



## **GOVERNANCE REGULATIONS**

**APRIL 2013**

**(Updated January 2018)**

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## **1. About the Chartered Institute's Governance**

1.1 CIEEM is governed by its members in accordance with the provisions laid down in its Constitution.

1.2 At the highest level, governance is undertaken through the work of the elected Governing Board acting on behalf of the membership. These Regulations set out the detailed governance structure and procedures as approved by the Governing Board.

## **2. The Governing Board**

### **2.1 *Terms of Reference***

2.1.1 The role of the Governing Board is to lead the Chartered Institute's strategic performance. The Governing Board's Terms of Reference are agreed as to:

- define the vision, mission, purpose and values of the Chartered Institute and ensure compliance with its governing instrument;
- approve policies, strategic plans, budgets and targets in order to achieve agreed objectives, and to monitor performance against them;
- ensure the solvency and financial strength of the Chartered Institute;
- undertake the Director's responsibilities of a Limited Liability Company including ensuring that the Chartered Institute complies with all relevant laws and regulations, financial or otherwise;
- appoint, manage and if necessary dismiss the Chief Executive Officer;
- approve remuneration policies generally and, specifically, the remuneration of the Chief Executive Officer and the Deputy Chief Executive Officer;
- ensure the provision of adequate accommodation and resources for the Secretariat team;
- have regard for the welfare of staff;
- set and maintain a framework of delegation, internal control, risk management and audit;
- agree or ratify all decisions on matters that might create significant risk to the Chartered Institute, financial or otherwise;
- draft new, or amend existing, regulations and bylaws relating to membership eligibility, professional standards, discipline and other such relevant matters for approval by the members and/or the Privy Council as appropriate;
- ensure that the Chartered Institute promotes the highest standards of professional conduct and practice;
- ensure that the Chartered Institute is responsive to external opportunities and challenges;
- ensure that the Chartered Institute is governed effectively;
- provide support and advice to the Chief Executive Officer;
- approve new candidates for Fellowship;
- appoint new Patrons of the Chartered Institute;
- agree positions on matters of external policy and strategic impact, including the creation of formal partnerships and memoranda of understanding;
- approve the establishment of Geographic Sections and other Special Interest Groups and to set the framework within which they operate;
- ensure a suitable candidate for President is offered for election at a general meeting when required.

## 2.2. **Composition**

2.2.1 The Governing Board is composed of a maximum of 12 Fellows or Full Members of the Chartered Institute as follows:

- *Honorary Officers:*
  - President (who is also the Chair of the Governing Board);
  - Vice-Presidents of England, Wales, Scotland and the island of Ireland;
  - Honorary Secretary;
  - Honorary Treasurer;

and

- *Ordinary Members:*
  - No more than five Fellows or Full Members representing the breadth of the profession.

2.2.2 The President-Elect will be expected to attend the Governing Board as an ex-officio member prior to taking up the role of President.

2.2.3 The Chief Executive Officer will attend meetings of the Governing Board, but is not a member. Other members of the Secretariat and of the Chartered Institute may also attend meetings as required by the CEO or invited by the President.

## 2.3. **Election and Service**

2.3.1 The role of the Board member is to:

- attend meetings of the Governing Board and participate in effective decision-making;
- serve as a Director of the Limited Liability Company, fulfilling all of the necessary legal requirements of a Director's role;
- comply with the Chartered Institute's guidance on governance, ensuring that they act in the best interest of the Chartered Institute when taking decisions;
- use their breadth of knowledge and experience to further the Chartered Institute's work;
- participate in performance management of the Governing Board, both collectively and individually;
- support the Geographic Sections through the provision of advice and help as well as by attendance at their annual members meetings where possible; and
- act as an ambassador on behalf of the Chartered Institute and its President.

2.3.2 All vacancies for Honorary Officer and Board member posts will be advertised to the members and nominations invited prior to a general meeting at which elections will be held.

2.3.3 The Honorary Officers will be elected and serve in accordance with the provisions set out in sections 3 – 6 of these Regulations.

2.3.4 Ordinary Board members will be elected by members' ballot in a general meeting. Board members can serve for two terms of three years unless they also serve as an Honorary Officer in which case they may serve for a maximum of ten years in total.

2.3.5 Candidate Ordinary Board members will be expected to complete a self-nomination form setting out their experience and skills in relation to the role. Their candidature must be proposed and seconded by Fellows and/or Full members of the Chartered Institute. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidates with the candidate(s) gaining the most votes being duly elected.

2.3.6 Should a vacancy for a Board member arise between annual general meetings the Governing Board may co-opt a member onto the Governing Board provided that an election to fill the vacancy is held at the next general meeting.

2.3.7 Non-attendance of any Board member at three consecutive Governing Board meetings may be accepted by the President as *de facto* resignation from the Board.

## **2.4 Meetings**

2.4.1 Meetings of the Governing Board will normally be held at least four times a year. These meetings may be attended in person or remotely by whatever means are made available and the Chair deems suitable.

2.4.2 A minimum of six members of the Board are required for a meeting to be quorate.

2.4.3 Minutes of the meetings, other than those of a confidential nature, will be placed on the members' area of the Chartered Institute's website once they have been approved by the Governing Board.

