



# Governance officeholder policies

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Each element of this policy applies to members of the Board of Trustees, of the Board of CIEH Limited and to all members of the Board's committees and its advisory group. Subject to adoption by that Board, these policies also apply to the Environmental Health Officers' Welfare Fund Board and its Welfare Fund Committee. References to CIEH trustees and its Board include Environmental Health Officers' Welfare Fund Board trustees and its Board, where appropriate.

Those to whom these policies apply are referred to as 'governance officeholders' throughout this document.

## **1 Conflicts of Interest Policy**

### **Purpose**

- 1.1 The trustees of CIEH have a range of legal obligations arising from CIEH's Charter and the law. They each, also, have distinct responsibilities in respect of their roles as directors of CIEH Limited; to which the provisions of this policy apply equally. There is an overriding obligation on trustees to act in the public interest, in the best interests of CIEH and in accordance with its governing documents. In order to allow trustees to meet those obligations everyone in scope of this policy is required to comply with it.
- 1.2 Conflicts of interest may arise where the personal, professional, institutional or family interests and/or loyalties of a governance officeholder conflict with those of CIEH. Such conflicts may:
  - 1.2.1 inhibit free discussion;
  - 1.2.2 result in decisions or actions that are not in the best interests of CIEH;
  - 1.2.3 risk giving the impression that CIEH has acted improperly.
- 1.3 The aim of this policy is to protect CIEH and those in scope of this policy from any impropriety, or the appearance of the same.

## **2 Declaration of interests**

- 2.1 Governance officeholders are required to complete a series of declarations (including a declaration of interests) on appointment and at the beginning of every calendar year thereafter.
- 2.2 If a governance officeholder becomes aware of a need to update their declaration (for example, taking on new employment or acquiring an interest in a business) they must complete a fresh documentation and submit it to CIEH within seven days of such an event occurring. They must not wait until asked for a new annual declaration.

## **3. Data protection**

- 3.1 Personal information provided under the terms of this policy will be processed in accordance with CIEH's data protection policy and the law. The information provided will not be used for any other purpose.
- 3.2 In providing such information to CIEH, governance officeholders must explicitly understand that such data may be put into the public domain if CIEH determines that it will publish declarations made by governance officeholders.

## **4. Defining a conflict of interest**

- 4.1 If a conflict of interest arises at any CIEH meeting, at which a governance officeholder is present (as a member of the meeting or otherwise), that person shall be obliged to declare his or her interest, regardless of it having already been declared on the register of interests or not.
- 4.2 Such a person shall not be involved in any decision relating to a matter in which they have a material interest except with permission of the Board, the committee, advisory group or other forum in which the matter arises and in accordance with this Policy.
- 4.3 A member of staff is permitted to be present and to offer advice when any decision is made relating to a matter in which they have a material interest if such interest arises **only** by virtue of his or her status as an employee of CIEH. In such circumstances no specific permission is required, provided that a declaration of that interest has been made.
- 4.4 If a governance officeholder fails to declare an interest which is known to any other person present at such a meeting then such person may declare that interest.
- 4.5 Alleged failure to declare such an interest will be regarded as a matter to be dealt with under the terms of the Code of Conduct for Governance Officeholders.

## **5. Decisions taken where a governance officeholder has an interest**

- 5.1 A governance officeholder shall not vote at any meeting on any resolution or other decision concerning any matter in which they have an interest or duty which is material and which conflicts or may conflict with the interests of CIEH unless otherwise

determined in accordance with this policy.

5.2 Interests are defined as:

5.2.1 **Direct financial interests** – where an individual stands to gain direct financial benefit from a decision.

5.2.2 **Indirect financial interests** – where a close relative or business associate of an individual stands to benefit financially from a decision and where the financial affairs of the individual and relative or business associate in question are bound together.

5.2.3 **Non-financial interest or personal conflicts** – where an individual receives no financial benefit from the decision but continues to be influenced by external factors. This includes interests arising from membership of clubs and other organisations.

5.2.4 **Conflict of loyalties** – where an individual may have competing loyalties between CIEH and some other person or entity.

5.3 The chair of any meeting of the Board or its committees or advisory group shall demit the chair for consideration of any item of business concerning any matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of CIEH. In such circumstances, another of those present shall be appointed by simple majority to take the chair for consideration of that business. In the case of a meeting of the Board, the Deputy Chair shall perform this role without the need for appointment. If the Deputy Chair is absent from a meeting of the Board, another person shall be appointed by simple majority.

