

CQI Advisory Council: Terms of Reference

1. Purpose and Scope

1.1. The CQI Advisory Council (AC) represents the broad scope of the Institute's stakeholders and has the following primary roles:

- To elect and maintain an effective Governing Body (the CQI Board of Trustees)
- To act as a consultative body and provide advice
- To act as a guardian for integrity and ethics
- To ensure the Board progresses the activities of the CQI consistent with the best interests of the profession and the profession's stakeholders
- To maintain an overview of CQI governance policies, procedures and practices with respect to the Institute's Royal Charter and Bye-laws, and UK legislation (particularly concerning charities).

1.2. Reference to voting members refers to those members of the Institute who are entitled to vote i.e. Members and Fellows.

2. Accountabilities

2.1. The AC is accountable to membership and relevant stakeholders e.g. learning providers, government, staff, volunteers, etc.

3. Duties

3.1. The AC will elect members of the Board, except those co-opted by the Board in accordance with the Charter and Bye-Laws. The AC may remove any members of the Board in accordance with the Charter and Bye-Laws.

3.2. As an 'advisory body' the AC will:

- Provide the Board with advice on matters relevant to its remit as a Chartered Institute
- Provide advice on how the Institute can work in partnership with relevant stakeholders
- Provide specialised input based on areas of expertise to the development and implementation of strategic plans and by offering input and feedback on CQI projects, campaigns and products
- Be receptive to the diverse opinions, ideas and proposed solutions of people across cultures and groups within and beyond the broader Institute membership
- Promote awareness of the AC and its role among members
- Recommend areas of Quality Management research to the Institute

3.3. As an appeal body, the AC will hear appeals from Board members who have been removed from the Board by other members of the Board.

3.4. The AC will review its performance via the dashboard which contains the metrics that enable the primary roles described in 1.1 to be carried out.

3.5. The AC will establish a process, to advise the Board of Trustees on the efficacy of the Institute's governance arrangements (against the Charter, Bylaws and Hallmarks of an Effective Charity) at intervals not longer than eighteen months, and to advise the Board of Trustees on proposed changes to the Institute's governance arrangements.

4. Constitution of AC Membership

4.1. The Chair and Vice Chair of the AC will be voting members of the CQI and elected by the AC in compliance with formal nomination procedures.

4.2. The membership of the AC will be made up as follows:

- The Chair, Vice Chair and Secretary
- One voting member for each region appointed by their region
- Not more than 12 national voting members elected by national ballot
- Up to 12 representatives from the Institute stakeholder organisations
- Invited SIG Chairs at specific meetings to present progress reports

4.3. In determining the balance of membership of the AC, consideration should be given to each of the following requirements:

- To have a broad range of experience and wisdom available to create 'blue sky' thought and ideas
- An effective representation of the stakeholder community
- To have the standing, tact and range of expertise to hold the Board to account

4.4. The AC may, by a vote of not less than three quarters of members present and being a majority of current AC membership, remove members who:

- Consistently do not contribute to the work of the AC (at the discretion of the Chair)
- Demonstrate attributes contrary to those required in the CQI Code of Conduct

4.5. A member of the AC may not be a Board Member.

5. Tenure of AC Members

5.1. AC members will serve three year terms unless they resign in the interim or are co-opted into a specific role which would extend their tenure for up to a further three years.

5.2. The tenure of Chair and Vice Chair is fixed at three years with both being able to stand for re-election.

5.3. All resignations will be recorded.

5.4. The use of proxies to represent AC members who are not able to attend meetings is not permitted.

6. Meetings

- 6.1. Meetings will be scheduled as required by the Executive, or as directed by the Chair, but in any case no less frequently than twice per year.
- 6.2. The quorum will be at least one third of the current AC membership.
- 6.3. The AC will provide secretarial support for minutes and document distribution.
- 6.4. Meeting agendas will be determined by the Chair in consultation with other AC members, the Board Chair and CEO as deemed appropriate.
- 6.5. Relevant papers will be distributed with an agenda in advance of meeting which will take place on agreed dates.
- 6.6. The AC, through the Chair, may invite anyone to attend meetings.
- 6.7. In general issues will be resolved by consensus. The AC will only undertake voting to resolve issues where a consensus cannot be achieved. Voting will be decided by a simple majority of voting members present. The Chair of the meeting has the casting vote.
- 6.8. Attendance may take place electronically, physically or by conference call.

7. Responsibilities of Members

- 7.1. Members at all times will demonstrate attributes of integrity, honesty and openness and will declare wherever relevant any commercial or other interests material to discussions or decisions.
- 7.2. All information forming part of the proceedings of the AC will be considered as confidential and all members will sign and be bound by a confidentiality agreement with the Institute.
- 7.3. AC members will actively participate within Advisory Council.

8. Changes to these Terms of Reference

- 8.1. The AC will review its terms of reference upon the election of a new Chair and agree changes in consultation with the Board.