2.4.4 The President, as Chair of the Governing Board, may cancel a meeting if s/he judges that there is insufficient business for the Governing Board to meet, provided that there are no objections from any other members of the Governing Board. It is not permitted to cancel two consecutive meetings of the Governing Board.

2.4.5 The President may, if unable to attend a meeting, appoint another member of the Governing Board (usually a Vice-President) to chair the meeting on their behalf.

## **2.5 Induction and Performance**

2.5.1 Members of the Governing Board will follow an induction process agreed by the Governing Board and may be required to attend training relevant to their role.

2.5.2 The performance of the Governing Board collectively, and of the Board members individually, will be subject to regular appraisal according to a method approved by the Governing Board and implemented by the President.

## **3. The President**

3.1 The President of the Chartered Institute should be an experienced and distinguished individual who is highly respected by the membership and who can represent the Chartered Institute authoritatively in dealings with partners and stakeholders.

### 3.2 The President's role is to:

- provide leadership of the Governing Board and the Chartered Institute's members;
- chair the Governing Board, the Advisory Forum, the Fellows' Forum and general meetings of the Chartered Institute;
- have the casting vote in matters of decision-making or elections where the voting is tied;
- oversee the performance and effectiveness of the Governing Board;
- act as an ambassador and advocate for the Chartered Institute, attending events and meetings as appropriate;
- host events including receptions, conference dinners and meetings as required;
- manage the recruitment, performance and, if necessary, dismissal of the Chief Executive Officer; and
- provide advice and support to the Chief Executive Officer.

3.3 The President is elected by the membership in a general meeting and can serve a term of up to three years in the role. In addition, they will serve as an ex-officio member on the Governing Board for one year as President-Elect prior to taking up their office.

3.4 Candidates for the role of President will be expected to complete a form setting out their experience and skills in relation to the role and their aspirations for the Chartered Institute for the period of their potential presidency. Their candidature must be proposed and seconded by Fellows and/or Full members of the Chartered Institute. The Governing Board will normally propose a candidate for the presidency. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidate with the candidate gaining the most votes being duly elected.

## 4. The Vice-Presidents

4.1 The Vice-Presidents for England, Wales, Scotland and the island of Ireland should be experienced members of the Chartered Institute who are well respected by the membership of the country or countries they represent and who can act authoritatively in dealings with partners and stakeholders in those countries.

### 4.2 A Vice-President's role is to:

- fulfil the role of a Board member and to attend meetings of the Governing Board and the Advisory Forum;
- support the President by acting as an advocate and ambassador for the Chartered Institute, attending events and meetings at the request of the President and of the Chief Executive Officer;
- deputise for the President when required;
- advise the Governing Board on the relevant political, economic and policy frameworks of the country or countries they are representing;
- act as a point of contact for the Geographic Sections on national issues; and
- support the Geographic Section Committee(s) with advice and practical assistance.

4.3 A Vice-President must be a Fellow or Full Member of the Chartered Institute and will normally reside in the country or countries that they represent. In exceptional cases they may live elsewhere but their work will substantially be in the country or countries that they represent.

4.4 Should a Vice-President's circumstances in relation to clause 4.3 change during their term of service they should offer themselves up for re-election.

- 4.5 The Vice-Presidents for England, Wales, Scotland and the island of Ireland will be elected by the members of the country or countries they represent and can stand for up to two terms of three years.
- 4.6 The Vice-Presidents for Scotland, Wales and the island of Ireland will be elected at a general meeting of the particular Geographic Section or, at the Governing Board's discretion, at a general meeting of the Chartered Institute. Only members resident in that country or who have nominated that Geographic Section as their primary section may vote. In the case of a tie the Chair of the general meeting (normally the Section Convenor) will have the casting vote.
- 4.7 The Vice-President for England will be elected at a general meeting of the Chartered Institute. Only members resident in that country or who have nominated an English Geographic Section as their primary Section may vote. In the case of a tie, the Chair of the general meeting (normally the President) will have the casting vote.
- 4.8 Candidates for a role as a Vice-President must be proposed and seconded by Fellows and/or Full members of the Chartered Institute from the country or countries that they will represent. Geographic Sections will be encouraged to nominate candidates. Candidates for the role of Vice-President will be expected to complete a form setting out their experience and skills in relation to the role and their aspirations for the Chartered Institute for the period of their potential vice-presidency. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidates with the candidate gaining the most votes being duly elected.

## **5. The Honorary Secretary**

- 5.1 The Honorary Secretary is expected to be knowledgeable in company and not-for-profit law and to have a good understanding of governance issues.
- 5.2 The Honorary Secretary's role is to:
- fulfil the role of a Board member and to attend meetings of the Governing Board;
  - ensure that an annual general meeting is held each year in accordance with the Chartered Institute's governing document;
  - ensure that the register of Company Directors filed at Companies House is kept up to date;
  - keep under review all legislative, regulatory and governance developments that might significantly affect the organisation's strategy or operations;
  - monitor the implementation of key policies and procedures including the health and safety policy, HR policies (and all matters relating to staff welfare) and the environmental policy; and
  - be a point of contact with the Governing Board for staff in order for any concerns to be raised.
- 5.3 The Honorary Secretary will be elected by members in a general meeting and can serve for a maximum of two three-year terms.
- 5.4 Candidates for the role of Honorary Secretary will be expected to complete a self-nomination form setting out their experience and skills in relation to the role. Their candidature must be proposed and seconded by Fellows and/or Full members of the Chartered Institute. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidates with the candidate gaining the most votes being duly elected.

