



# Standing Orders

Adopted in accordance with Byelaw 24

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### **1. 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 and Byelaws would require a resolution of the members at an AGM/EGM, and the approval of the Privy Council and in some cases, the approval of the Charity Commission. In addition, CIHT is required to advise the Engineering Council of any governance changes to comply with the licensing condition. The Charter and Byelaws 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 operation of the Board of Trustees and other Strategic Boards/Committees. 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 (Bye-law 24.1). 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.

## **2. MEMBERSHIP: CLASSES AND QUALIFICATIONS**

### **2.1. Corporate Members**

Fellows

Every candidate for election as a Fellow shall, at the date of application, satisfy the Board of Trustees as to his or her practical senior level experience in highways and/or transportation.

The detailed criteria for election to Fellowship are set out in guidance issued by the Membership Board.

Member

Every candidate for election as a Member shall have had adequate technical experience in highways and/or transportation.

The detailed criteria for election to Membership are set out in guidance issued by the Membership Board.

### **2.2. Non-Corporate Members**

Associate

A candidate for election as an Associate Member shall have relevant practical experience in highways and/or transportation and not be eligible to be a Member.

The detailed criteria for election as an Associate are set out in guidance issued by the Membership Board.

Graduate

A candidate proposed for election as a Graduate shall at the date of application satisfy the Board of Trustees that he or she has gained a degree and is in employment or seeking employment.

The detailed criteria for election as a Graduate are set out in guidance issued by the Membership Board.

Apprentice

A candidate for election as an Apprentice shall at the date of application be registered on a highways and transportation related apprenticeship programme.

The detailed criteria for election as an Apprentice are set out in guidance issued by the Membership Board.

## Students

Every candidate for election as a Student shall have been engaged in suitable studies with a view to entering the highways and/or transportation profession. No person shall be elected a Student who is qualified for election as a Member.

The detailed criteria for election as a Student are set out in guidance issued by the Membership Board.

No person shall remain a Student after two years upon completion of their studies.

## Honorary Fellow

Honorary Fellow shall be a distinguished person who is pre-eminent either nationally or internationally within the highways and transportation field; and who can make a personal contribution to promoting the work of CIHT.

Honorary Fellowship is recognition of someone who is not professionally qualified as a highways/transportation professional but who has made or is making a real contribution to the sector through their work.

### **2.3. Retired Members**

Any Fellow, Member, or Associate who complies with the income threshold, may seek to be transferred to the class of Retired Member.

Retired Members shall retain their status as Fellow, Member, or Associate, held immediately before transferring to Retired Member class.

Any Retired Member may, subject to the approval of the Board of Trustees, transfer back to the class of membership to which he or she belonged prior to becoming a Retired Member.

The detailed criteria for election to and return from Retired Membership are set out in guidance issued by the Membership Board.

## **3. ELECTION TO MEMBERSHIP**

Every candidate for election to any class of membership (other than Honorary Fellowship) shall make an application and be proposed in such a manner as the Board of Trustees may by regulations prescribe, including,

The payment of any application fee in respect of their application which the Board of Trustees may decide;

The form of the application and proposal;

By what number and class of members the proposal shall be made

The detailed procedures for application to the various classes of membership may be found in guidance issued by the Membership Board.

Every election to every class of membership (other than Honorary Fellowship) shall be made by the Board of Trustees. The Board of Trustees may decide to delegate this decision. A simple majority of those present and voting shall be sufficient.

## **Nomination and Election to Honorary Fellowship**

Nominations for and admission to Honorary Fellowship shall be made to the Council in accordance with guidance issued by the Membership Board.

### **4. SUBSCRIPTIONS**

The amount of subscription payable by the various classes of membership shall be as prescribed annually by the Board of Trustees.

All annual subscriptions shall be due in advance and payable in accordance with the schedule and scheme for payments issued annually by the Board of Trustees.

