investigated by the PCP, the member shall not be entitled to resign, and shall not be removed from membership of the Institution until all proceedings under these Regulations have been concluded, and any such proceedings may be continued notwithstanding the member's attempted or purported resignation

### **• 2. The Investigation Procedure**

- a. The complainant (if there is one) shall make the complaint in written form, using the CIHT complaint template.
- b. In cases of false representation, criminal conviction or bankruptcy, or an adverse finding by another organisation, in the absence of a complainant, the secretariat of the Institution shall prepare a report

- detailing the matter at issue. The PCP shall satisfy itself as to the *prima facie* accuracy of the allegation.
- c. If the PCP decides to proceed with the investigation, the complainant's submission, or the report, shall be sent by the Institution to the member who is the subject of the complaint, who shall be required to respond in writing as soon as reasonably practicable after the submission or report has been received and in any event within 20 working days of receipt.
  - d. The member's response shall be disclosed to the complainant. The complainant may reply within 20 working days but shall not be entitled to raise any new allegations. The complainant's reply (if any) shall be passed to the member.
  - e. All written submissions shall be provided to all the members of the PCP.
  - f. If the member fails to respond to the allegation within 20 working days, the PCP may proceed without further reference to the member.
  - g. Neither the member nor the complainant shall appear before the PCP in person at the investigation stage.
  - h. The PCP shall meet within 10 working days of the closing date for submissions.
  - i. The PCP shall confine itself to the consideration of the written evidence.
  - j. Decisions of the PCP shall be based on an assessment of the balance of probabilities, and shall be made by a simple majority. No member of the PCP present shall be allowed to abstain. If there is no majority decision, the Chairman shall have the casting vote.
  - k. If it decides that there is a case to answer, the PCP, when considering the appropriate course of action, shall be entitled to take into account any information concerning the previous conduct of the member.
  - l. If the PCP decides to consider disciplinary action, it shall inform the member and the complainant of its decision within 5 working days of the meeting at which the decision was made. If a hearing is to be held, the member and complainant will be notified of the date of the hearing and the deadline of submission of further statements.
  - m. The PCP may, at its sole discretion, give reasons for its decision to the complainant and the member.
  - n. The PCP shall not have power to review or set aside any previous decision it has made.
  - o. Neither the complainant nor the member has the right to appeal against the outcome of the PCP's investigation.

### **3. The Disciplinary Procedure**

- 3.1** If, following its investigation, the PCP decides that there is a case to answer:
- a. The PCP shall set a date for a hearing giving the complainant (if any) and the member not less than 25 working days notice.

- b. If the member is a registrant of the Engineering Council, the member shall be informed of their right of appeal to the Engineering Council if, as a result of the investigation, the decision of the PCP is to expel him or her permanently from membership of CIHT.
- c. The member shall be entitled to appear before the PCP if he or she wishes, and the PCP shall have power to require the member to attend before it, if it so wishes.
- d. The member may, at their own cost, be legally or otherwise represented.
- e. A member intending to appear before the PCP hearing, and/or to be represented, shall give not less than 15 working days notice of that intention.
- f. The member may call witnesses, or provide written statements from any witnesses, in support of his or her case.
- g. The member shall submit a written statement of their own evidence, and a written statement of the evidence of any other witness on which the member relies, to the PCP not less than 15 working days before the hearing.
- h. The PCP may invite the complainant to attend the hearing or to provide a written statement in support of the complaint.
- i. Any written statement provided to the PCP by, or on behalf of, either party shall be sent to the other party not less than 10 working days before the hearing.
- j. The hearing shall normally be held in London (unless otherwise determined by the Chairman) and shall be in private (unless otherwise determined by the Chairman).
- k. The hearing shall be minuted or recorded by electronic or other means as the PCP shall determine.
- l. The procedure shall ordinarily be as follows:
  - the Chairman shall open the hearing and invite those present to identify themselves. The Chairman shall state that the hearing will be recorded;
  - the Chairman shall read out a summary of the complaint and ask whether the member admits all or any part of it;
  - if the member admits all of the complaint, the Chairman shall invite the member or their representative to make a statement to the PCP and the Panel shall then proceed in accordance with paragraph 3.2 below; and
  - if the member does not admit the complaint or admits only part of it, the PCP shall then proceed in accordance with paragraph 3.3 below.
- m. If the complainant, having been invited to attend the hearing, does not attend, the PCP shall be entitled to proceed without further reference to the complainant.

### **3.2 Procedure if the member admits all of the complaint**

- a. The PCP shall withdraw to consider its decision and its withdrawal shall conclude the hearing.

- b. In considering a sanction, the PCP shall take into account any previous complaints, and any reports of a criminal conviction, bankruptcy, false representation or adverse finding by another organisation concerning the conduct of the member that have been upheld, and any sanctions or formal warnings that have previously been imposed.
- c. The decision of the PCP shall be made by a vote. The courses of action in paragraph 1.3 a and b shall require a majority decision on the balance of probabilities, but the courses of action in paragraph 1.3 c shall require a unanimous decision that the matter is beyond reasonable doubt. No member of the PCP may abstain.