- 5.5 Approximately twelve months prior to the Honorary Secretary being due to step down, an Honorary Secretary-Elect will be appointed by members in a general meeting. They will spend the remainder of the incumbent's tenure preparing to take over the role at the due date.
- 5.6 Should a vacancy for the Honorary Secretary arise unexpectedly between annual general meetings, the Governing Board may co-opt a replacement provided that an election to fill the vacancy is held at the next general meeting.

## **6. The Honorary Treasurer**

6.1 The Honorary Treasurer should be experienced in sound financial management and investment. They should be able to advise the Governing Board on the best use of its resources.

6.2 The Honorary Treasurer's role is to:

- fulfil the role of a Board member and to attend meetings of the Governing Board;
- oversee the effectiveness of the Chartered Institute's financial policies and procedures;
- act as a signatory on the financial accounts and authorise payments in accordance with the Chartered Institute's financial policies and procedures;
- advise the Governing Board on financial strategy, including the management of financial reserves and investments;
- receive the draft annual accounts from the auditors and to advise the Governing Board of financial risks;
- provide a report and financial statement to members at the annual general meeting; and
- provide advice and support to the Chief Executive Officer in the day-to-day financial management of the Chartered Institute.

6.3 The Honorary Treasurer will be elected by members in a general meeting and can serve for a maximum of two three-year terms

6.4 Candidates for the role of Honorary Treasurer will be expected to complete a self-nomination form setting out their experience and skills in relation to the role. Their candidature must be proposed and seconded by Fellows and/or Full members of the Chartered Institute. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidate with the candidate gaining the most votes being duly elected.

6.5 Twelve months prior to the Honorary Treasurer being due to step down, an Honorary Treasurer-Elect will be appointed by members in a general meeting. They will spend the remainder of the incumbent's tenure preparing to take over the role at the due time.

6.6 Should a vacancy for the Honorary Treasurer role arise unexpectedly between annual general meetings, the Governing Board may co-opt a replacement provided that an election to fill the vacancy is held at the next general meeting.

## **7. Sub-Committees**

7.1. The Governing Board may form such sub-committees as it requires to assist it in the delivery of its strategic governance role provided that:

- the Chair of the sub-committee is a member of the Governing Board;
- the terms of reference of the sub-committee are clearly defined;
- the legal responsibilities of the Board members as Directors of the company are not delegated or compromised; and
- the work of the sub-committee is reported back to the Governing Board at appropriate intervals.

7.2. In addition to the Chair, the composition of a sub-committee will be determined by the Governing Board according to the experience and skills required to meet the terms of reference.

## **8. Working Groups**

8.1 The Governing Board or the Chief Executive Officer may form such working groups as it requires to assist with strategic planning and/or operational delivery in accordance with the Chartered Institute's objectives. Working groups will have clearly defined terms of reference and may be time-limited.

8.2 Membership of a working group will be by invitation or advertisement and will be determined by the skills and experience required to meet the terms of reference. A Chair for the working group will be appointed by the Chief Executive Officer.

## **9. Fellows Forum**

### **9.1 Terms of Reference**

9.1.1 The Fellows Forum is a consultative body and has no decision-making powers. The role of the Fellows Forum is agreed as to:

- advise the Governing Board on areas of strategy, policy and practice;
- advise the Governing Board on trends which affect, or may affect, the status and standing of the Chartered Institute;
- advise the Governing Board on matters of external policy and strategy, which the Chartered Institute should be seeking to influence or which may influence the Chartered Institute's work; and
- enable the fellowship to contribute their knowledge and expertise to help the Chartered Institute achieve its objectives.

### **9.2 Composition**

9.2.1 All current Fellows are entitled to attend the Fellows Forum. If not a Fellow, the President-Elect may attend the Fellows Forum as an ex-officio member prior to taking up the President's role.

9.2.2 The Chief Executive Officer will attend meetings of the Fellows Forum. Other members of the Governing Board or of the Secretariat may attend meetings with the agreement of the President.

### 9.3 **Meetings**

- 9.3.1 The Fellows Forum will normally meet at least once a year, although this may be through multiple meetings held in more than one location. Meetings of the Fellows Forum will be chaired by the President (whether a Fellow or not) or a nominated representative.

## 10. **Advisory Forum**

### 10.1. **Terms of Reference**

- 10.1.1. The role of the Advisory Forum is to act as a consultative body; it has no decision-making powers. The Terms of Reference of the Advisory Forum are agreed as to:

- advise the Governing Board on the views of the members on matters of strategic or operational effectiveness of the Chartered Institute;
- advise the Governing Board on matters of interest or concern to the membership;
- help provide transparency of governance and good communication between the Governing Board and the members;
- act as a sounding board for new ideas and proposals; and
- advise on matters of external policy and strategy that the Chartered Institute should be seeking to influence or which may influence the Chartered Institute's work.

