Board of Trustees, supporting committees and advisory groups

Operational Procedures

1. Introduction

1.1 This document sets out the operational procedures for the Board of Trustees (Board) and its committees: Risk and Audit Committee and Appointments and Remuneration Committee and for its advisory groups: Learning and Qualifications Advisory Group and Membership and the Profession Advisory Group.

1.2 These Operational Procedures are made in accordance with the General Regulations.

2. Board of Trustees

2.1 The Board is the ultimate decision-making body for the operation of CIEH and any subsidiaries. The law defines the trustees (that is, the members of the Board) as “the persons having the general control and management of the administration of a charity”.

2.2 Trustees are responsible for ensuring the strategic direction, structures, systems and operation of CIEH accord with the law, CIEH’s Charter, Byelaws and General Regulations. The Board guides all aspects of CIEH’s work and decision making and ensures that CIEH remains true to its charitable mission and objects, solvent and sustainable.

2.3 CIEH has a wholly owned subsidiary company, CIEH Limited. It is the policy of the Board that the Board members of CIEH Limited will be the members of the Board of Trustees plus the Chief Executive. The Board shall exercise CIEH’s power as sole shareholder of CIEH Limited to appoint and remove its directors, in accordance with company law.
3. Composition of the Board

3.1 The Board consists of 13 trustees: the President, (appointed by the Board), six trustees elected by members and six other trustees (appointed by the Board). The Appointments and Remuneration Committee is responsible for making recommendations for appointments of the President and appointed trustees.

3.2 Subject to the provisions of clause 3.7, all trustees serve a three-year term of office. The maximum service is six years (consecutive or otherwise). Any trustee having served the maximum term is ineligible to seek election or appointment to the Board until a period of three years has passed between the end of that maximum term and taking up a new appointment to the Board.

3.3 Two trustees will be elected to take office on 1 January each year, following the retirement of two whose term has just ended.

3.4 The election of persons to fill vacancies as an elected trustee shall be by a ballot of Members. The Board shall approve an electoral process to ensure that vacancies are filled in advance of them occurring.

3.5 Any member of CIEH of good standing shall be eligible to stand as a candidate in such an election, subject to being proposed and seconded by members of CIEH.

3.6 Successful candidates for membership of the Board shall assume office on 1 January immediately following their election.

3.7 In the event of an elected trustee ceasing to hold office, for whatever reason, before the date on which their term of office would otherwise have come to an end, the Board shall elect some other person (who shall be a member of CIEH) to be an elected trustee who shall hold office until the end of the current term of office of the trustee who is replaced. A period of office as a trustee served to fill a casual vacancy in this way shall be disregarded in calculating that person’s eligibility for election, or appointment, as a trustee.

3.8 An appointed trustee shall assume office immediately (unless otherwise decided by the Board), for a term which shall come to an end at the opening of the first Board meeting after the expiry of a period of three years from the date of co-option. It shall be open to the Board to appoint such a member for a further term, subject to clause 3.2.

3.9 A trustee shall vacate office immediately if:

3.9.1 Having been elected to the Board as a member of CIEH, he or she ceases to be such a member

3.9.2 He or she resigns by notice in writing to the Chief Executive

3.9.3 Having been elected to the Board, he or she no longer meets the eligibility criteria for that election

3.9.4 If he or she becomes incapable by reason of any health impairment
3.9.5 In accordance with the relevant CIEH procedure, he or she is found to have impaired fitness to practise or is found guilty of a disciplinary offence or has a licence to practise revoked by any other regulatory or professional body.

3.9.6 He or she has a criminal conviction or a caution (or the equivalent in any other jurisdiction), which is unspent under terms of the Rehabilitation of Offenders Act 1974.

3.9.7 A receiving order in bankruptcy is made against him or her or he or she makes any arrangement or composition with his or her creditors (or the equivalent in any other jurisdiction).

3.9.8 He or she shall have been absent from two consecutive meetings of the Board (otherwise than through illness or other reasonable cause) and the Board shall resolve to terminate his or her membership.

3.9.9 The Voting Members of CIEH in General Meeting resolve that he or she be removed from membership of the Board.

3.10 The Voting Members of CIEH in General Meeting may remove any trustee from his or her membership of the Board before the expiration of his or her period of office and may (by a simple majority of the Voting Members present in person or by proxy and voting at the Meeting) appoint another person to be a trustee in his or her place. The person so appointed shall hold office during such time only as the removed member would have held office if he or she had not been removed.

