A framework for the management of corporate governance

Document reference number: **GAI.FW.138.06**

Contents

Revision history 1

1.0 Context 3

1.1 What is Corporate Governance? 3

1.2 Principles of this Framework 3

1.3 Stakeholders for the CQI's Corporate Governance 3

2.0 Purpose 3

2.1 Corporate Governance Structure Overview 4

3.0 Key Committees and Associated Documents 5

4.0 Measurement of Framework effectiveness 9

Revision history

Revision number	Description	Revised by	Date and time
0	Original document	GRC	20/11/2018
1	Addition and deletion of obsolete and new governance documents. Added new column for ownership. Minor Change.	GRC	29/05/2019
2	Addition of branch and regional governance documents. Minor change.	GRC	20/11/2019
3	Addition and deletion of obsolete and new governance documents. Minor Change.	GRC	09/12/2020
4	Addition and deletion of obsolete and new governance documents. Amend the charity governance code principles.	GRC	08/12/2021

	Minor Change.		
5	Addition new governance documents. Change of approvals from Board to GRC for some documents. Update to MC responsibilities. Minor Change.	GRC	07/12/22
6	Update to reflect the change from the MC to the new CQI Council.	GRC	14/06/2023

Approved by: Chartered Quality Institute's (CQI) Board of Trustees

Date:14/06/2023

1. Context

This **Framework for the Management of Corporate Governance** provides the foundations and arrangements for managing Corporate Governance across the CQI.

1.1 What is Corporate Governance?

Corporate Governance is the set of relationships between the CQI's board, executive, members, and other stakeholders which provides the structure through which the objectives of the CQI are set, and the means of attaining those objectives and monitoring performance are determined.

1.2 Principles of this Framework

This framework is based on the seven principles defined in *the Charity Governance Code for Larger Charities*.

- Organisational purpose
- Leadership
- Integrity
- Decision-making, risk, and control
- Board effectiveness
- Equality, diversity, and inclusion
- Openness and accountability

1.3 Stakeholders for the CQI's Corporate Governance

The Board of Trustees – Require confidence that CQI governance is maintained and fit for purpose to deliver on stakeholder and strategic requirements.

Society – Requires the CQI to demonstrate good corporate governance.

The Charity Commission - Requires compliance with Charity law and the *Charity Governance Code.*

The Privy Council – requires compliance to the CQI's *Royal Charter & Byelaws*.

Members – Require confidence that CQI governance is transparent, maintained and fit for purpose.

Volunteers - Require confidence that CQI governance is transparent, maintained and fit for purpose.

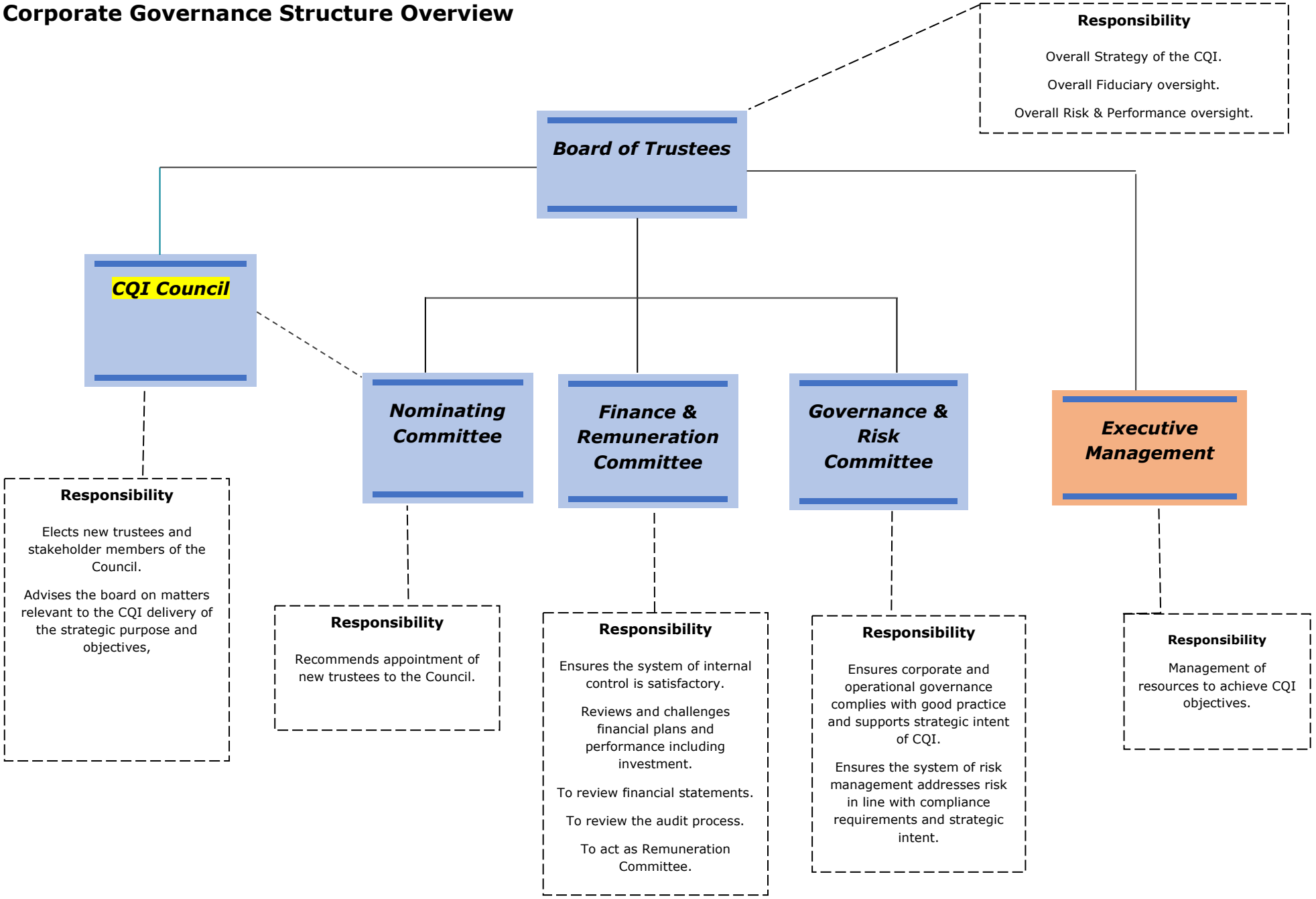
Employees - Require clarity over the interface between corporate and operational governance.