### **3.3 Procedure if the member does not admit all of the complaint**

- a. The process shall be inquisitorial.
- b. If the complainant is present, he or she will be invited to put his or her case to the panel.
- c. If the member is present, he or she (or his representative) will be invited to make an opening statement to the panel summarising his or her case.
- d. If the member relies on evidence contained in witness statements alone, the member or their representative shall identify the witness and the relevant written statement to the PCP during their opening statement.
- e. Either the member or their representative may then put questions to the complainant (if any) relevant to the complaint.
- f. After the member or their representative has put questions to the complainant (if any), the PCP may put additional questions to the complainant (if any).
- g. The Chairman shall then ask the member or their representative if they wish to call any witnesses. If any witnesses are called on behalf of the member, each shall be questioned in turn, first by the member or their representative and then by the complainant (if any) and then by the PCP.
- h. The member or their representative shall be entitled to ask further questions of the witnesses called by the member, but such questions shall be strictly limited to any matter arising out of questions put by the complainant or the PCP.
- i. The members of the PCP shall be entitled to ask any party or witness any question relevant to the complaint at any time during the course of the hearing.
- j. The Chairman shall ask the member or their representative to make a closing statement to the PCP.
- k. In the absence of oral evidence from a complainant, a member or any witness, as the case may be, the PCP shall be entitled to place such weight as it deems appropriate on the documentary evidence including any written statement of evidence.
- l. If the particular circumstances of the case reasonably require, the Chairman shall be entitled to vary the procedure of the PCP, and adjourn the hearing at any time.

- m. The PCP shall withdraw to consider its decision and its withdrawal shall conclude the hearing.
- n. In the event of the complaint being upheld, in considering the sanction, the PCP shall take into account any previous complaints, and any previous reports of a criminal conviction, bankruptcy, false representation or adverse finding by another organisation concerning the conduct of the member that have been upheld, and any sanctions or formal warnings that have previously been imposed by the Institution.
- o. The decision of the PCP shall be made by a vote. The courses of action in paragraph 1.3 a and b shall require a majority decision on the balance of probabilities, but the courses of action in paragraph 1.3 c shall require a unanimous decision that the matter is beyond reasonable doubt. No member of the PCP may abstain.

### **3.4 Action after the hearing**

- a. The PCP shall send by recorded delivery within 7 working days of the hearing to the member and the complainant (if any) its decision in writing and, at its sole discretion, may give reasons for the decision.
- b. If the member is an Engineering Council registrant and the decision is to expel the member from membership of the Institution, he or she will be informed of his or her right of appeal to the Engineering Council.
- c. The PCP shall not have power to review or set aside any previous decision it has made.

### **3.5 Publication of the decision**

The decision of the PCP shall be reported to the Board of Trustees and shall be published in *Transportation Professional*. In the case of suspension or permanent expulsion, the name of the member shall be included, and, in the case of an Engineering Council registrant, the Chief Executive shall inform the Engineering Council, but no announcement shall be published until after the period for lodging an appeal has passed or, if an appeal is lodged, until after the completion of the appeal process.

## **4. Appeals**

### **4.1 Entitlement and arrangements for appeal**

- a. The member shall be entitled within 20 working days of receipt of the PCP's decision to lodge an appeal against the decision of the PCP.
- b. Members may appeal on the following grounds:
  - that the defined process for considering a complaint has not been followed, or has been in some way flawed;
  - that the conclusion of the PCP is perverse; or
  - that new information, not available to the PCP at the initial hearing, would be likely to change the conclusion of meeting.

- c. Any such appeal shall be by written notice sent by recorded delivery to the Chief Executive of the Institution, and shall specify the grounds of appeal.
- d. The Chief Executive will arrange for an Appeals Panel to be established.

#### **4.2 Appeals Panel: Terms of reference**

To consider and adjudicate upon an appeal against the decision of the Professional Conduct Panel.

#### **4.3 Constitution and administration**

- a. The Appeals Panel shall comprise three persons; the Chairman shall be the President for the time being of the Institution who will sit together with one of the Vice Presidents of the Institution and one lay person.
- b. The President and the Vice President shall not have any prior knowledge of the complaint.
- c. In the event that the President has been involved at a previous stage of the procedure, the immediate Past President shall chair the Appeals Panel
- d. The quorum shall be the full Appeals Panel.
- e. At the discretion of the Chairman, the Appeals Panel may sit with a legal adviser.
- f. The adviser shall not be a member of the Appeals Panel and shall have no vote.
- g. The appeal shall be conducted in accordance with the Procedures of the Professional Conduct Panel set out above.
- h. The member shall be bound by the decision of the Appeals Panel which shall have heard the appeal.
- i. The Chief Executive shall (in the case of a registrant) inform the Engineering Council of the decision of the Appeals Panel.