3.11 No member of the staff of CIEH (or any of its subsidiaries) shall be eligible to become a trustee or a member of the Board’s committees or advisory groups during the period of their employment, nor for a further three years after the end of their employment contract.

3.12 Members of the Board may serve on any of the Board’s committees and advisory groups, having been appointed in their role as a member of the Board. They may not serve as a member of such a committee or group in any other capacity and any such appointment will end automatically on the date of their appointment to the Board.

3.13 Members of the Board may not be paid for any work for, or on behalf of, CIEH.

4. **Chair and Deputy Chair**

4.1 The Board will elect a Chair and Deputy Chair from amongst its number by simple majority vote. The Chair and Deputy Chair will hold office for three years, for a maximum of two full consecutive terms, subject to remaining members of the Board and not having reached the maximum term of office for Board members. In the absence of both the Chair and Deputy Chair, the Board will elect a chair for that meeting.

4.2 The Board may resolve to remove the Chair or Deputy Chair before the end of their term of office, in the event of concerns related to their performance in the role. Such a resolution may be proposed (as an agenda item but not, for the avoidance of doubt,
as an item of ‘other business’) by any member of the Board. A simple majority is required for removal from office. Any person so removed is eligible to stand for re-election under the provisions of clause 4.3. Removal from either post does not revoke that person’s membership of the Board.

4.3 When a vacancy occurs for the Chair or Deputy Chair, for whatever reason, the Board will elect a replacement, for a three-year term under the provisions of clause 4.1

5. Advisers to the Board

5.1 The Board will be supported and advised by the chairs of its committees and advisory groups, the Chief Executive and members of his/her staff, and external advisors, as the Board determines necessary. Other than the Chief Executive (who has a right to attend all meetings of the Board, subject to any conflicts of interest), these people attend Board meetings only when invited by the Board.

6. Chief Executive role and function of Executive

6.1 The Board shall make appropriate arrangements for the supervision, support and appraisal of the Chief Executive. This will be led by the Chair who will be supported by the Deputy Chair and the President.

6.2 The Board is responsible for ensuring that there is a formal mechanism for setting the remuneration of the Chief Executive, through its Appointments and Remuneration Committee.

6.3 The Chief Executive is responsible for the functioning and management of the organisation, with appropriate delegated authority from the Board effectively to undertake this function. The Chair will work closely with the Chief Executive to:

6.3.1 Formulate, implement and review the organisation’s mission and strategic plan
6.3.2 Be responsible for overall leadership, management and administration of the organisation
6.3.3 Ensure that the Board receives appropriate advice and information on all relevant matters to enable it to fulfil its governance responsibilities

7. Frequency of meetings

7.1 Trustees will meet a minimum of three times per year.

7.2 The Board will agree to meet at such other times as are appropriate. The format of these meetings will be determined at the time and may include “virtual” meetings using other communication media (where participants can all hear each other clearly).
7.3 A quorum of six trustees will be required at each meeting. If a quorum is not achieved the Chair shall adjourn the meeting and seek an alternative date to meet. Members present by other communication media form part of the quorum.

7.4 The Chair and Chief Executive, acting jointly, may vary the date and/or time of any scheduled meeting if required.

7.5 Additional meetings of the Board will be called at the request of the Chair or by a written request supported by a majority of members of the Board.

7.6 Decisions are taken by a simple majority of trustees. Trustees are jointly responsible and, as the Board, must act together. No trustee acting alone may bind fellow trustees or CIEH unless specifically authorised to do so.

