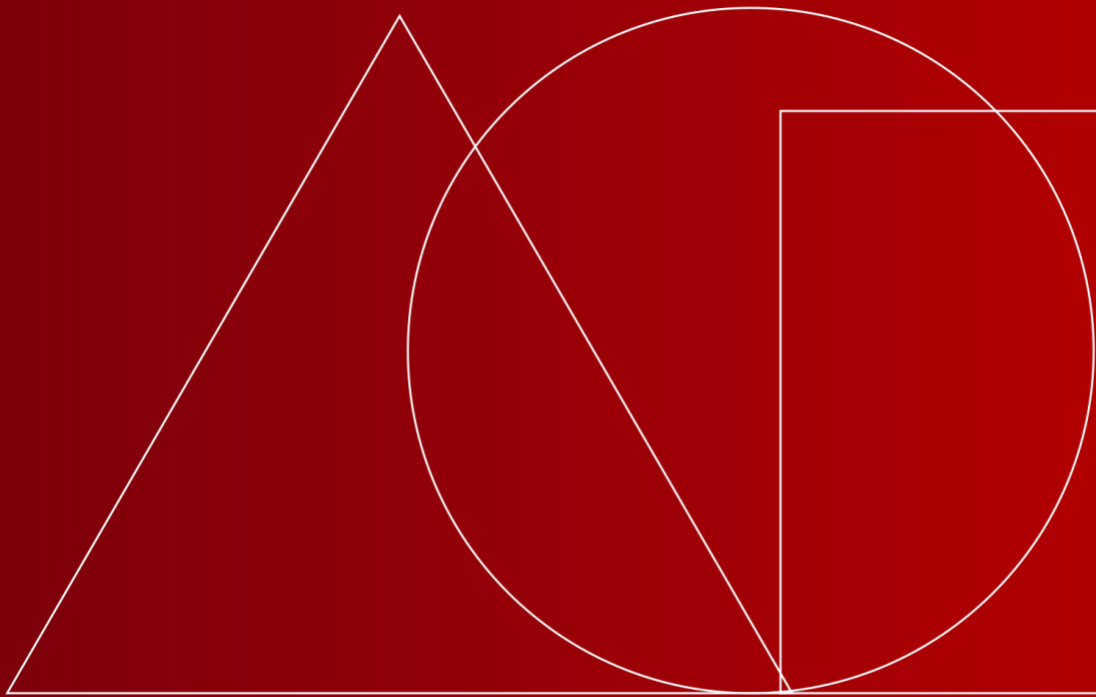


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# Governance Manual



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## Introduction

### 1 Definitions and Interpretation

1.1 Throughout this Governance Manual (save where the context provides otherwise) all words importing the singular number shall include the plural and all words importing the masculine gender shall include the feminine and vice versa.

1.2 The following defined terms are used throughout the Governance Manual:

**Audit and Risk Committee** means the Committee appointed by the Board to assist in its duty to supervise the Board direction of Ciarb's approach to audit and risk management;

**Board** means the Board of Trustees of Ciarb established pursuant to Article 8 and Bye-law 2;

**Chief Executive Officer/CEO** means the senior executive officer of Ciarb (previously referred to as the Director General of Ciarb) being the person so appointed to exercise the delegated duties and responsibilities on behalf of the Board;

**Charitable Object** means the object for which the Charity is established, as set out in Article 4 of the Charter, namely: *"...to promote and facilitate worldwide the determination of disputes by all forms of private resolution other than resolution by the court (collectively called "private dispute resolution")."*;

**Charity Commission** means the regulator of charities in England and Wales;

**Ciarb** means the Chartered Institute of Arbitrators registered with the Charity Commission for England and Wales with number 803725 and established under Royal Charter dated 6 February 1979, as amended;

**Chair** means the persons in charge of either a Committee meeting or the Board of Ciarb;

**Code of Professional and** means the Code of Professional and Ethical Conduct (October 2009) as amended from time to time, as adopted pursuant to the Bye-laws and published on the website of

