

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

### **1. Membership Council**

The Membership Council forms part of the CQI governance and stakeholder management structure, see Appendix 1.

### **2. Definitions and abbreviations**

For the purposes of this document, unless otherwise stated, the following terms are defined as:

- CQI: refers to both CQI and IRCA brands
- Membership: all grades of CQI members and IRCA certificated auditors
- Membership networks: any network of members identified as falling within the scope of this group including but not limited to the Next Generation Network (NGN)
- Membership Council: the CQI Membership Council referred to in the CQI Royal Charter as the Advisory Council
- Board: the CQI Board of Trustees
- CQI Executive: paid staff of the CQI
- Code of Conduct: the CQI and IRCA Professional Code of Conduct
- Regional Steering Committees – the CQI branch network is divided into geographical regions, each of which is overseen by a steering committee
- Special Interest Group (SIG): A formal, member-led group of quality professionals, united by a common sphere of interest, and acting on behalf of the CQI to advance the practice of quality in their sphere and to support the CQI.

### **3. Purpose**

The Membership Council exists to:

- a) Manage appointment and removal of CQI Board of Trustees in line with the CQI Royal Charter and Bye-laws, ensuring the Board adheres to the Charter and Bye-laws
- b) Ensure the good governance and operation of the CQI branch network, SIG network and any other membership networks.
- c) Hear appeals relating to breaches of the Code of Conduct
- d) Advise the Board and/or the executive on matters relevant to the membership.

### **4. Accountability**

The Membership Council is accountable to the Membership for item 3a above  
The Membership Council is accountable to the Board for items 3 b, c and d above.

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

### **5. Duties**

The Membership Council will:

- a) Elect members of the Board, except those co-opted by the Board, in accordance with the Charter and Bye-laws. The Membership Council may remove any members of the Board in accordance with the Charter and Bye-laws
- b) Provide direction and support to the branch network, ensuring that branch activities align with CQI strategy, providing assurance to the Board that there is appropriate regional CPD provision for the membership.
- c) Provide direction and support to the SIG network, ensuring that the SIG activities align with the CQI strategy, they are fulfilling their core objectives and their activities are of benefit to the wider membership.
- d) Provide an interface between the CQI Executive and members
- e) Provide a mechanism for members to influence CQI strategy and objectives, and contribute to its success
- f) Develop the competence and commitment of volunteer members of the regional, branch, SIG and other membership committees and provide them with support, direction, and opportunities to continue their professional development

### **6. Constitution of Membership Council**

The membership of the Membership Council will be made up as follows:

- a) A Chair and Vice Chair will be elected by the Membership Council from members of the Membership Council
- b) All members of the Membership Council will be current members of either the CQI and/or IRCA
- c) All votes will be conducted in accordance with the Charter and Bye-laws
- d) The Membership Council will consist of up to 15 members to include:
  - i. The Chairs of each Regional Steering Committee unless the Membership Council Chair or Vice Chair is from a Regional Steering Committee in which case that region should nominate another representative. In extreme circumstances, at the discretion of the Chair, a deputy may be appointed to represent a region.
  - ii. Representation from the SIG network
  - iii. Representation from membership networks

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

- iv. The remaining members to be selected from the full membership based on competence as defined in the Membership Council competence framework and ability to meet the requirements as defined in the Membership Council member role description.
- e) The Membership Council may, by a vote of not less than three quarters of members in attendance, and being a majority of the current Membership Council membership, remove members who:
  - i. Consistently do not contribute to the work of the Membership Council (at the discretion of the Chair)
  - ii. Demonstrate attributes contrary to those required in the CQI Code of Conduct or this document
- f) A member of the Membership Council may not be a CQI Trustee.

### **7. Tenure**

- a) Members shall serve no longer than three consecutive three-year terms subject to re-selection after each term.
- b) The Chair and Vice Chair shall serve for three years, with both being able to stand for re-election for a second term.

### **8. Activities**

- a) The Membership Council will meet approximately four times a year, as required by the CQI Executive, Board or as directed by the Chair
- b) The quorum shall be seven of which a majority shall be voting members
- c) Secretariat support will be provided by the CQI Executive, including minute-taking and document distribution
- d) Meeting agendas will be determined the Chair and CQI Executive
- e) Agendas and related papers will be circulated at least 5 days in advance of meetings and meeting minutes ideally produced within 2 weeks
- f) None of the information forming part of the proceedings of the Membership Council will be considered confidential unless explicitly identified by the Chair or CQI Executive.

### **9. Responsibilities of members**

Members of the Membership Council will be expected to:

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

- a) Ensure regular and effective attendance and contribution to the Membership Council. Attendance should be in person or, at the discretion of the Chair, attendance may be facilitated by video-linking, teleconferencing or other remote-linking technology.
- b) Attend, and participate in Regional and, where appropriate, Branch meetings to provide advice, support and motivation. (Not required for co-opted members.)
- c) Follow up on actions that have been delegated by the group as defined by the action completes actions after meetings within the required timescale.
- d) Represent the CQI and the Quality profession, both internally and externally to the CQI, when required, in support of its vision, mission and strategy. They should have an understanding of, and support, the mission of the CQI, the charter and public benefit, maintaining a good understanding of our products and services. Where possible they should express a vision for the CQI that inspires and motivates.
- e) Ensure that CQI strategy, policy and plans are communicated effectively to members via the branches, SIGs and other membership networks.
- f) Align branch and regional events and activities to the CQI strategic aims and objectives.
- g) Align SIG activities and other membership networks to the CQI strategic aims and objectives.
- h) Provide a channel for the views of members to be communicated to the Board.
- i) Abide by the CQI Code of Conduct against which they may be held to account.
- j) Adhere to the CQI Volunteer Expenses Policy.

### **10. Meeting protocol**

Members of the Membership Council will be expected to discharge these duties through:

- a) Contributing effectively and actively to the work of the Membership Council.
- b) Preparing appropriately for meetings, including reading all relevant papers.
- c) Listening and contributing to debates and volunteers for additional activities.
- d) Being willing and able to constructively challenge ideas while maintaining a professional and respectful attitude.
- e) Understanding the need to be open to new ideas.
- f) Respecting the sensitivity and confidentiality of proceedings as required-
- g) Declaring any conflicts of interest (or what could be perceived as a conflict of interest) at the beginning of any meeting or as they arise.

## **CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---

- h) Maintaining good ethics.
- i) Accepting accountability for actions.
- j) Participating in CPD.

### **11. Competence**

Members of the Membership Council should be able to:

- a) Understand and communicate CQI strategy, policy and plans.
- b) Communicate effectively with:
  - i. The branch, SIG and membership network community
  - ii. The CQI executive
  - iii. The CQI volunteer network
  - iv. The wider Membership
  - v. Those outside the profession

### **12. Changes to Terms of Reference**

The Membership Council will review its performance against the current terms of reference annually and agree any resulting changes in consultation with the Board of Trustees and CQI Executive.

**CQI MEMBERSHIP COUNCIL - TERMS OF REFERENCE**

---