

Board Terms of Reference

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Change Record	<p>March 2020: Foot note clarifying chartered members are voting members removed. CEO and Director General Language Clarified. Para 4.1 Governance – ‘when outside policy limits’ added to approval of membership fees.</p>

Board Terms of Reference

1. Context

- 1.1 The Chartered Quality Institute's core purpose as defined in our Royal Charter is "to benefit of the public, to advance education in, knowledge of, and the practice of, quality in industry, commerce, the public service, and the voluntary sector."
- 1.2 The CQI Board of Trustees (the Board) is the Institute's primary governance body responsible for setting strategy for the CQI in the interest of advancing its core purpose and in the interest of its members and stakeholders, and for the CQI's compliance with statute and regulation.
- 1.3 The Board is supported by committees of the Board as described in the CQI Framework for the Management of Corporate Governance. The Executive Team provide input to Board meetings as determined by the Chief Executive. Members of the Executive Team are non-voting contributors to this committee.

Reference Documents:

- CQI Royal Charter
- CQI Framework for the Management of Corporate Governance
- CQI Framework for the Management of Risk

1 Purpose and Scope

- 1.1 The purpose of the Board is
 - To govern and control the CQI and its affairs, consistent with the requirements as laid out in the Royal Charter and consistent with relevant statute.
 - To set strategy and policy and approve and monitor the efficient and effective implementation.
 - To manage the CQI's exposure to risk.
 - To be the custodian of the Royal Charter, the Bye-Laws and Regulations.
- 1.2 The Chief Executive, supported by the Executive team and appointed advisors, is responsible for the delivery of the strategic plan and the operational management of the CQI.

2 Accountabilities

- 2.1 The Board's accountabilities are as described in the Institute's Charter and Bye-Laws.
- 2.2 The Board (its members, jointly and severally) is accountable for compliance with all relevant statutory legal and Charity Commission requirements.
- 2.3 The Board is accountable to the members* of the institute via the Annual Report and Annual General Meeting.

*Reference to voting members refers to those members of the Institute who are entitled to vote, namely Members and Fellows.

3 Duties

- 3.1 The duties of the Board are as follows:

Leadership and Context

- Monitor trends and changes in the external environment to inform the CQI strategy and plans.
- Approve CQI strategy and plans.
- Approve operating plans and budgets in line with purpose, strategy and reserves policy.
- Appoint and review performance of the CEO.

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- Set the tone for the culture of the CQI through board behaviours.
- Review annually board and individual trustee performance in discharging its purpose, accountabilities and duties, including these terms of reference.

Governance

- Approve the governance structure of the CQI in line with purpose and strategy and in compliance with the requirements of the Charity Commission and good governance practice, delegating authority and responsibilities to sub-committees and as required, and holding these sub-committees to account.
- Approve the CQI's Reserves Policy.
- Approve and review the Code of Conduct policy for the Institute's members and certified auditors and oversee the process for handling reported misconduct of the Institute's members and certified auditors, handling appeals that arise from this process.
- Approve the Annual Trustees report and statutory accounts, and convene and administer the Annual General Meeting and any extraordinary general meetings of the Institute.
- Appoint a President of the Institute and a Chair and Honorary Treasurer to the Board.
- Approve authorities delegated to the CEO through the Authorisation Policy.
- Approve policies and guidelines for staff remuneration and benefits.
- Approve CQI membership fees when outside policy limits.
- Approve affiliations or associations with other persons or organisations.

Assurance

- Review the risk landscape of the CQI and ensure that appropriate mitigations and responses are in place in line with the Framework for the Management of Risk.
- Review financial performance and ensure the financial stability of the CQI, including the management of reserves and other assets.
- Review the appointment and commissioning of financial auditors ensuring they are competent and that they carry out an annual audit in accordance with statutory regulations.
- Review operational management of the CQI to monitor the performance of the Executive and through the CEO to hold the Executive to account.
- Review management and performance of professional networks (branches, regions, special interest groups and other groups).

Improvement

- Approve investment spend and plans in line with the CQI strategy and monitor delivery and benefit realisation.

4 Constitution of Board Membership

- 4.1 The Board shall consist of no more than ten voting members elected by the Council and serving in accordance with the Regulations; and up to three persons co-opted by the Board in accordance with Regulations.
- 4.2 The Chair and Honorary Treasurer are elected by the Board from amongst the members of the Board: the Honorary Treasurer will act as the vice chair in the absence of the Chair.
- 4.3 In determining the balance of membership consideration is given to the appropriate set of competencies and behaviours to deliver the outcomes of the Board.
- 4.4 The Board may remove members of the Board under clause 25 of the Bye-Laws.
- 4.5 A member of the Board may not also be a member of Council.

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5 Tenure of Board Members

- 5.1 Board members shall serve a maximum of three consecutive three-year terms unless they resign in the interim; where expiry of the three-year period does not coincide with the Institute AGM it shall, by default, be extended until the next AGM.
- 5.2 Board Chair and Honorary Treasurer shall serve a maximum term of two three-year terms in these roles or until his/her tenure of office expires in line with 6.1.
- 5.3 All resignations shall be recorded.
- 5.4 The use of proxies to represent Board members who are not able to attend meetings is not permitted.

6 Meetings

- 6.1 Meetings shall be scheduled as required by the Executive, or as directed by the Chair at a frequency to ensure that the business and responsibilities of the board can be properly discharged.
- 6.2 The quorum shall be five of which a majority shall be voting members.
- 6.3 The Executive shall provide a secretary responsible for proposing and agreeing agendas, calling meetings, distributing papers and maintaining records and formal minutes.
- 6.4 Relevant papers shall be distributed with an agenda in advance of each meeting, which shall take place on agreed dates.
- 6.5 The Board, through the Chair, may invite anyone to attend meetings.
- 6.6 Meetings may take place electronically, physically or by conference call. Voting shall be decided by a simple majority of members participating. The Chair of the meeting has the casting vote.

7 Responsibilities of Members

- 7.1 Leadership: members shall provide strategic leadership in line with the CQI's purpose, aims and values, and shall actively promote the CQI through their external activities.
- 7.2 Purpose & Aims: members shall ensure the CQI's strategy delivers according to its Royal Charter purpose effectively and sustainably.
- 7.3 Integrity: members shall act with integrity, adopting values and creating a culture which help achieve the CQI's purpose, declaring wherever appropriate any commercial or other interests material to discussions or decisions.
- 7.4 Risk: members shall act with reasonable skill and care to make sure that: decision-making is informed, rigorous and timely; that effective delegation, control and risk assessment and management systems are set up and monitored; that the CQI complies with its Royal Charter.
- 7.5 Teamwork: members shall work as an effective and diverse board team, using specific skills, knowledge or experience to help the board reach sound decisions in the best interest of the CQI, maintaining constructive relationships with all members of Board and the Executive, and fulfilling such other duties and assignments as may be required from time to time by the Board.
- 7.6 Personal Development: members shall take part in training / development provided for the benefit of the Board members and Board performance reviews with the aim of improving personal and board effectiveness.
- 7.7 All information forming part of the proceedings of the Board shall be considered as confidential and all members shall sign and be bound by a confidentiality agreement with the Institute.

8 Changes to these Terms of Reference

- 8.1 The Board will review its terms of reference annually and agree changes to these Terms of Reference.