The Board of Trustees may suspend the membership of any Member whose subscription remains unpaid for a period of at least three months after the due date and who has been given at least one month's notice that payment remains due.

#### **Reinstatement**

The Board of Trustees may reinstate any member whose membership has been suspended or terminated for any reason, subject to compliance with such conditions as it may determine, including the payment of subscriptions in arrears and a reinstatement fee.

### **5. COUNCIL**

#### **5.1. The Council**

The Council of the Institution elects the trustees, except for the Officer holders who are elected at a general meeting and up to two individuals appointed by the Board of Trustees as additional Trustees. The Council provides advice upon the strategic and professional direction of the Institution.

#### **Composition**

- The President
- The Chair of the Board of Trustees
- Vice-President
- Three most recent Past Presidents
- The Honorary Treasurer
- Up to Fourteen Ordinary Members (who must each be voting members)
- Up to Seventeen Regions/Nations Members elected by each Region and Nation (who must each be voting members)
- Up to twelve Nominated Members (who can be voting and non-voting members)
- A nominated SoRSA representative (observer status only)

In addition, any Region and Nation outside the UK and Republic of Ireland can appoint up to one voting member to attend and vote at Council.

Council members are also expected to be actively engaged with CIHT through, for example, participating in the work of Strategic Boards, groups, and committees, set up to assist the Board of Trustees in its work.

## 5.2. Terms of office

**a) Region or Nation members.** Each Region in England can elect to Council one voting Member with a registered address in the region for which they are elected. Each Nation registered in the United Kingdom and the Republic of Ireland can elect to Council up to two voting Members with a registered address in the nation for which they are elected. All voting members registered in the relevant region or nation are eligible to vote. Region or Nation 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.

International Regions and Nations can appoint one voting member with a registered address in the region or nation for which they represent. These members will be appointed for one term of three years.

**b) 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.

**c) Casual vacancies** hold office for the unexpired term of office of the Region or Nation 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).

**d) 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. There are three groups of Nominated members:

- i) Up to six of the nominated members should be representatives of membership normally with up to 7 years' experience in the sector or a CIHT Member and in the Student or Apprentice Membership category, or a member who is 35 years or under.

The representatives with up to 7 years' experience in the sector are appointed via the following criteria:

- The winner of the Emerging Professional of the Year Award to be appointed as a Nominated Member for one year.
- The winner of the Apprentice of the Year Award to be appointed as a Nominated Member for one year.
- The other four vacancies are filled by nominations recommended by the Emerging Professionals Network.

- ii) Two Associate Member vacancies - members are appointed following recommendations from the Nominations Panel to Council in case the panel receives more than two nominations for the vacancies. If we receive fewer than two nominations for the Associate member vacancies, the appointment for the remaining vacant role(s) can come from the Emerging Professionals nominations regardless of membership class.

- iii) Up to four other nominated members are appointed following recommendations from the Nominations Panel to Council to lend balance, breadth, weight and depth to the Council. These 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).

Any above-mentioned Council member must step down from Council for at least one year once they have completed six consecutive years in post, unless they are appointed to an Officer of the Institution post (i.e., President, Vice President or Honorary Treasurer) or to the Chair of the Board of Trustees role.

A Council member who has served three terms as Past President must also step down from Council for at least one year before they can be elected to other posts.

### **5.3. 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 four Voting members. Candidates for Region or Nation membership of the Council must be nominated in writing by not less than four Voting members registered in that Region or Nation. In any one year, a candidate may not stand in both Ordinary Member and Region or Nation 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 Region or Nation members by the first past the post method. The results are announced at the AGM of the Institution.

### **5.4. 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.

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

#### **b) Observers**

The Council may appoint observers to Council in order to 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.

### **5.5. 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), except the two individuals appointed by 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 Region/Nation or by other means.

## **5.6. Proceedings of the Council**

The Council is required to meet up to three 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 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 Vice-President or Immediate Past President. If the President, Vice-President or Immediate Past 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 chair has a second or casting vote.

