

Terms of Reference for the Professional Standards Board

As adopted by the Board on 24 September 2012

Definitions:

The following words shall have the meanings shown:

“Committee” shall mean the Professional Standards Board.

“Council” shall mean the CII Representative Council.

“Board” shall mean the CII's governing Board.

1. Membership

- 1.1. The Committee shall consist of up to 12 members appointed by the Chair.
 - 1.1.1. An independent Chair (i.e. lay meaning a person who is not and never has been a member or a student of the Institute and is not on any other committee, Council or the Board).
 - 1.1.2. Ex-officio:
 - 1.1.2.1. The Chief Executive
 - 1.1.2.2. The Chief Executive's Nominee
 - 1.1.2.3. The CII President
 - 1.1.3. Up to 8 industry or consumer representatives. Where such appointees are members of the Institute, they shall be chartered title holders.
- 1.2. At least one third of the Committee members should be chartered title holders.
- 1.3. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Only members of the Committee have the right to attend meetings of the Committee on a regular basis. Other individuals may be invited to attend all or part of any meeting by the Chair as and when appropriate.
- 1.5. Appointments to the Committee shall be for a term of up to three years, which may be extended for one further three year term, subject to reappointment by the Chair following a satisfactory performance appraisal and provided the member remains eligible throughout that period.

2. Secretary

2.1. The Company Secretary, or his nominee, shall act as the Secretary of the Committee.

3. Quorum

3.1. The quorum necessary for the transaction of business shall be one third of the total number on the Committee, or three members, whichever is the greater.

3.2. A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable by, the Committee.

3.3. The Committee may act notwithstanding any casual or other vacancy among its number.

4. Frequency of Meetings

4.1. The Committee shall meet at least three times each year and otherwise as required by the Chair.

4.2. If any Committee member does not attend 3 consecutive meetings without good cause, they may be removed from the Committee by the Chair in consultation with the Board.

5. Notice of Meetings

5.1. Meetings of the Committee, other than those regularly scheduled as above, shall be summoned by the Secretary of the Committee at the request of the Chair.

5.2. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, and any other person required to attend, no later than 5 working days before the date of the meeting.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

Copies edited for the sole purposes of preserving commercial confidentiality and other sensitivities, on such basis as the Committee sees fit shall be posted on the CII website.

7. Duties

- 7.1. To develop appropriate policy and standards for CII Members, including:
 - 7.1.1. professional conduct and trust, including professional complaints and disciplinary procedures,
 - 7.1.2. ethical conduct,
 - 7.1.3. competence.
- 7.2. To develop appropriate policy and standards for CII Institute Governance, including:
 - 7.2.1. accountability,
 - 7.2.2. diversity,
 - 7.2.3. consumer representation,
 - 7.2.4. transparency.
- 7.3. To monitor and review the CII standards to maintain relevance and effectiveness.
- 7.4. To communicate the above standards to Members and CII committees to encourage the highest possible level of compliance.
- 7.5. To promote professionalism and the adoption of high standards within the Industry, with Government, with Regulators and, most importantly, to Consumers.

7.6. To oversee the following Committees which have direct reporting responsibilities to the Professional Standards Board i.e.:

7.6.1. Qualifications, Examinations and Assessments Committee

7.6.2. Disciplinary Committee

7.6.3. Appeals Committee

7.7. Any decisions shall be taken on the basis of a simple majority. The Chair shall not have a casting vote.

8. Authority

8.1. The Committee shall be responsible for conducting its own affairs but at all times shall act in accordance with the Charter and Bye-laws of the Chartered Insurance Institute.

9. Reporting Responsibilities

9.1. The Committee Chair shall report to the Board of the CII not less than once each year and may report additionally in matters of urgency and importance on such other occasions as he sees fit.

9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3. The Committee shall make a statement in the annual report about its activities.

10. Other

10.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10.2. The non-executive members of the committee shall be entitled to meet without the executive members being present to review and discuss its role and operation.

10.3. The Chair shall attend Council meetings to advise Council members of the activities of the Committee.

10.4. The Committee is authorised to obtain, at the CII's expense, outside legal or other professional advice on any matters within its terms of reference.