5.4 The relevant meeting shall decide (by way of majority vote of non-conflicted members) which of the following options should be taken in respect of a member of the meeting where a conflict has been identified:

5.4.1 The individual should leave the meeting while the item is being discussed.

5.4.2 The individual should be allowed to remain in the meeting while the item is being discussed but should not be allowed to take part in the discussion or vote.

5.4.3 The individual should be allowed to speak on the item but should not vote.

5.4.4 The individual should be allowed to speak and vote on the item.

5.5 All decisions where there is a declared conflict of interest will be recorded and reported in the minutes of that meeting. The report will record:

5.5.1 the nature and extent of the conflict;

5.5.2 the outline of the discussion;

- 5.5.3 the actions taken to manage the conflict; and
- 5.5.4 whether the person concerned was permitted to participate in consideration and vote on the matter in respect of which the conflict arose.



# Review process

## Members' induction and training

All governance officeholders must undertake a programme of induction, in advance of their appointment taking effect. The programme will aim to ensure that members are fully aware of their role and responsibilities and the organisational context.

If training and development needs are identified through this review programme, CIEH will meet those.

## Annual development reviews for governance officeholders

1. CIEH recognises that governance officeholders are an important and valuable resource. The success of CIEH will depend, to a considerable extent, on the commitment and expertise of the members of its governance structure. Through an effective scheme of annual reviews, CIEH aims to ensure that the efforts of governance officeholders are effectively aligned with its strategic objectives, provide a means of developing individuals and enhance overall organisational performance. Gathering feedback about governance performance is a valuable part of the process and is part of the role of all members.
2. All governance officeholders are expected to engage constructively in the annual review process. The purpose is to:
  - a. Give members an opportunity to reflect on their achievements and successes
  - b. Provide members, and the organisation, with an opportunity to learn from what has not gone as expected
  - c. Give members time to agree with their reviewer what they will be doing in the coming 12 months
  - d. Help members to identify any development needs to support them in their role and any improvements that may be made in the support that CIEH gives them.

3. These notes are intended to assist all participants in the performance review scheme.

### **Responsibility**

4. The responsibility for the overall operation of the scheme lies with the Chair of the Board. The Chair's role in this context is to ensure that all governance officeholders have an opportunity to discuss their contribution annually, receive feedback and, on the rare occasions where this may be necessary, are enabled to improve any aspects of their performance that fall below standard.
5. The process is designed to include a full discussion of performance between the reviewer and the member. It encourages self-reflection. On the rare occasion where performance is judged to be below standard, the individual will be encouraged to improve and, where a development need requiring specific training is identified, CIEH (through its HR team) will have a responsibility to provide that training in a timely way.
6. Reviewers:
  - a. The Chair will review Board members
  - b. The Deputy Chair will review all chairs of committees and its advisory group
  - c. The chairs of committees and the advisory group will review the members of their groups
  - d. The Chair will be reviewed by the President (or, if the role of President is vacant, a member of the Board, other than the Deputy Chair, appointed by the Board for that purpose) and one of the independent members of the Appointments and Remuneration Committee (appointed by the two independent members of that Committee) or, if the independent members of that Committee are not available, another member of that Committee.
7. It is the responsibility of the member to prepare for the review meeting, including obtaining third-party feedback on their contribution and reflecting on that. The preparation should include consideration of ongoing or new work and development goals so that there can be appropriate discussion and agreement at the meeting. Members should vary the individuals they approach for feedback from year-to-year.

### **Confidentiality**

8. The outcome of discussions at performance reviews, including all finalised paperwork, will be confidential between the reviewer, the member and the Chair of the Board of Trustees who has overall responsibility for the scheme. The scheme will be administered by CIEH's HR team.
9. The data collected and the records maintained in connection with this scheme are used solely for the following purposes:
  - a. Review of individual members and of the effectiveness of governance across CIEH as a whole

- b. Training and development: where a training/development need is identified, the reviewer will notify CIEH's HR team in order that appropriate training/development is provided
  - c. Reappointment: in cases where the member is eligible for consideration for reappointment, the outcome of reviews in each year of the term served by the individual will be a factor in the decision making. If a reappointment application is made, review records will be made available to the members of the Appointments and Remuneration Committee
  - d. Termination of appointment: review documentation may be relevant in circumstances where it is proposed that a member is removed from a governance office role
  - e. Monitoring the fair, equitable and appropriate application and administration of the scheme
10. All finalised review documentation will be held securely, on behalf of the Chair, by CIEH's HR team. All draft documentation between the reviewer and members should be kept by each party securely and destroyed once the final version is sent to the HR team.
11. Review records will be accessible to the HR team and the Chair. Reviewers will have access to records relating to those individuals reviewed by them. All members will have access to their individual records.