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

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

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

## **5.8. Officers of the Institution**

The President, Vice-President and Honorary Treasurer of the Institution must be Voting members. Council can put forward nominations to the Nominations Panel with Officers being elected 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 Region or Nation 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.

# **6. BOARD OF TRUSTEES**

## **6.1. Board of Trustees**

The Board of Trustees are the Trustees of the Institution. The Board is chaired by the Chair of the Board of Trustees. All Strategic Boards report to the Board of Trustees and the Chairs of Strategic Boards also serve as Trustees.

## **Composition**

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

- Chair of Board of Trustees
- President;
- Vice-President;
- Immediate Past President; and
- Honorary Treasurer plus
- Up to eight Voting Members to be elected by the Council (including the chairs of all the Strategic Boards. Out of the eight members, one member should be an Emerging Professional and one member should be a representative of the Regions or Nations. The Emerging Professional trustee will be elected by the Council following a recommendation by the Emerging Professionals Network.
- Up to two individuals appointed by the Board of Trustees as additional Trustees, who do not need to be members, for such renewable terms as the Board of Trustees may determine.

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.

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.

### **6.2. Chair**

The Chair of the Board of Trustees shall be a Corporate Member of the Institution.

Nominations for Chair shall be invited by the Nominations Panel at the same time as nominations for election to the Board of Trustees and Nominations will be put to the Council for election.

The Chair shall be elected for a term of two years (renewable once).

### **6.3. 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.

### **6.4. Reporting**

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

### **6.5. 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.

### Primary Objectives

The Board of Trustees' objectives are to:

- i) Set the 3-year business plan, and annual 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 Business 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 acts where necessary
- xii) Makes recommendations to Council for the Award of Honorary Fellowships

### 6.6. 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 purpose 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 and reviewed annually. Strategic Boards have no budget unless expressly delegated to them by the Board of Trustees.

Board	Role
Board of Trustees	-Sets Business Plan, Annual 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 the delivery of the business 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 working groups or equivalent.

### 6.7. 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.

Meetings are chaired by the Chair of the Board of Trustees, or in his or her absence, the President or Vice-President present. If the Chair of the Board, President or 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 chairperson has the casting vote. To vote, Trustees must be present at a meeting or participating by telephone or other means of communication where everybody participating in the meeting can speak to and hear each other.

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.

### 6.8. 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 (clause 26).

### 6.9. Audit Committee

**a) 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.

**b) Reporting:** The Audit Committee reports to the 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.

**c) Membership:** Six current or former members of the Council of the Institution including a Past President and a Region or Nation 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, the 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 Hon Treasurer, the Chief Executive, and the Director of Business and Corporate Services or equivalent 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.

## **7. STRATEGIC BOARDS**

### **7.1. Appointment of Strategic Board members**

Council members, who wish to sit on one of the Strategic Boards or any other panel or group, are asked to indicate their preferences to serve 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 Boards on which they serve. The requirements for advisers are determined by the Chair of the 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.

### **7.2. The appointment of Chairs**

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

In the months before election, views are canvassed by the Nominations Panel on suitable candidates for Chair of each Strategic Board. The Panel takes into account past involvement with CIHT and the Strategic Board concerned, the skills and background required and upcoming 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 Chair of the Nominations Panel in office at the time.

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

### **7.3. Strategic Boards – Key Roles**

Following the Governance Review in 2019/2020 it was agreed that the External Affairs and Communications Strategy Board would be disbanded with matters relating to strategic external affairs and communications being the responsibility of and reported directly to the Board of Trustees and the Membership and Skills Strategy Board would be split into two Boards.

The new structure has four Strategic Boards supported by various Panels/Groups/Networks. The terms of reference for the Strategic Boards are reviewed annually by each Board respectively with any changes requiring the agreement of the Board of Trustees. The key roles/purpose are set out below.