### 10.2. **Composition**

- 10.2.1 The Advisory Forum is composed of the following:

- President (who will also be the Chair of the Advisory Forum);
- Vice-Presidents of England, Wales, Scotland and the island of Ireland;
- One representative of each Geographic Section Committee (normally the Convenor);
- Chairs of Standing Committees; and
- no more than nine Graduate, Associate, Full or Fellow members elected by the membership and representing the breadth of the profession.

- 10.2.2 The President-Elect may also attend the Advisory Forum prior to taking up the President's role. The Chief Executive Officer will attend meetings of the Advisory Forum. Other members of the Governing Board or of the Secretariat may attend meetings at the invitation of the President.

### 10.3 **Election and Service**

- 10.3.1 The role of the Advisory Forum member is to:

- attend meetings of the Advisory Forum;
- represent the views of members' on matters of concern or interest to the members;
- provide advice and informed opinion, ensuring that they do so in the best interests of the Chartered Institute and its members; and
- act as a means of communication between the Governing Board and the members.

- 10.3.2 All vacancies for the Advisory Forum will be advertised to the members and nominations invited prior to a general meeting at which an election will be held.

- 10.3.3 In the case of the Ordinary Members of the Advisory Forum, they shall be elected by a ballot of the members in general meeting and may serve for two periods of three years.
- 10.3.4 Candidate Advisory Forum Ordinary Members will be expected to complete a self-nomination form setting out their experience and skills in relation to the role. Their candidature must be proposed and seconded by members of the Chartered Institute. In the case of a contested election, members will be asked to vote by secret ballot for their preferred candidates with the candidate(s) gaining the most votes being duly elected.
- 10.3.5 Non-attendance by an elected member at three consecutive Advisory Forum meetings may be accepted by the President as *de facto* resignation from the Forum.

#### 10.4 **Meetings**

- 10.4.1 The Advisory Forum will normally meet twice a year. These meetings may be attended in person or remotely by whatever means are made available and the Chair deems suitable.
- 10.4.2 The President, as Chair of the Forum, may cancel a meeting if s/he judges that there is insufficient business for the Advisory Forum to meet, provided that the majority of the Forum members are in agreement. It is not permitted to cancel two consecutive meetings of the Forum.
- 10.4.3 The President may, if unable to attend a meeting, appoint another member of the Governing Board (usually a Vice-President) to chair the Forum meeting on their behalf.

### 11 **Standing Committees**

#### 11.1 **Establishment of Standing Committees**

- 11.1.1 The Governing Board can approve the establishment of Standing Committees to provide strategic advice to the Governing Board on request together with operational advice and support to the Chief Executive Officer.

#### 11.2 **Terms of Reference**

- 11.2.1 Each Standing Committee operates according to terms of reference approved by the Governing Board. The Standing Committees are responsible to the Chief Executive Officer although they may also be tasked by the Governing Board to undertake a specific piece of work. The Standing Committees may also raise issues of concern to the Governing Board either through the Chief Executive Officer or directly to the President as Chair of the Governing Board.

#### 11.3 **Composition**

- 11.3.1 The size and composition of each Standing Committee is agreed according to its needs but a primary objective is to ensure good geographical and sector representation.
- 11.3.2 Standing Committees will be attended and administrated by a member of the Secretariat nominated by the Chief Executive Officer.

#### 11.4 **Election and Service**

11.4.1 A Standing Committee member's role is to:

- attend the meetings of the Standing Committee and to participate in the Committee exercising its role and functions in compliance with the terms of reference for the committee;
- provide advice and expertise to assist the Committee in its deliberations; and
- act in the best interests of the Chartered Institute and its members.

11.4.2 Vacancies for Standing Committees will be advertised to the membership using appropriate media. Prospective Committee members are required to complete a self-nomination form and submit it to the Chair of the committee. The Chair and Vice-Chair will consider the applications and make a recommendation to the Standing Committee based on the required background, knowledge and skills.

11.4.3 Standing Committee members may serve for a maximum of two terms of three years unless they serve as the Chair or Vice-Chair of the Committee in which case they can serve additional years up to a maximum of 10 years service in total. Any request by the Chair of a Standing Committee to extend a members' service beyond these periods will require the approval of the Governing Board.

11.4.4 Non-attendance by a Standing Committee member at three consecutive meetings may be accepted by the Chair as *de facto* resignation from the Committee.

## 11.5 **Role of the Chair and Vice-Chair**

11.5.1 The role of the Chair of a Standing Committee is to:

- chair the meetings of the Standing Committee;
- lead the Standing Committee in exercising its role and functions in compliance with the agreed terms of reference;
- bring matters of strategic concern in relation to the remit of the Committee and/or the working of the Committee to the attention of the Chief Executive Officer or the Governing Board as appropriate; and
- serve as a member of the Advisory Forum and attend its meetings.

11.5.2 The role of the Vice-Chair is to deputise for the Chair when required.

11.5.3 The Chair and Vice-Chair of a Standing Committee are elected by the members of that committee. They may each serve for up to two terms of three years in these roles provided that the total length of service on the committee is not more than 10 years.