**Timetable**

12. The annual review meetings should take place in accordance with the following timetable:

<b>Target months for formal annual review process to be completed</b>	
Chair and Deputy Chair	April to May
Board members and group chairs	May to June
Members of committees and groups	June to July

13. There may be circumstances when it will not be possible to adhere to the review timetable, e.g. parental leave, and appropriate alternative arrangements should be made in discussion with the relevant chair.
14. Those who hold more than one governance role (for example, as a member of the Board and of one of its committees) should consult with each chair with whom they work. It is open to the parties involved to agree that one chair will lead the review discussion (having sought input from the other chair/s involved), that a jointly-led review will be held or a distinct review for each role. In the event that the parties cannot agree an approach, the governance office holder will refer the matter to the Chair of the Board, who will make a decision on how the review/s will be held.

## The process

15. At the commencement of the annual process each member will be sent the following by the HR team:
  - a. These guidance notes
  - b. A review form which will be pre-populated with their attendance record over the previous year (Annex 1)
  - c. The competencies against which they were appointed, or any which may have superseded those at the time of appointment (Annex 2)
16. The member should complete the self-assessment of their contribution. In doing so, they should consider:
  - a. The development points agreed at the previous year's meeting
  - b. Their own assessment against the competencies for their role
  - c. Feedback that they have sought from at least one person who is familiar with their work on the relevant group (this could be another member or a CIEH staff member)
17. The reviewer may also seek feedback from other members or CIEH staff, if they wish.
18. The member should send the completed self-assessment to the reviewer at least five working days before their meeting.
19. The reviewer and member should meet in order to review the self-assessment, for the reviewer to provide their feedback and to agree development points for the year ahead.
20. If the paperwork is not completed at the meeting, the reviewer and member should agree who will complete the recording of the performance review discussion and the agreed outcomes and then the paperwork is signed by both parties to allow for any additional comments and to confirm agreement to the finalised documentation.
21. The reviewer should forward the completed paperwork to the HR team for secure storage.
22. The review meeting will take place at a mutually convenient time during the period specified in the timetable above at a suitable location or digitally. The meeting should take place in an atmosphere of mutual respect, cooperation and support.

# Annex 1

## Annual review for CIEH governance officeholders

Your name	
Position/s	
Review year	
Date of review	
Reviewer's name/s	

### 1. Self-assessment of your contribution to the work of group over the past year

<p>Please complete this having taken into account:</p> <ul style="list-style-type: none"><li>• The development points agreed at last year's review meeting</li><li>• Your contribution against the competencies for your role/s and how you continue to meet the competencies</li><li>• Feedback that you have sought from at least one person who is familiar with your work on the relevant group/s</li></ul>

- 2. Reviewer's comments on your contribution to the work of the group/s over the past year and how you continue to meet the competencies for the role/s**

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**3. Attendance (this will be pre-populated before this form is sent to you)**

Governance group	Meetings held	Meetings attended

**4. Development points for improving your contribution in the year ahead**

To be agreed between you and your reviewer/s

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Your signature	
Date agreed by you	
Reviewer's signature	
Date agreed by reviewer	

# Annex 2

## Board of Trustees, committees and advisory groups - member competencies

Candidates must demonstrate (in application and at interview) that they meet the competencies below. Some examples of how these may be met are shown.