### **7.4. All Strategic Boards**

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

#### **a) 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 knowledge, information and results, to the membership and profession

#### **b) Membership and Member Services Strategy Board**

- To develop strategies to grow the Institution’s membership
- To set and review standards and requirements for membership
- To set and review the strategy for the maintenance and development of the CIHT regions/nations
- To monitor the regular review and development of member services to maximise member engagement
- To review subscription rates and make recommendations to the Trustees on fees for forthcoming years
- To have strategic oversight of the Disciplinary Procedure and Professional Code of Conduct

#### **c) Education and Professional Development Strategy Board**

- To set and review the strategy for providing pathways to professional registration
- To monitor compliance with mandatory CPD and review CPD opportunities open to members
- To maintain a strategic overview of government policy on education with particular regard to STEM subjects and respond to consultations as appropriate

- To maintain a strategic overview of skill requirements and support initiatives that enhance skills and promote careers in highways & transportation.

#### **d) Appian Trading Board**

- To provide 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 optimise income from sponsorship opportunities as appropriate
- To oversee and monitor the effective delivery of strategies for optimising income from room lettings and other non-charitable activities
- To oversee and monitor the effective delivery of the partnership networks

### **7.5. Panels/Groups/Networks**

Panels/Groups/Networks 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.

### **7.6. 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, panels or networks reporting to them. All Strategic Boards are required to prepare a work programme 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 if required, but since he or she will not be a properly appointed Trustee/Director, he or she will not have a vote on any decision.

### **7.7. Responsibilities of Strategic Board 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 Business Plan of the Institution.
4. To ensure with the responsible Executive Officer 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/groups/networks 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.

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

Where a Vice Chair is appointed by the Strategic Board, the Vice Chair assists the Chair in whatever way is mutually agreed; and acts in the Chair's place when the Chair is absent.

### **7.9. 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/Groups/Networks may or may not have staff secretarial support, depending on the nature of the project being done.

## **8. NOMINATIONS PANEL**

### **8.1. Purpose**

The Nominations Panel shall have authority delegated to it by the Board of Trustees to:

- Annually consider succession planning for the Board of Trustees including the Chairs of Strategic Boards
- To carry out a process of nominating candidates to the Board of Trustees and Audit Committee and making recommendations to Council
- To carry out a process of nominating Officers of the Institution for election at general meetings
- To evaluate the balance of skills, knowledge, experience and diversity required by the Board of Trustees and the Chairs of the Strategic Committees
- To agree and keep under review role descriptions for a Trustee, Chair of the Board of Trustees, President, Chair of Appian, Honorary Treasurer and the Chairs of the Strategic Boards
- Review the results of the Board of Trustee's performance evaluation process that relate to the composition of the Board of Trustees.

### **8.2. Composition**

The Nominations Panel will be a panel of the Board of Trustees and the Board of Trustees will agree and review the Panel's terms of reference annually. The Panel shall be made up of the President, Immediate Past President, Chair of the Board of Trustees and two Council members who will be elected by Council. The Nominations Panel shall be chaired by the Chair of the Board of Trustees.

The Nominations Panel will be supported by the Chief Executive and Governance Officer.

### **8.3. Process**

The Nominations Panel shall seek nominations from Council to the role of Vice President and Honorary Treasurer. The Panel will consider all nominations and draw up a list to recommend to Council prior to nominating a candidate for election at a

general meeting. If there is more than one candidate proposed by the Nominations Panel for a role, the Council will be asked to vote via a ballot.

For all other Trustees roles, including Chair of the Board of Trustees, Chair of Appian and the Chairs of Strategic Board, but excluding up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine, the Nomination Panel will seek nominations from Council and draw up a list to recommend to Council for election. If there is more than one candidate proposed by the Nominations Panel for a role, the Council will be asked to vote via a ballot.

## **9. 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.

### **9.1. MINUTES**

#### **a) Minutes**

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

#### **b) 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.

A copy of the approved minutes is 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, working groups and networks	5 years

#### **c) 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.

#### **d) 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 ensuring that members can 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.