11.5.4 In the case of concern regarding the performance of a Chair or Vice-Chair, an election may be held at the request of the Chief Executive Officer or a majority of the Committee members.

11.5.5 Members of a Standing Committee may be required to attend training events to help them perform their operational roles.

## 11.6 **Meetings**

11.6.1 Meetings of a Standing Committee will normally be held at least four times a year. In the absence of the Chair the meeting will be chaired by the Vice-Chair or a nominated representative. Meetings may be attended in person or remotely by whatever means are made available and the Chair deems suitable.

11.6.2 Minutes of the meetings will be made available to the Governing Board.

## **12. Geographic Sections**

### **12.1 Terms of Reference**

12.1.1 The role of a Geographic Section Committee is to:

- promote the Chartered Institute and its work;
- promote membership of the Chartered Institute to eligible individuals and organisations;
- arrange a programme of events, meetings and activities for the benefit of members;
- provide the Secretariat with information on planned activities and proposed funds expenditure when requested to do so;
- organise, with appropriate Secretariat support, regional and national conferences;
- bring the needs of the members to the Secretariat's attention, especially in relation to matters of professional standards, continuing professional development and external policy;
- promote careers in ecology and environmental management to students of local schools and higher education institutions;
- contribute to the Chartered Institute's response to relevant national policy consultations;
- support the Chartered Institute's President and Vice-Presidents in representing the Chartered Institute at formal events, meetings and workshops;
- elect a representative (normally the Convenor) to the Chartered Institute's Advisory Forum;
- consult the Section's members and to represent their views at the Chartered Institute's Advisory Forum;
- liaise (in coordination with the Secretariat) with regional or national groups of other relevant professional bodies with a view to increasing understanding between the professions;
- nominate potential candidates for Fellowship to the Fellowship Review Group;
- operate within the operational, financial and strategic framework approved by the Governing Board and in accordance with the Geographic Section Regulations;
- provide regular reports on Section activities for *In Practice* and the Governing Board, and
- hold an annual meeting.

### **12.2 Composition**

12.2.1 The Geographic Section Committee will normally be composed of the following:

- *Honorary Officers*
  - Section Convenor (who will also be the Chair of the committee)
  - Section Vice-Convenor
  - Treasurer
  - Secretary

and

- *Ordinary Members*
  - A maximum of 12 Fellow, Full, Associate, Graduate or Student members

12.2.2. A Committee members' home or principal work address must be within the geographic area represented by the Geographic Section that they serve.

### 12.3 ***Election and Service***

12.3.1 The role of the Geographic Section Committee member is to:

- attend meetings of the Geographic Section Committee and to participate in the Committee exercising its role and functions in compliance with the terms of reference for the Committee; and
- act in the best interests of the Chartered Institute and in compliance with relevant policies and procedures.

12.3.2 Vacancies for Geographic Section Committee members will be advertised to members of the Geographic Section and applications invited. Committee members are elected by ballot. Committee members can serve for an unlimited term, but must put themselves forward for re-election every three years.

12.3.3 Should a vacancy for a Geographic Section Committee member arise between general meetings, the Geographic Section Committee may co-opt a member onto the Committee provided that the decision to do so is agreed by the majority of the elected Committee and an election to fill the vacancy is held within twelve months.

12.3.4 Non-attendance at three consecutive committee meetings may be accepted by the Convenor as *de facto* resignation from the committee.

### 12.4 ***Meetings***

12.4.4 A Geographic Section Committee will meet in person or by whatever other means are made available and the Convenor deems suitable. A minimum of three Committee members in attendance are required for the meeting to be quorate. Committee meetings must be notified in advance to the Secretariat and may be attended by a member of the Secretariat, the Vice President or another member of the Governing Board.

12.4.5 The frequency of the meetings is at the discretion of the Convenor but should be no less than twice a year. All meetings should be minuted and minutes of the meetings must be copied to the Secretariat and Vice President within a reasonable timescale.

### 12.5 ***Honorary Officers***

12.5.1 The Honorary Officers of a Geographic Section are elected by the members of that Geographic Section and are the:

- Convenor;
- Vice-Convenor;
- Secretary; and
- Treasurer.

12.5.2 The Geographic Section Convenor's role is to:

- organise and chair the meetings of the Geographic Section Committee;
- arrange an annual general meeting with the support of the Secretariat;
- lead the Committee in exercising its role and functions in compliance with the Section policies and procedures as approved by the Governing Board;
- represent the Chartered Institute at events and functions as required;
- represent the Section on the Advisory Forum, or to arrange for an alternative member of the Committee to attend on their behalf; and
- ensure that the Committee complies with annual reporting requirements.

12.5.3 The Geographic Section Vice-Convenor's role is to:

- support the Convenor in the exercising of their role; and
- deputise for them when needed, including taking over the Convenor's role should the incumbent have to step down between Section general meetings.

12.5.4 The Geographic Section Convenor and Vice-Convenor are elected by the Section members and can serve for a maximum of two three-year terms.