Competence	Evidence
<b>Ability to contribute to strategic direction</b>	<ul style="list-style-type: none"> <li>• Understanding of the relationship between the purpose and values of an organisation and its strategic direction.</li> <li>• Knowledge and experience of strategic planning and delivery, with the ability to scrutinise performance data.</li> <li>• Experience of contributing to the achievement of objectives within time and resource constraints.</li> </ul>
<b>Awareness of equality and diversity issues</b>	<ul style="list-style-type: none"> <li>• Able to explore and work with values of respect, inclusion, fairness and transparency and what these might mean in a professional body.</li> <li>• Broad awareness of equality and diversity issues.</li> </ul>
<b>Ability to listen and communicate effectively</b>	<ul style="list-style-type: none"> <li>• Well-developed listening skills.</li> <li>• Good communication skills and the ability to put views across clearly and sensitively in a variety of settings.</li> <li>• Awareness, and acceptance, of diverse views.</li> <li>• Ability to inspire confidence and support amongst CIEH's members and other stakeholders.</li> </ul>
<b>Ability to work effectively as part of a team</b>	<ul style="list-style-type: none"> <li>• Experience of participating in group discussions.</li> <li>• Involving and including others in a decision making to achieve the best outcome for an organisation.</li> <li>• Sharing expertise whilst being able to recognise expertise in others.</li> <li>• Ability to reflect on own behaviour and impact on others.</li> </ul>

Competence	Evidence
<b>Capacity and skill to understand the priorities of our stakeholders</b>	<ul style="list-style-type: none"><li>• Knowledge and understanding of environmental health (CIEH member candidates only).</li><li>• Skills and experience to develop an understanding of the sectors in which CIEH members operate and of the profession (non-CIEH member candidates only).</li><li>• Knowledge and understanding of the wider social, political, and educational landscape, across the nations of Britain and internationally.</li></ul>

# Reappointments policy

## **1 Introduction and background**

- 1.1 The Operational Procedure for the Board, committees and advisory group (OP) establishes the make-up of each of those bodies, the method to be used to appoint members and terms of office (including maxima).
- 1.2 This policy applies to all appointments to those groups (known as governance appointments) other than those appointments made by election and the appointment, by the Board, of one of its own members to serve on a committee or advisory group.
- 1.3 This policy is established to support the Board's commitment to openness and transparency in governance appointments, in the interests of CIEH and its members and also to ensure clarity for those appointed.
- 1.4 Whilst only the Board itself may make governance appointments (including reappointments), it delegates implementation of all other aspects of this policy to its Appointments and Remuneration Committee (ARC), to ensure an appropriate degree of independence.

## **2 Policy approach**

- 2.1 The OP provides for fixed terms of office for all governance appointments (three years) and a maximum term of office (six years), other than the role of President where the fixed term is one year and the maximum term is three.
- 2.2 This policy is designed to support the term provisions set out in the OP.
- 2.3 To allow decisions on re-appointments to be made well in advance of the expiry of terms of office (and therefore, if an appointment is not to be renewed, the resultant vacancy to be advertised), a 're-appointment year' will run from 1 July to 30 June. The practical impact of this approach is set out in the table at 3.1
- 2.4 It is the policy of the Board that re-appointment to governance appointments should not be viewed as a casual or inevitable process; rather there are two over-riding considerations, which should lead to a purposeful decision about every potential reappointment.
- 2.5 These are:
  - What are the needs of the Board, committee or advisory group in respect of skills and experience, for the forthcoming period of appointment?

- What has been the contribution of the member concerned in their first term of office?

### 3 Annual cycle

3.1 In order to support efficient and timely decision making, an annual cycle is to be adopted, set out below:

<b>Date</b>	<b>Action</b>	<b>Responsible</b>
By 1 Jan	ARC Chair to seek feedback from Chair of relevant body on skills and experience required for forthcoming vacancy (note this is <b>not</b> a request for a view on the performance of an individual appointee).	ARC Chair (via Governance Adviser)
By 31 Jan	Chair of relevant body to provide feedback to ARC Chair.	Chair of relevant body
By 14 Feb	ARC Chair to send reappointment application form to all governance appointees whose first term of office expires between the next 1 July and 30 June, inviting them to consider applying for reappointment setting out information required and the skills and experience needed (if specified by the Chair of the relevant body).	ARC Chair (via Governance Adviser)
By 31 Mar	Individual governance appointees submit applications for reappointment.	Individual Board, committee or advisory group members.
By 31 May	ARC meets to review applications and formulate recommendations to Board	ARC Chair and members
By 30 Jun	Board receives ARC report and makes re-appointments	Board Chair and members

By 30 Jun	Re-appointments made for a three-year term, from expiry date of first term	Company Secretary
By 30 Nov	ARC completes recruitment to resultant vacancies and makes recommendations to Board to appoint.	ARC Chair and members