## **9.2. VOTING**

### **a) 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 normally be by show of hands. This also applies when members join a meeting electronically that enables everyone at the meeting to speak, to see and hear each other, then a show of hands will be accepted.

### **b) 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/she voted before.

### **c) 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.

## **9.3. 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/her name in the attendance book or on the attendance sheet provided for that purpose. If a Member is participating electronically, then the Chair or Board Secretary of the meeting shall record the member's name on the sheet provided.

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

## **9.4. 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 200 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 the Institution's journal and on the Institution's website.

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

## **10. 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.

### 10.1. 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 Institution's 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).

### 10.2 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,

### 10.3. 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 Institution's 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, working groups and networks are provided with full secretariat support as appropriate
- e) To provide guidance and support to all Regions/Nations, to ensure their well-being and that they uphold the status of the Institution.

### 10.4. 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 GDPR 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.

## **11. FINANCIAL REGULATIONS**

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

CIHT is a registered charity in England and Scotland and Republic of Ireland. As such it is required to carry out all of its business in conformity with all relevant charity's 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 Appian Trading Limited is registered as a limited company. Returns are made on behalf of the company to Companies House.

The CIHT Financial Regulations provide a framework to ensure a reliable system of internal control is in operation. The Regulations ensure that the institution;

- is financially viable and sustainable
- has effective financial controls over the use of public funds and other funds
- complies with relevant legislation
- safeguards its assets
- achieves value for money

All staff and volunteers holding positions of office are personally responsible for familiarising themselves with the Financial Regulations and ensuring that they comply with them.

The decisions of the Boards must 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 Corporate and Business Services.

## **12. CONFLICTS OF INTEREST**

All members of the Institution are required to adhere to the Institution's policy and procedures on Conflicts of Interest. The Policy (and associated procedures) is published on the Institution's website and is also available by request from the CEO and Director of Corporate and Business Services.

The purpose of the policy is to protect the integrity of CIHT's decision-making processes, to enable stakeholders to have confidence in the Institution's integrity, and to protect the integrity and reputation of those involved.

Trustees have a legal obligation to act in the best interests of the Institution, in accordance with CIHT's governing documents, and to avoid situations where there may be a potential conflict of interest. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

Conflicts of interests may arise where an individual's personal, business or family interests and/or loyalties conflict with those of CIHT.

Failure to disclose conflicts of interest:

Where members do not identify or properly respond to a conflict of interest, there can be serious consequences for the affected individual(s), the Institution, and public trust and confidence in charities generally. Where members have acted outside the terms of the Institution's governing document or the law, their decision may not be valid. It could be challenged by the Charity Commission or by an interested party/stakeholder.

Where there is a deliberate intent to exploit a conflict of interest it may be viewed as a type of fraud. The legal and regulatory consequences of such will largely depend on the nature and severity of the conflict, its impact on the Institution, and the ability of the Trustees or Council to remedy the situation and operate in line with their duties.

A member who deliberately fails to disclose a conflict of interest may be subject to disciplinary action under CIHT's Code of Professional Conduct.

## **13. REGIONS AND NATIONS REGULATIONS**

Each Region or Nation is required to operate within the following regulations which are included in the Regions and Nations handbook.

### **13.1. Membership**

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

### **13.2. Objects**

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

### **13.3 REGION or NATION Committee**

The Region or Nation shall be managed by a Committee consisting of a Chair, one or more Vice-Chairs, a Secretary and a Treasurer (referred to hereafter as "the Officers"), and not less than four or more than fifteen elected members.

The Chair, Vice-Chair and at least 75% of the elected members must be voting 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/Communication Officer shall be appointed annually from the Committee.

Regions and Nations are encouraged to include at least two Emerging Professional members on the Committee.

Regions and Nations are encouraged to set up a separate regional Emerging Professional Group.