<b>Ethical Conduct for Members</b>	the Institute that Members must adhere to and which governs their conduct;
<b>COI Policy</b>	means the conflict of interests policy as set out in this manual;
<b>Committee</b>	means the committees established by the Board in accordance with the Royal Charter, Bye-laws, Regulations and/or Governance Manual;
<b>Committee Members</b>	means the members of the Committees;
<b>Constitution</b>	means the governing document of Ciarb, being its <a href="#">Royal Charter and Bye-laws</a> ;
<b>Deputy Chair</b>	means the person who may be elected to such position by the Board in accordance with Bye-law 2;
<b>Director of Finance</b>	means Ciarb's chief financial officer;
<b>Finance Committee</b>	means the Committee appointed by the Board to assist the Board in relation to Ciarb's financial affairs;
<b>General Counsel</b>	means Ciarb's chief legal officer;
<b>Governance Committee</b>	means the Committee appointed by the Board to provide oversight of Ciarb's governance arrangements in line with its governing documents and best practice as outlined by the Charity Commission;
<b>Governance Manual</b>	means this manual of governance policies, as made and updated from time to time by the Board;
<b>Nominations Committee</b>	means the Committee appointed by the Board to lead on the recruitment and selection of appointments for Trustees, Committee Members and Patrons;

<b>Regulations</b>	mean the <u>Regulations</u> made from time to time by the Board;
<b>Patron</b>	(if any) means the person appointed to such position by the Board, pursuant to Article 9 of the Charter;
<b>President</b>	(if any) means a president who may be appointed by the voting Members through Branch chairs pursuant to Bye-law 4;
<b>Professional Conduct Committee</b>	means the Committee established by the Board to consider any allegation of misconduct by a Member in accordance with Article 5.1(6), Bye-law 14 and Regulations 10 and 17;
<b>Trustees</b>	means the members of the Board, established pursuant to Article 8 and Bye-law 2;
<b>Young Members' Committee/YMG</b>	means the Committee established by the Board to co-ordinate conferences, events, functions, and other activities of Young Members worldwide in accordance with Ciarb's strategy as approved by the Board;
<b>Young Members</b>	means those Members of Ciarb who are 40 years or younger.

1.3 Where other defined terms are used in particular policies/terms of reference, they will be as defined in the Constitution or Regulations, as appropriate.

## **2 Ciarb**

2.1 The Trustees owe fiduciary duties to Ciarb under charity law and Ciarb must comply with the charity law to which it is subject in furtherance of Ciarb's Charitable Object.

2.2 The Trustees act together collectively through the Board and are responsible for the general control and management of the administration of Ciarb. The Trustees have overall responsibility for Ciarb.

2.3 The Constitution, which contains Ciarb's Charitable Object, sets out various rules and procedures for the running of Ciarb and is supported by the Regulations.

### **3 Purpose of the Governance Manual**

- 3.1 This Governance Manual (in conjunction with the Constitution and the Regulations) brings together some of the key materials and principles relevant to the role of the Board and any Committees of Ciarb as may be established from time to time. Some of these relate to the laws to which Trustees are subject; others reflect guidance for the operation, structure and composition of Ciarb and its Board.
- 3.2 The purpose of this Governance Manual is to assist Ciarb to achieve the highest standards of governance and will provide Trustees, Committees and executive with helpful guidance on key issues that Ciarb faces.
- 3.3 Ciarb's Constitution was last updated on 15 February 2023 to reflect the outcome of a governance review and subsequent restructuring. This Governance Manual supports the updated governance of Ciarb and will develop over time as the organisation continues to grow.

### **4 Status of the Governance Manual**

- 4.1 All governance policies contained within the Governance Manual (as may be amended from time to time) have been approved by the Board and represent the standard to be applied in respect of each area covered. Over time it is anticipated that the various policies will evolve to accommodate changing practices and legislation and therefore the Governance Manual is reviewed on a rolling basis. If you are in any doubt as to the status of a particular policy (or would like to propose an amendment for consideration) please revert to the CEO in the first instance.
- 4.2 Minor amendments to the Governance Manual, for example including but not limited to, changes to operational business requirements, operational matters delegated to the CEO under the Regulations or otherwise, or department names, contact details or typographical errors etc. may be approved by the CEO in writing and shall be included in the agenda for the next Board meeting to be minuted. For the avoidance of doubt, the format and content of any forms or tables such as the template declaration of interests and central register of interests would amount to a minor amendment which is within the CEO's delegated authority.

## Trustees' Role and Responsibilities

### 1 Trustees' role

- 1.1 The Trustees' role is to ensure that Ciarb acts in accordance with its Constitution and to manage its activities in furtherance of its Charitable Object, in the context of regulation from the Charity Commission. The Trustees must always remember that their prime duty is to act in Ciarb's best interest.
- 1.2 In addition to the duties and responsibilities set out in this policy, the Trustees must also abide individually and collectively by the Trustees' Code of Conduct<sup>1</sup> (as included in the Governance Manual).