#### **4 Application of policy to role of President**

- 4.1 It is the policy of the Board that all governance appointments should be subject to a transparent reappointment process, as outlined above. The single year term of office of the President, requires this approach to be amended for the role of President in the first year of office only.
- 4.2 In a new president's first year of office, there will be no requirement to reapply. Rather, the President will be asked (by the Chair of the ARC) if they would wish to serve for a second term.
- 4.3 The Chair of the ARC and Chair of the Board of Trustees will determine if, in their view, an initial reappointment is in the interests of CIEH and will make a recommendation to the ARC – at its meeting to consider other reappointment applications.
- 4.4 From that point the process set out above will apply, ie endorsement by ARC and appointment by the Board.
- 4.5 For the avoidance of doubt, a subsequent reappointment (ie after the first reappointment of a president) will be subject to the process set out in Section 3 of this policy.

**Agreed** by Board of Trustees on 30 November 2023  
**To be reviewed before 31 December 2025**

# Application for further term, governance appointment

Your name	
Relevant position	
Date current term expires	
Date of application	
Closing date for applications	31 March 20xx

Before completing your application, you should review the current version of the CIEH Board policy on re-appointment.

In particular you should note:

- The closing date for applications. The Appointments and Remuneration Committee (ARC) will not consider applications received after this date.
- It is your responsibility to complete all sections of this form. The ARC will not make assumptions or source evidence beyond that submitted as part of this application.
- In the interests of good governance, the ARC is unlikely to recommend all applications that are made for re-appointment. This may be because applicants do not evidence the skills and experience required for this particular appointment round.
- Equally, it is the policy of the Board that there is some turnover in governance appointments to bring fresh perspectives to the work of the Board, its committees and advisory groups.

**1. Reflective statement on own ability to meet the needs of the Board/committee/group in the coming period**

<p>This should be a forward-looking statement, based on the competencies for the role and any particular needs which have been outlined by the Chair of the relevant body.</p>

- 2. Describe the outcomes of your two most recent annual reviews in the role and how you have addressed actions set out in those. Copies of those reviews (signed by reviewer and applicant) must be submitted by you as part of this application.**

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**3. Attendance in the previous calendar year (this will be pre-populated before this form is sent to you)**

Governance group	Meetings held	Meetings attended (full/part of meeting)

## Board of Trustees, committees and advisory groups - member competencies

Candidates must demonstrate (in application and at interview) that they meet the competencies below. Some examples of how these may be met are shown.

Competence	Evidence
<b>Ability to contribute to strategic direction</b>	<ul style="list-style-type: none"> <li>• Understanding of the relationship between the purpose and values of an organisation and its strategic direction.</li> <li>• Knowledge and experience of strategic planning and delivery, with the ability to scrutinise performance data.</li> <li>• Experience of contributing to the achievement of objectives within time and resource constraints.</li> </ul>
<b>Awareness of equality and diversity issues</b>	<ul style="list-style-type: none"> <li>• Able to explore and work with values of respect, inclusion, fairness and transparency and what these might mean in a professional body.</li> <li>• Broad awareness of equality and diversity issues.</li> </ul>
<b>Ability to listen and communicate effectively</b>	<ul style="list-style-type: none"> <li>• Well-developed listening skills.</li> <li>• Good communication skills and the ability to put views across clearly and sensitively in a variety of settings.</li> <li>• Awareness, and acceptance, of diverse views.</li> <li>• Ability to inspire confidence and support amongst CIEH's members and other stakeholders.</li> </ul>
<b>Ability to work effectively as part of a team</b>	<ul style="list-style-type: none"> <li>• Experience of participating in group discussions.</li> <li>• Involving and including others in a decision making to achieve the best outcome for an organisation.</li> <li>• Sharing expertise whilst being able to recognise expertise in others.</li> <li>• Ability to reflect on own behaviour and impact on others.</li> </ul>

Competence	Evidence
<p><b>Capacity and skill to understand the priorities of our stakeholders</b></p>	<ul style="list-style-type: none"> <li>• Knowledge and understanding of environmental health (CIEH member candidates only).</li> <li>• Skills and experience to develop an understanding of the sectors in which CIEH members operate and of the profession (non-CIEH member candidates only).</li> <li>• Knowledge and understanding of the wider social, political, and educational landscape, across the nations of Britain and internationally.</li> </ul>