Subject to the exceptions listed below, no other member has the right to attend Committee meetings other than appointed ex-officio members.

### **13.4. Elections**

The election of officers and committee members should comply with the Governance Guidance approved by the Board of Trustees and included in the Regions and Nations handbook.

Any member of the Committee may resign by giving notice to the Region/Nation 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.

### **13.5. Ex-Officio Members**

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

### **13.6. 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 the Institution's journal. The quorum for the AGM must be a minimum of ten voting members of the Region or Nation.

### **13.7. 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 Region or Nation 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 a vote is required on a motion to appoint Region or Nation Officers or Committee membership 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 Committee shall organise the written ballot.

#### **a) Process for written ballot**

Where there are two or more candidates for positions of Region or Nation Officers or Committee membership, the Secretary shall send to each voting member of the Region or Nation 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, either via hard copy or electronically. 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 Chair 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.

### **13.8. Council Representation**

#### **a) UK Regions or Nations and Republic of Ireland**

Each English Region of the Institution shall elect to Council one voting member who shall be a member of the Region and have an address in the area for which he or she is elected.

Each UK Nation and the Republic of Ireland shall elect to Council up to two voting members who shall be members of the Nation and have an address in the area for which he or she is elected.

All voting members registered in the Region or Nation area shall be entitled to vote in a Region or Nation member election. The elected member(s) 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 Region or Nation.

The Committee should encourage members to stand in Region or Nation and Ordinary member elections.

If a Region or Nation member so elected ceases to reside in the Region or Nation 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.

#### **b) Overseas Regions or Groups**

Any formerly established Region or Nation or Group outside the UK (excluding the ROI) is entitled to send any nominated member in the UK at the time of the meeting to attend Council as its representative. Overseas Regions or Nations or Groups are invited to send a representative to the Region and Nations Officers' Conference. The Region or Nation or Group 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.

### **13.9. 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.

The Chair, or in his or her absence a Vice-Chair 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 Chair of the meeting. In the event of a tied vote, the Chair shall have a second casting vote.

The Committee shall, in addition to administering the affairs of the Region or Nation generally, receive and act upon any instructions from the Institution's Board of Trustees or 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.

#### **13.10. Chair**

The Chair 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 Chair.

#### **13.11. Secretary**

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

The Secretary shall conduct all necessary correspondence for the Region or Nation, issue notice of meetings, prepare agendas and carry out all duties as allocated by the Committee in accordance with CIHT's GDPR policy.

#### **13.12. Region/Nation Treasurer**

The Treasurer shall be responsible for ensuring that the financial affairs of the Region or Nation are conducted wholly in accordance with CIHT's Financial Regulations.

#### **13.13.**

#### **13.14. Membership and Recruitment**

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

#### **13.15. Web/Communication Officer**

The Web/Communications Officer shall be responsible for liaising with the Institution's staff to provide up to date information for the Region's or Nation's website.

#### **13.16. Special General Meeting**

A Special General Meeting may be called either by the Committee, or at the request in writing of any twenty Region or Nation 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.

### **14. CONDUCT OF MEMBERSHIP**

The Code of Professional Conduct published by the Board of Trustees, 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, including the right of appeal against a decision.

All members of the Institution are required to act with accuracy and rigour; honesty and integrity; respect for life, law and the public good and be responsible leaders.

In respect of any member who in the opinion of the Board of Trustees fails to comply with the Code of Professional Conduct or who otherwise contravenes the provisions of the Charter or Byelaws, the Board of Trustees may:

- i. Warn the individual as to his or her future conduct; or
- ii. Reprimand him or her; or
- iii. Suspend him or her from membership of the Institutions for such period as the Board of Trustees shall determine; or
- iv. Terminate his or her membership forthwith or from such date as the Board of Trustees shall specify.

### **Suspension and Permanent Expulsion**

In the case where the Board of Trustees decision to suspend or terminate membership of a person from the Institution is confirmed:

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.

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.