12.5.5 The Geographic Section Treasurer's role is to:

- liaise with the CIEEM office over income and expenditure records and to advise the Section Committee accordingly;
- ensure that purchase orders are raised for all relevant Section expenditure and that invoices are forwarded promptly to the CIEEM office for payment;
- ensure that all monies collected by the Section are properly recorded and transferred to the CIEEM office for paying in;
- ensure that the Section complies with relevant financial policies; and
- present an annual financial report to Section members in a general meeting.

12.5.6 The Geographic Section Secretary's role is to:

- take minutes of the meetings of the Section Committee and to forward copies of minutes to the Secretariat; and
- take minutes of general meetings and to forward copies of the minutes to the Secretariat.

12.5.7 The Treasurer and the Secretary of a Geographic Section are elected by the Section members and can serve for an unlimited term, but must put themselves forward for re-election every three years.

12.5.8 Election of the Honorary Officers will be overseen by the Secretariat. In the case of concern regarding the performance of any Honorary Officer of a Section Committee, an election may be held at the request of the Chief Executive Officer or a majority of the Section Committee members.

12.5.9 In the case of a Geographic Section Committee not meeting its obligations as outlined above, or being inactive for a period in excess of twelve months, or acting in a way that is not beneficial to CIEEM or its members, the CEO may propose to the Governing Board that the Section be disbanded. Any funds allocated to the Section will be absorbed into the main CIEEM accounts.

## **13. Special Interest Groups**

### **13.1 Terms of Reference**

13.1.1 The role of a Special Interest Group Committee is to:

- promote networking and the sharing of knowledge and good practice amongst the Chartered Institute's members in relation to the area of Special Interest;
- arrange an occasional programme of events, meetings and conferences relevant to the area of Special Interest;
- provide the Secretariat with information on planned activities and proposed funds expenditure when requested to do so;
- bring the needs of the members of the Special Interest Group to the Secretariat's attention, especially in relation to matters of professional standards, continuing professional development and relevant external policy;
- contribute to the Chartered Institute's response to relevant national policy consultations;
- operate within the operational, financial and strategic framework approved by the Governing Board; and
- provide regular reports on Special Interest Group activities for *In Practice* and for the Governing Board.

### **13.2 Remit**

13.2.1 The scope of activities (the remit) of the Special Interest Group will be agreed by the Governing Board at its inception and before any funds are allocated. Reports to the Governing Board will highlight how the Group is operating in relation to its agreed remit. Any changes to the remit will need the approval of the Governing Board.

### **13.3 Composition**

13.3.1 A Special Interest Group (SIG) Committee will normally be composed of the following:

- *Honorary Officers*
    - Convenor (who will also be the Chair of the Committee)
    - Vice-Convenor
    - Treasurer
    - Secretary
- and
- *Ordinary Members*
    - A maximum of 12 Fellow, Full, Associate, Graduate or Student members

### **13.4 Election and Service**

13.3.1 The role of the Special Interest Group Committee member is to:

- attend meetings/participate in teleconferences of the SIG Committee and to participate in the Committee exercising its role and functions in compliance with the terms of reference for the Committee; and
- act in the best interests of the Chartered Institute and in compliance with relevant policies and procedures.

13.3.2 Vacancies for SIG Committee members will be advertised to members of the Chartered Institute and nominations invited. Committee members are elected by the existing Committee members. Committee members can serve for an unlimited term, but must put themselves forward for re-election every three years.

13.3.3 Non-attendance at three consecutive Committee meetings may be accepted by the Convenor as *de facto* resignation from the Committee.

#### 13.4 **Meetings**

13.4.1 A SIG Committee will meet in person or by whatever other means are made available and the Convenor deems suitable. A minimum of three committee members in attendance are required for the meeting to be quorate. Committee meetings must be notified in advance to the Secretariat and may be attended by a member of the Secretariat or the Governing Board.

13.4.2 The frequency of the meetings is at the discretion of the Convenor but should be no less than twice a year. All meetings should be minuted and minutes of the meetings must be copied to the Secretariat within a reasonable timescale.

#### 13.5 **Honorary Officers**

13.5.1 The Honorary Officers of a SIG Committee are elected by the members of that committee and are the:

- Convenor
- Vice-Convenor
- Secretary
- Treasurer

13.5.2 The Convenor's role is to:

- organise and chair the meetings of the SIG Committee;
- lead the Committee in exercising its role and functions in compliance with any policies and procedures as approved by the Governing Board; and
- ensure that the Committee complies with annual reporting requirements.

13.5.3 The Vice-Convenor's role is to:

- support the Convenor in the exercising of their role; and
- deputise for them when needed, including taking over the Convenor's role should the incumbent have to step down between Committee meetings at which a new Convenor can be elected.

13.5.4 The Convenor and Vice-Convenor are elected by the Committee members and can serve for a maximum of two three-year terms.

13.5.5 The Treasurer's role is to:

- liaise with the CIEEM office over income and expenditure records and to advise the SIG Committee accordingly;
- ensure that purchase orders are raised for all relevant SIG expenditure and that invoices are forwarded promptly to the CIEEM office for payment;
- ensure that all monies collected by the SIG are properly recorded and transferred to the CIEEM office for paying in; and
- ensure that the SIG complies with relevant financial policies.

