



Terms of Reference for the CII Board

1. Purpose and Objectives

- 1.1 The CII Board is the Institute's governing body. It is responsible for promoting the long-term success of the CII by leading and developing its strategic direction as a public trust body and promoting, through the strategy, the CII's object to "secure and justify the confidence of the public...". It ensures that the CII has the financial and human resources, culture and internal controls in place to enable the CII to achieve its strategic aims, including through effective engagement with members and wider stakeholders.

2. Membership

- 2.1 Membership of the Board shall be in accordance with the Bye-Laws (30).
- 2.2 Members shall be appointed through a formal, rigorous and transparent procedure, for terms as follows:
 - a) Independent Chair shall be appointed for a term of up to three years, which may be extended, subject to Board approval on the recommendation of the Nominations & Remuneration Committee, for one further term of up to three years.
 - b) The President and Deputy President shall each serve a term from the close of the Annual General Meeting at which they are elected to the close of the Annual General Meeting in the following year.
 - c) Chairs of the Board's Standing Committees shall be appointed for a term of up to three years, which may be extended, subject to Board approval on the recommendation of the Nominations & Remuneration Committee, for one further term of up to three years.
 - d) Engagement Members shall be appointed for a term of up to three years provided the member remains eligible throughout that period.
- 2.3 The Board may co-opt Members or non-Members to attend meetings and advise on specific matters where the Board consider this necessary.

3. Secretary

- 3.1 The Company Secretary, or their nominee, shall act as the Secretary of the Board.

4. Quorum and Meetings

- 4.1 The quorum shall be 7 members, excluding co-opted members.
- 4.2 Except where otherwise required in the Bye-Laws, any decisions of the Board shall be taken on the basis of a simple majority.
- 4.3 The Chair shall not have a casting vote and in the event of an equality in voting, the motion shall be lost.
- 4.4 The frequency of Board meetings and its procedures shall be as the Board directs.
- 4.5 The non-executive members of the Board shall be entitled to meet in the absence of the executive

members.

5. Minutes of Meetings

- 5.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Board, including names of those present and in attendance.
- 5.2 Minutes of meetings shall be circulated promptly to all members of the Board.

6. Responsibilities

- 6.1 Responsibilities of the Board are detailed in the *Board Accountabilities* schedule, including those matters reserved for the Board and those that can be delegated to its Committees and the EMT.
- 6.2 The Board delegates the day to day management of the CII to the Chief Executive Officer and the EMT. The schedule of *Matters Delegated to the EMT* details these responsibilities.
- 6.3 The Board shall be responsible for its own affairs but shall at all times act in accordance with the Charter and Bye-Laws of the CII.
- 6.4 The Board will receive regular reports on the work of its Committees and the Chief Executive and EMT.
- 6.5 In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the CII.
- 6.6 The *Board Accountabilities* and *Matters Delegated to the EMT* schedules are subject to regular review by the Board.

7. Governance Matters

- 7.1 The Board is authorised to obtain, at the CII's expense, external legal or other professional advice on any matters, within the *Board Accountabilities* schedule or these Terms of Reference.

8. Glossary

The following words shall have the meanings shown:

“Board” shall mean the CII Board.

“Committee” or “Committees” shall mean the Standing Committees of the CII Board.

“Executive Management Team” (“EMT”) shall mean senior employees of the Institute designated as such by the Chief Executive.