### 2 Overview

- 2.1 The Trustees comprise the Board and are charity trustees under charity law. Charity trustees are those who have the "general control and management of the administration of a charity" (section 177 Charities Act 2011).
- 2.2 The Charity Commission's [guidance CC3 "The Essential Trustee"](#) (with which the Trustees should be familiar) summarises trustees' principal legal duties and explains that the Trustees must:
  - 2.2.1 make sure that everything the charity does helps (or intends to help) to achieve the purposes for which it is set up for the public benefit;
  - 2.2.2 comply with its governing document and the law;
  - 2.2.3 act in the charity's best interests;
  - 2.2.4 manage the charity's resources responsibly;
  - 2.2.5 act with reasonable care and skill; and
  - 2.2.6 ensure the charity is held accountable.

### 3 Key Responsibilities

- 3.1 The Trustees' key responsibilities are to:
  - 3.1.1 set a clear vision, mission and strategic direction for Ciarb and ensure that the necessary structures are in place to deliver those as part of the strategic management of Ciarb (see **Strategic Responsibility**);
  - 3.1.2 be responsible for the financial and operational performance of Ciarb (see **Performance Responsibility**);

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<sup>1</sup> See Trustees' Code of Conduct on page 11

- 3.1.3 ensure that Ciarb complies with all legal and regulatory requirements (see **Compliance Responsibility**);
- 3.1.4 act as guardians of Ciarb's assets, both tangible and intangible, taking all due care over their security, deployment and proper application (see **Responsibility to Safeguard the Assets**); and
- 3.1.5 ensure that Ciarb's governance is of the highest possible standard (see **Governance Responsibility**).

#### **4 Strategic Responsibility**

- 4.1 Each Trustee must work in partnership with other Trustees, the CEO and Executive team of Ciarb to ensure that:
  - 4.1.1 Ciarb has a clear vision, mission and strategic plan that have been agreed by the Board and communicated effectively to any staff;
  - 4.1.2 the business, operational and other plans support the vision, mission and strategic priorities;
  - 4.1.3 there are effective mechanisms in place for the Board to:
    - (a) consider the views of key stakeholders on the performance of Ciarb;
    - (b) review the external environment for changes that might affect Ciarb; and
    - (c) review regularly Ciarb's strategic plans and priorities.

#### **5 Performance Responsibility**

- 5.1 The Trustees' performance responsibility duties are to:
  - 5.1.1 ensure that the fundamental values and guiding principles of Ciarb are articulated, reflected and understood throughout Ciarb;
  - 5.1.2 agree the overall annual income and expenditure budget for Ciarb;
  - 5.1.3 agree the method for measuring objectively the progress of Ciarb in relation to its vision, mission, strategic objectives/priorities, business plans and annual targets, and to receive regularly reports on the performance of Ciarb;
  - 5.1.4 receive regular reports from relevant staff on progress towards agreed strategic priorities and hold them to account for the management and administration of Ciarb; and



- 5.1.5 ensure that relevant staff receive regular, constructive feedback on their performance in managing Ciarb and in meeting their annual and longer-term targets and objectives.

## **6 Compliance Responsibility**

- 6.1 The Trustees' compliance responsibility duties are to:
  - 6.1.1 be aware of, and to ensure Ciarb complies with, all legal, regulatory and statutory requirements and to take steps to monitor Ciarb's performance and risks through the CEO and Executive team;
  - 6.1.2 maintain familiarity with Ciarb's Constitution, ensure that Ciarb complies and reviews the Constitution regularly to ensure it is fit for purpose;
  - 6.1.3 report serious incidents to the Charity Commission;
  - 6.1.4 agree the appropriate levels of delegated authority and ensure that these are recorded in writing (for example by means of minutes, terms of reference for Committees, job descriptions of any staff etc.) and that clear written reporting procedures are established and complied with;
  - 6.1.5 delegate sufficient authority in writing to the Chief Executive Officer to enable Ciarb to carry on its business effectively between Board meetings;
  - 6.1.6 delegate sufficient authority in writing to its Committees, Chair and, as appropriate, to the Chief Executive Officer to enable Ciarb to comply with its regulatory obligations and discharge its governance effectively;
  - 6.1.7 ensure that the responsibilities delegated to relevant staff are clearly expressed and understood, and that directions given to them come from the Board as a whole via the Chair;
  - 6.1.8 communicate to the staff (ordinarily through the Chief Executive Officer in liaison with the Chair as necessary) the role of the Board and ensure that the CEO provides an effective channel of communication between the Board and staff; and
  - 6.1.9 ensure that, through the CEO, a performance evaluation process is in place for all staff and that Ciarb invests in staff development.