13.5.6 The Secretary's role is to:

- take minutes of the meetings of the SIG Committee and to forward copies of minutes to the Secretariat; and
- keep up-to-date records of SIG membership.

13.5.7 The Treasurer and Secretary are elected by the Committee members and can serve for an unlimited term but must put themselves forward for re-election every three years.

13.5.8 Election of the Honorary Officers will be overseen by the Secretariat. In the case of concern regarding the performance of any Honorary Officer of a SIG Committee, an election may be held at the request of the Chief Executive Officer or a majority of the SIG Committee members.

13.5.9 In the case of a Special Interest Group not meeting its obligations as outlined above, or being inactive for a period in excess of twelve months, or acting in a way that is not beneficial to CIEEM or its members, the CEO may propose to the Governing Board that the Group be disbanded. Any funds allocated to the Group will be absorbed into the main CIEEM accounts.

## APPENDICES

### MEMBERSHIP ADMISSIONS COMMITTEE

#### Role of the Membership Admissions Committee

1. To provide guidance on the membership classes, eligibility criteria and the assessment of eligibility;
2. to keep the Membership Regulations and Assessment Procedures under review to ensure that they are fit for purpose;
3. to review applications for membership in accordance with the Membership Regulations;
4. to monitor membership number trends and advise on appropriate actions to increase retention and growth;
5. to oversee the process of assessment of Chartered Environmentalist candidates in line with the published competency criteria;
6. to oversee the creation and maintenance of any Register of chartered individuals held by the Chartered Institute including guidance on eligibility criteria and assessment procedures;
7. to oversee the recruitment of Fellows; and
8. to contribute to the strategic planning of the Chartered Institute.

#### Composition of the Membership Admissions Committee

The Membership Admissions Committee will be composed of the following:

- Chair (who must be a Fellow or Full member);
- Vice-Chair (who must be a Fellow or Full member); and
- no more than 13 Fellows and/or Full members.

#### Meetings

The Membership Admissions Committee will meet in person or by other means at least four times a year. All meetings will be attended by at least one member of the Secretariat who will also service the Committee to undertake its effective administration.

## PROFESSIONAL STANDARDS COMMITTEE

### **Role of the Professional Standards Committee**

1. To provide guidance on professional standards and related matters;
2. to keep the Code of Professional Conduct, Disciplinary Regulations and Complaints Procedures under review to ensure that they are fit for their intended purpose;
3. to review cases of alleged breaches of the Code of Professional Conduct by members or applicants and, where necessary, to refer cases for further scrutiny in accordance with the Disciplinary Regulations;
4. to monitor complaints to identify trends or issues that need addressing at a more strategic level;
5. to identify, plan and undertake activities to promote good practice standards amongst members and others; and
6. to contribute to the strategic planning of the Chartered Institute.

### **Composition of the Professional Standards Committee**

The Professional Standards Committee will be composed of the following:

- Chair (who must be a Fellow or Full member);
- Vice-Chair (who must be a Fellow or Full member); and
- no more than 13 Fellow and/or Full members.

### **Meetings**

The Professional Standards Committee will meet in person or by other means at least four times a year. All meetings will be attended by at least one member of the Secretariat who will also service the committee to undertake its effective administration.

## **TRAINING, EDUCATION AND CAREERS DEVELOPMENT COMMITTEE**

### **Role of the Training, Education and Careers Development Committee**

1. To identify, plan and undertake activities to promote the acquisition of relevant knowledge, technical and professional skills for CIEEM members and those seeking to enter the profession;
2. to promote continuing professional development (CPD) amongst the profession and to set the requirements for CIEEM members;
3. to oversee the development and implementation of the Chartered Institute's Professional Development Strategy, including the delivery of a Professional Development Programme to meet the needs of the membership;
4. to identify themes for annual conferences and to approve topics put forward by Geographic Sections;
5. to identify opportunities and support activities to promote the profession as a career to secondary school students, undergraduates and postgraduates; and
6. to contribute to the strategic planning of the Chartered Institute.

### **Composition of the Training, Education and Careers Development Committee**

The Training, Education and Careers Development Committee is composed of the following:

- Chair (who must be a Fellow or Full member);
- Vice-Chair (who must be a Fellow or Full member); and
- no more than 10 Fellow, Full, Associate and/or Graduate members (with a maximum of two Graduate members).

### **Meetings**

The Training, Education and Careers Development Committee will meet in person or by other means at least four times a year. All meetings will be attended by at least one member of the Secretariat who will also service the Committee to undertake its effective administration.

## **Staff Remuneration Committee**

The Governing Board agreed on the 28<sup>th</sup> March 2013 in minute 2-3.1 that a Staff Remuneration Committee be constituted as a sub-committee of the Governing Board in accordance with Section 7 of the Governance Regulations.

### **Terms of Reference**

To make recommendations to the Governing Board regarding:

1. The remuneration policy and practice for the Chartered Institute's paid staff.
2. Pay scales, generic staff pay awards and other forms of remuneration.
3. The remuneration of the Chief Executive Officer and Deputy Chief Executive Officer.

To act as an appeal body for the Chartered Institute's staff (other than the Chief Executive Officer and Deputy Chief Executive Officer) in respect of individual remuneration.