7.7 The Chair shall have a casting vote.

8. **Terms of reference of the Board of Trustees**

8.1 The role of the Board is to:

8.1.1 Ensure that the organisation complies with the Charter, Byelaws and all applicable law

8.1.2 Further the charitable objectives of the organisation in the pursuit of public benefit

8.1.3 Regularly review and approve the strategic objectives of the organisation in collaboration with the Chief Executive and the Executive Management Team

8.1.4 Approve and ensure that the policy and practices of the organisation are in keeping with the charitable objectives and monitor performance against them

8.1.5 Ensure that the needs of members and stakeholders are considered in the development of policy and practices

8.1.6 Oversee the development and delivery of policies and campaigns designed to raise awareness of the environmental health profession, and those who work within it, for the benefit of the public

8.1.7 Support the annual meeting and other special meetings as required

8.1.8 Take legal and financial responsibility to safeguard the assets and the continuity of the organisation including the duty of prudence to ensure that the charity is and will remain solvent. Use charitable funds and assets reasonably and only in the furtherance of the organisation’s objectives

8.1.9 Be satisfied that financial information is accurate and controls are robust and appropriate

8.1.10 Set and maintain a framework of delegation and internal control including a system for the regular review of the effectiveness of internal controls

8.1.11 Act always in the interests of the organisation

8.1.12 Understand the risks facing the organisation and undertake a full risk assessment periodically and take appropriate steps to manage the
organisation’s exposure to significant risks (including the taking of professional advice, where appropriate)

8.1.13 Ensure that no payments are made to individual trustees, in accordance with clause 3.13

8.1.14 Safeguard the wellbeing of the employees including remuneration, workplace safety and other relevant legal requirements

8.1.15 Ensure appropriate procedures are undertaken in the appointment, appraisal, personal development and performance monitoring of the Chief Executive

8.1.16 Uphold and apply principles of equality and diversity and ensure that the organisation is fair and open to all sections of the community in all its activities

8.1.17 Develop and implement a policy to review and assess its own performance, that of individual trustees and of all relevant supporting committees and groups.

8.1.18 Periodically carry out strategic reviews of all aspects of the organisation’s work and use the results to inform positive change and innovation

8.1.19 Nominate representatives on other relevant bodies

9. Delegated powers

9.1 Trustees have the ultimate responsibility for the governance of CIEH. In practice this means that they will have information presented to them in a form that allows them to exercise the function of their office and they will delegate certain powers to committees, advisory groups and employees as appropriate. The Board will maintain a Schedule of Delegations to record such delegation. The Board has the power to review decisions made under that scheme (other than those relating to fitness to practise matters).

9.2 The Board shall delegate such duties and responsibilities to enable the Chief Executive effectively to manage the organisation and implement agreed policies and plans in accordance with the mission and objects.

10. Agenda setting

10.1 The agenda for meetings of the Board will be agreed between the Chief Executive and Chair, subject to any prior direction or decision of the Board.

10.2 Any trustee may request that the Chair place an item for discussion on the agenda of the Board. If this request is refused the trustee may request the Board to consider the item.
11. Financial impact

11.1 The finances and the accounts of CIEH including the activities and liabilities incurred by the Board, supporting committees, advisory groups and employees will be managed according to the current Financial Regulations.

12. Amendment of Operational Procedures

12.1 These Operational Procedures may be amended by the Board. A resolution to amend may be proposed (as an agenda item but not, for the avoidance of doubt, as an item of ‘other business’) by any member of the Board.

13. Delegated Structure below the Board

13.1 The delegated structure below the Board will consist of two advisory groups and two committees:
- 13.1.1 Membership and the Profession Advisory Group
- 13.1.2 Learning and Qualifications Advisory Group
- 13.1.3 Risk and Audit Committee
- 13.1.4 Appointments and Remuneration Committee

13.2 Groups and Committees are governed by this clause as well as their individual regulations. In the case of an inconsistency between this clause and the individual regulation the terms of the individual regulation will prevail.

13.3 The term of office on each Group/Committee shall be for three years, renewable, provided that no member may serve for more than six years on the Group/Committee.

13.4 A member of the Group/Committee shall cease to be such if:
- 13.4.1 Being appointed as a member by the Board, that appointment is ended; or
- 13.4.2 S/he fails to attend two consecutive meetings of the Group/Committee without the prior consent of the Chair of that Group/Committee; or
- 13.4.3 They offer their resignation from the Group/Committee.

13.5 The Group/Committee shall meet as often as it deems necessary to conduct its business.

13.6 The Group/Committee shall have a Chair who shall be appointed, and may be removed, by the Group/Committee. The Chair shall serve for a term of office of three years, which may be renewable.

13.7 The quorum of each Group/Committee shall be three. If the Chair is unable or unwilling to Chair the meeting (or in the event of a vacancy in the office of Chair), the
Group/Committee will appoint a Chair for that meeting only from those present of its members.