2. Purpose

Maintaining and Improving CQI Corporate Governance

The CQI Governance and Risk Committee (GRC) reviews the effectiveness of the CQI's corporate governance against this document, the CQI Royal Charter and the Charity Governance Code*,* on behalf of the Board of Trustees and makes recommendations for improvement as required, including to this document.

.2.1 Corporate Governance Structure Overview



Key Committees and Associated Documents

Committee		**Document**	**Owner**	**Approver**
External	CQI0036	Royal Charter	Royal Charter	Privy Council
Board of Trustees	CQI0076	Board of Trustees Terms of Reference	Board of Trustees	Board of Trustees
	CQI0078	Honorary Treasurer Terms of Reference	Board of Trustees	Board of Trustees
	CQI0079	CEO Role Description	Board of Trustees	Board of Trustees
	CQI0080	President Terms of Reference	Board of Trustees	Board of Trustees
	CQI0093	Board of trustee Management of Conflict-of-Interest Policy	Board of Trustees	Board of Trustees
	CQI0137	CQI IRCA Professional Code of Conduct	Board of Trustees	Board of Trustees
	Regulation 7	Practitioner member (PCQI) Regulation	Board of Trustees	Board of Trustees

	Regulation 8	General Meetings Regulation	Board of Trustees	Board of Trustees
	Regulation 9	Membership fees Regulation	Board of Trustees	Board of Trustees
	Regulation 11	Retired Grades Regulation	Board of Trustees	Board of Trustees
	Regulation 12	Disciplinary and Appeal regulation	Board of Trustees	Board of Trustees
Finance & Remuneration Committee	CQI0014	Authorisation Policy	Finance & Remuneration Committee	Board of Trustees
	CQI0092	Finance & Remuneration Committee Terms of Reference	Finance & Remuneration Committee	Board of Trustees
	CQI0094	Reserves Policy	Finance & Remuneration Committee	Board of Trustees
	CQI0097	Investment Policy	Finance & Remuneration Committee	Board of Trustees
	Regulation 10	Appointment of Auditors	Finance & Remuneration Committee	Board of Trustees
Governance & Risk Committee	CQI0095	Governance & Risk Committee Terms of Reference	Governance & Risk Committee	Board of Trustees
	GAI.FW.138	Framework for the Management of Corporate Governance	Governance & Risk Committee	Board of Trustees

	GAI.FW.079	Framework for the Management of Risk	Governance & Risk Committee	Board of Trustees
	Qual.FW.88	Framework for the Management of Improvement	Governance & Risk Committee	Governance & Risk Committee
	PF.FW.140	Data protection & privacy framework	Governance & Risk Committee	Governance & Risk Committee
CQI Council				
	CGOV.TOR.XXX	CQI Council Terms of Reference	CQI Council	Board of Trustees
	CQI0120	Election of Council Chair and Vice Chair	CQI Council	CQI Council
	CQI0121	CQI Volunteer policy	CQI Executive	Governance & Risk Committee
	CQI0122	CQI Volunteer agreement	CQI Executive	Governance & Risk Committee
	CQI0126	Terms of Reference for the Regional Steering Committees	CQI Executive	Governance and Risk Committee

	CQI0127	Terms of Reference for the Branches	CQI Executive	lGovernance & Risk Committee
	CQI0128	Framework for the governance of Special Interest Groups	Professional Networks	Governance & Risk Committee
	CQI0141	Terms of Reference for Special Interest Groups	Professional Networks	Governance & Risk Committee
	CQI0064	Appointment of Nominating Committee Members	Board of Trustees	Board of Trustees
	CQI0131	Branch Chair - Role Description	Professional Networks	CQI Executive
	CQI0133	Branch General Committee Member Role Description	Professional Networks	CQI Executive
	CQI0134	Branch Secretary - Role Description	Professional Networks	CQI Executive
	CQI0136	Branch Vice-Chair Role Description	Professional Networks	CQI Executive
	CQI0140	At Risk Network Reaction Process	Professional Networks	CQI Executive

Nominating Committee	CQI0075	Nominating Committee Terms of Reference	Nominating Committee	Board of Trustees

	CQI0061	Appointment of Trustee Process	Nominating Committee	Board of Trustees
	CQI0138	Trustee Re-Election process	Nominating Committee	Board of Trustee
	CQI0139	Trustee Development Process	Nominating Committee	Board of Trustees
	CQI0142	Standards Coordination Committee Terms of Reference	Executive Director of Policy	Executive Director of Policy
	CQI0070	Code of conduct complaint handling and appeal process	Executive	Chair of the Board

3. Measurement of Framework effectiveness

This framework will be reviewed annually by the CQI Governance Review Committee and effectiveness will be measured by the number of corporate governance documents past their review date.