### **Duties**

The committee shall:

- Keep under review the framework and remuneration policy for the remuneration of the Chartered Institute's paid staff.
- In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such policy shall be to ensure that members of the paid staff of the Institute have a fair and reasonable pay scale that reflects the requirements of the Institute
- When setting remuneration policy for the paid staff, review and have regard to the remuneration within the wider industrial sector and the competence framework used to establish job roles.
- Within the terms of the agreed policy and in consultation with the Chief Executive Officer make recommendations regarding the total remuneration package, including bonuses or other awards, available for staff other than the Chief Executive Officer and Deputy Chief Executive Officer.
- Keep under review and make recommendations on all matters relating to pay to the Governing Body regarding the remuneration of the Chief Executive Officer and Deputy Chief Executive Officer.

- Obtain reliable, up-to-date information about remuneration in other organisations/companies and bodies. To help it fulfil its obligations the committee shall have full authority to set criteria, appoint and agree terms of reference for remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the board .
- Determine the policy for, and scope of, pension arrangements for all staff members.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual and the Chartered Institute, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- Oversee any major changes in employee benefits structures.

### **Membership**

The Staff Remuneration Committee shall consist of the following Governing Body members only while they hold their term of office on the Governing Body:

President (Chair)

Honorary Secretary

Honorary Treasurer

Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chief Executive Officer, other staff representatives and external advisers may be invited by the Chair to attend for all or part of any meeting, as and when appropriate and necessary

### **Meetings and Administration**

Meetings of the Staff Remuneration Committee will be as required but no less than once every calendar year. Administration for the meetings of the Staff Remuneration Committee will be provided by the Honorary Secretary or his or her nominee.

### **Reporting responsibilities**

The committee Chair shall report to the Governing Board on its proceedings after each meeting on all matters within its duties and responsibilities. A report on the Chartered Institute's remuneration policy will be included in the Annual Report and Accounts which are presented to members each year at the AGM.



## **Audit and Risk Sub-Committee**

The Governing Board agreed on the 14<sup>th</sup> January 2016 in minute 11-3.4 that an Audit and Risk Sub-Committee be constituted as a sub-committee of the Governing Board in accordance with Section 7 of the Governance Regulations.

### **Terms of Reference**

The Audit and Risk Sub-Committee has the following responsibilities:

1. To identify major areas of risk to the organisation including, but not restricted to, financial, operational, environmental and reputational risk, and to ensure that processes exist to manage the risks in those areas.
2. To ensure that CIEEM has adequate arrangements in place to ensure compliance with regulatory and legislative requirements including, but not restricted to:
  - financial management
  - employment law
  - health and safety
  - data protection.
3. To provide an objective assessment of risks associated with proposed new activities when requested to do so by the Governing Board or by the Secretariat.
4. To scrutinize any other areas of risk in operational activity as directed by the Governing Board.
5. To bring to the attention of the Governing Board any areas of high risk and/or any anomalies brought to light through its scrutiny of internal activities.

### **Duties**

The Sub-Committee shall undertake the following duties:

- Ensure that a risk register is maintained and review it periodically.
- Satisfy itself that management and internal processes to manage the identified risks are being administered effectively.
- Scrutinise relevant financial information, including income and expenditure and cash flow, to ensure that CIEEM remains solvent and able to operate effectively.
- Advise on CIEEM's reserves and investment policies.
- Ensure the CIEEM's internal staff policies and procedures are fit for purpose and appropriate for the size and nature of the organisation.
- Review arrangements for ensuring compliance with health and safety policy and practice requirements.
- Review arrangements for the protection of CIEEM's Intellectual Property Rights.
- Undertake, on an ad hoc basis, audits of specific areas of operational activity to ensure compliance with agreed policies and procedures and to ensure good practice.
- Consider any matters brought to its attention by Board Members, staff, volunteers or members, including matters that might be regarded as "whistleblowing".

- Any other relevant tasks in accordance with the agreed Terms of Reference and as directed by the Governing Board.

**Membership**

The Audit and Risk Sub-Committee shall consist of the following members:

One Member of the Governing Body (not the Honorary Treasurer)

Honorary Treasurer *ex officio*

Three further Full members or Fellows of the Chartered Institute who may or may not be members of the Governing Board.

Only members of the sub-committee have the right to attend and participate in committee meetings although any member of the Governing Body may attend to observe. The Chief Executive Officer, Office and Finance Manager, other staff representatives and external advisers may be invited by the Chair to attend for all or part of any meeting, as and when appropriate and necessary.

Members of the Audit and Risk Sub-Committee, including the Chair, will be appointed by the Governing Board and will serve for up to three years. On completion of the three years they may be invited to serve for a further three years if they wish to do so.

Meetings may be attended in person or remotely by teleconference or videoconference (if available). Absence from two consecutive meetings may be deemed to be resignation from the Sub-Committee.

**Meetings and Administration**

The Audit and Risk Sub-Committee will meet no less than twice in any twelve month period, although further meetings can be arranged if required and as directed by the Chair. Administration for the meeting will be provided by the Secretariat.

**Reporting responsibilities**

The committee Chair shall report to the Governing Board on its proceedings after each meeting on all matters within its duties and responsibilities.