13.8 The Group/Committee shall regulate its proceedings in accordance with the Charter, Bye-laws, and all other operating procedures and subject to any other direction from the Board.

13.9 The Group/Committee shall cause minutes to be made of all proceedings at meetings of the Group/Committee, including the names of the members present at each meeting.

13.10 Meetings of the Group/Committee may be convened by either the Chair or the member of the Executive team acting as Secretary and at least seven days’ notice of the meeting shall be given to members.

13.11 All members of Groups/Committees are members in their own right, be they elected or appointed. There is no procedure for alternative attendees.

13.12 In the event of the need for a vote, it will be by the voting of those members present in person or via other communication media, alone. The Chair shall have a casting vote.

13.13 Meetings of the Group/Committee may be held by teleconference or videoconferencing, or any other means that enables its members to participate at the same time.

13.14 The President, Chair and Deputy Chair of CIEH shall be entitled to attend meetings of the Group/Committee and participate in discussions. Unless appointed as a member of the Group/Committee they shall not be entitled to vote.

13.15 The Chief Executive shall normally be in attendance at meetings of the Group/Committee and the Chair may also ask others to attend in a non-voting capacity.

13.16 Unless detailed elsewhere in this operational procedure, the Group/Committee shall be advisory only.

13.17 The Group/Committee shall be accountable to the Board and will submit regular reports, along with the approved minutes of all meetings.

14. Risk and Audit Committee

14.1 The Board will be supported in its governance work by a Risk and Audit Committee. The Committee will be responsible for identifying risks arising from all CIEH activities and oversee the management of the risks to ensure that CIEH fulfils its strategic aims and objectives.
14.2 The primary function of the Committee is advisory, to work with the Chief Executive and the Executive Management Team to review, monitor, evaluate, analyse and report on findings. The Committee acts as “a critical friend” of CIEH and provides the relevant checks and balance for the financial operation of CIEH. The Committee provides an independent review process and considers action necessary both to mitigate and oversee effectively the risks to the organisation.

14.3 The Committee shall have up to five members, and will compose of:
   14.3.1 A qualified accountant (who need not be a member of CIEH but must not be a member of the Board), appointed by the Board
   14.3.2 A member of the Board, appointed by the Board
   14.3.3 Three other persons, (one of whom must be a member of CIEH and one of whom must not be a member of CIEH, but none of whom may be members of the Board), appointed by the Board

14.4 On at least one occasion in each calendar year, the Committee shall meet the external auditors without any members of the executive management team present. It may choose to do this more frequently if it wishes.

14.5 The terms of reference for the Risk and Audit Committee are to:
   14.5.1 Assist the Board by ensuring appropriate accounting and financial policies and controls are in place
   14.5.2 Identify risk and ensure that appropriate risk and impact assessments are undertaken
   14.5.3 Receive reports from external auditors and advisors and ensure that external and internal control processes are co-ordinated and effective
   14.5.4 Ensure that information used by trustees and staff in planning is adequate, reliable and well evidenced
   14.5.5 Organise, as necessary, one-off special inquiries, to help inform decision making
   14.5.6 Provide critical feedback and advice to the Board on matters relating to accountability and performance
   14.5.7 To be a “critical friend” – challenging and objective
   14.5.8 To not be risk averse but apply proportionate controls and processes

15 Appointments and Remuneration Committee

15.1 The role of the Committee is to advise and make recommendations to the Board for appointments to the Board, its committees and advisory groups and to ensure that the skills and experience required for these roles are identified.

15.2 The Committee shall consist of:
   15.2.1 A member of the Board, appointed by the Board
   15.2.2 Two members of CIEH (who may not be a member of the Board), appointed by the Board
15.2.3 Two non-members of CIEH (who may not be a member of the Board), appointed by the Board on the basis of their experience relevant to the role, for example an HR professional

15.3 The terms of reference of the Appointments and Remuneration Committee are:

15.3.1 To review the composition (including the skills, knowledge and experience) required on the Board and identify any skills gaps on the current Board, whilst taking into account what skills and expertise are needed on the Board in the future

15.3.2 Once agreed, to assist in highlighting the key skills required by the Board, in correspondence relating to the election of new Board members

