

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 for a fair and equitable arbiter of 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

1.2. Voting members of the Institute, i.e. those entitled to vote, are Members and Fellows.

2. Accountabilities

2.1. The AC is accountable to the membership and to the relevant stakeholders represented.

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 against metrics set to demonstrate that the primary roles, as, described in 1.1 are being carried out.

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. The Chair and Vice Chair are council appointments in their own right and as such the holders of this post will relinquish their position as elected, co-opted, Stakeholder or regional representative.

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

- The Chair and Vice Chair.
- One voting member for each region, appointed by their region.
- Not more than 12 national voting members, elected by national ballot
- Up to 6 representatives from the Institute stakeholder organisations or Co-Opted Members.
- 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 the ability and aptitude 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 voting members present and being a majority of current AC membership, remove members who:

- Do not attend meetings regularly or who have not apologised with a good reason for non-attendance. Members who do not attend 3 meetings in succession without good reason will be asked to resign
- Demonstrate attributes contrary to those required in the CQI Code of Conduct and section 7 of these terms of reference.

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

5. Tenure of AC Members

5.1. AC members will serve 3 x 3 year terms unless they resign in the interim or are elected into a specific role which would extend their tenure for up to a further 3 years.

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

5.3. All resignations will be recorded and 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.
- 7.4. AC Members must allow others speak or express an opinion, be punctual for sessions and not incurring excessive unreasonable expenses

8. Changes to these Terms of Reference

- 8.1. The AC will review its terms of reference at least following the election or re-election of a Chair and agree changes in consultation with the Board.