#### **4.4 Powers**

The Appeals Panel may decide that there is no case to answer by the member or, if the complaint or report is admitted or upheld, it may take any one or more of the following courses of action:

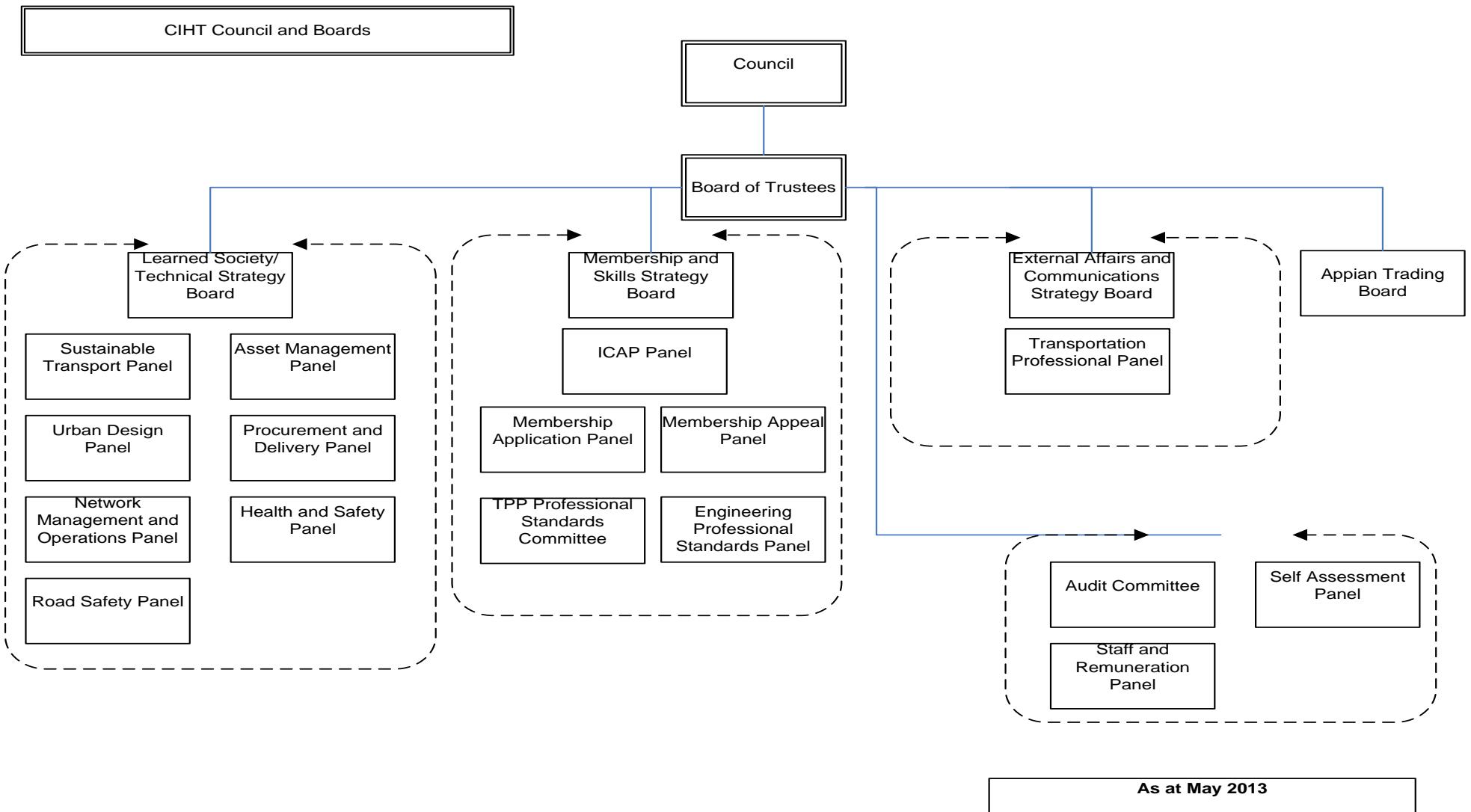
- a. confirm that decision of the PCP; or
- b. rescind the decision of the PCP; or
- c. substitute the action of the PCP with an alternative sanction.

#### **4.5 Appeal Procedure**

- a. The appeal to be sent to the Appeals Panel within 5 working days of receipt.
- b. The Appeals Panel to meet within 20 working days.
- c. The Panel's decision to be conveyed, in writing, to the member within 5 working days.
- d. If the Appeals Panel decides to uphold the decision of the PCP, the Engineering Council should be notified of the outcome, in cases where the member is an EngC registrant.

## **5. Suspension and Permanent Expulsion**

- 5.1 A member who is suspended from membership shall immediately return the membership certificate to the Institution. Such a member shall not, during the period of suspension, be entitled to exercise any of the rights or privileges of membership of the Institution or to use any title, designatory letters, logo or description implying membership, but shall remain in all other respects subject to the Charter and Bye Laws of the Institution and to the Code of Conduct.
- 5.2 A member who is permanently expelled from membership shall thereupon cease for all purposes to be a member of the Institution, and shall immediately return the membership certificate to the Institution, and shall not be entitled to use any title, designatory letters, logo or description implying membership.



**As at May 2013**