15.3.3 If the skills gaps are not filled by election, to take a lead in identifying and recommending candidates for appointment in order to fill those skills gaps

15.3.4 To recommend all appointments to Committees and Groups e, other than where the Board is required to appoint one of its own members and those roles filled by election

15.3.5 To recommend to the Board the framework policy for the remuneration package (including pension provision and performance related pay) of the Chief Executive and review the ongoing appropriateness and relevance of that policy

15.3.6 To approve the design of and determine targets for any performance related pay schemes and approve the total annual payments made under any such schemes

15.3.7 To review and propose to the Board any significant changes in employment policy and employee benefits structures for CIEH staff

16. Learning and Qualifications Advisory Group

16.1 The Advisory Group will support the Board by providing oversight for CIEH’s qualifications and learning portfolio. The Advisory Group has delegated responsibility from the Board for the relevant education responsibilities in the Charter and Byelaws, to the extent that that is required to meet regulatory requirements of independence.

16.2 The Advisory Group shall consist of:

16.2.1 Three academics in the field of environmental health, (who may not be members of the Board) appointed by the Board

16.2.2 CIEH’s Chief Examiner, appointed by this Group

16.2.3 A member of the Board, appointed by the Board

16.2.4 Three persons who commission environmental health learning or with experience of general learning, training and skills development (but who are not eligible for appointment as academics and who may not be members of the Board and who may or may not be members of CIEH), appointed by the Board
16.3 The terms of reference of the Advisory Group are to:
16.3.1 Advise the Board of customer needs in the areas of learning and qualifications and to support CIEH in creating programmes and qualifications to respond to those needs
16.3.2 Liaise with the Membership and the Profession Advisory Group to ensure that the continuing professional development needs of environmental health professionals are met
16.3.3 Participate in the appointment of the Chief Examiner, in conjunction with the Chief Executive or his/her nominee
16.3.4 Assist CIEH in building strong and positive relationships with the HE and FE community
16.3.5 Review and share current and future FE/HE policy and to consider the implications for CIEH's provision, advising of changes where appropriate.
16.3.6 Give on-going advice on entry requirements, exemptions and associated processes for CIEH accredited qualifications.
16.3.7 Oversee the work of the Board of Examiners
16.3.8 Advise CIEH on joint venture, partnership and social enterprise opportunities
16.3.9 Advise on matters relating to academic integrity of CIEH learning, including the approval of new learning programmes and qualifications and changes to existing qualifications; monitor the integrity of the examination process; receive and review examination statistics; review syllabi of existing qualifications and their assessment
16.3.10 Report to the Board on the fulfilment of quality assurance compliance against those assurance mechanisms agreed for CIEH accredited qualifications
16.3.11 Liaise with professional registrations boards to monitor and maintain oversight of regulatory professional development

17. Membership and the Profession Advisory Group

17.1 The Advisory Group will support the Board by contributing to the review and formulation of strategy in relation to membership and the wider profession.

17.2 Membership of the Group will consist of:
17.2.1 A member of the Board, appointed by the Board
17.2.2 Seven voting members of CIEH (who may not be members of the Board), appointed by the Board

17.3 The terms of reference are to:
17.3.1 Advise the Board of customer needs within the areas of membership and the profession and support the Executive team in creating services to respond to those needs
17.3.2 Recommend to the Board policies relating to membership recruitment, engagement, retention and services. Liaise with the Learning and Qualifications Advisory Group to ensure that the continuing education needs of members are met
17.3.3 Keep under review all aspects of the operation of the Continuing Professional Development scheme, including the CPD regulations and guidance provided for members

17.3.4 Ensure that there is a robust, transparent and fair policy for implementation of the ethical codes of CIEH

17.3.5 Monitor actions taken in respect of the processing of complaints made against members of CIEH under the code of ethics and code of conduct for elected members, making recommendations to the Board when appropriate

17.3.6 Advise the Board on membership grades, fee structure and the entry criteria for each grade

17.3.7 Advise the Board on the governance of any sector or geographic groups

17.3.8 Advise the Board on technical policy issues based on the evidence and information from all relevant sources including advisory groups and expert panels

Agreed by the Board of Trustees on 30 January 2020.

To be reviewed before 31 January 2022.