## **7 Responsibility to Safeguard the Assets**

- 7.1 The Trustees' duties in relation to their responsibility to safeguard the assets of Ciarb are to:
  - 7.1.1 protect and manage the property of Ciarb;

- 7.1.2 ensure that Ciarb applies its resources exclusively in pursuance of its Charitable Object;
- 7.1.3 establish a risk policy which identifies and manages risks and ensures that any major risks to Ciarb are reviewed annually and that systems have been established to mitigate or minimise these risks;
- 7.1.4 ensure that Ciarb has satisfactory internal systems and controls for all financial and non-financial matters, which are audited and reviewed regularly;
- 7.1.5 exercise effective overall control of Ciarb's financial affairs;
- 7.1.6 ensure that the systems of control are rigorous and constantly maintained through regular evaluation and improvement;
- 7.1.7 ensure the proper investment of Ciarb's funds within the constraints of the law and any ethical and other investment policies laid down by the Board;
- 7.1.8 establish a reserves policy which is reviewed annually and monitors the level of Ciarb's reserves against that policy;
- 7.1.9 be accountable for the solvency and continuing effectiveness of Ciarb;
- 7.1.10 act reasonably, prudently and collectively in all matters relating to Ciarb; and
- 7.1.11 ensure that Ciarb's good name, reputation, ethos and other intangible assets are properly valued, utilised and safeguarded.

## **8 Governance Responsibility**

- 8.1 The Trustees' governance responsibility duties are to:
  - 8.1.1 ensure that decisions are made and implemented in the best, long-term interests of Ciarb and that the Board takes collective ownership of these decisions.
  - 8.1.2 ensure that Ciarb has an appropriate governance structure in place and that this structure, the governing instruments and the Board's performance are reviewed regularly;
  - 8.1.3 reflect annually on the Board's performance and individual Trustee's performance;
  - 8.1.4 ensure that the Board has the necessary skills required to govern Ciarb well (having carried out an appropriate skills analysis), participates in

individual and collective development and training for Trustees, and has access to relevant external professional advice and expertise;

- 8.1.5 ensure that there is a systematic, open and fair procedure for the recruitment of Trustees, Trustee Officers, and any future Chief Executive Officers and that all such appointees receive appropriate induction, advice, information and training (both individual and collective);
- 8.1.6 establish/review/amend/approve policies in the Governance Manual as required from time to time and as within the powers and restrictions of Ciarb's governing instruments; and
- 8.1.7 act in line with Ciarb's values and behaviours.

# Trustees' Code of Conduct

## 1 Introduction

- 1.1 This code of conduct (the **Code**) sets out Ciarb's expectations of its Trustees. The Code should be read in conjunction with Ciarb's Constitution, Code of Professional and Ethical Conduct for Members (where applicable), other policies and procedures, and legal and regulatory requirements in place from time to time. Ciarb is subject to the laws of England and Wales and is regulated by the Charity Commission.
- 1.2 It is essential for the good governance and reputation of Ciarb that the Trustees maintain high standards in their role, particularly whenever they are carrying out their functions or representing Ciarb.
- 1.3 The Trustees should bear in mind the public nature and responsibilities of their role and that even when they consider themselves to be working in their private capacity they may still be viewed as a representative or ambassador of Ciarb.

## 2 General Obligations

- 2.1 Each Trustee should at all times:
  - 2.1.1 act solely in the best interests of Ciarb;
  - 2.1.2 act within the law and Constitution (including but not limited to its Code of Professional and Ethical Conduct for Members where applicable);
  - 2.1.3 abide by the policies and procedures of Ciarb, including this Code;
  - 2.1.4 support the Charitable Object and mission of Ciarb to be a leading body promoting and facilitating worldwide the determination of disputes by all forms of private dispute resolution other than resolution by the court;
  - 2.1.5 be an active trustee, making their, experience, knowledge and time available to Ciarb;
  - 2.1.6 respect the collective authority of the Board and not act unilaterally;
  - 2.1.7 support the Board, CEO and the Executive team of Ciarb; and
  - 2.1.8 regularly and collectively reflect on how the Board fulfils its responsibilities and governs Ciarb.
- 2.2 Each individual Trustee should respect that there are limits on their authority and should not unless authorised by the whole Board:
  - 2.2.1 speak officially on behalf of the Board or Ciarb;

- 2.2.2 enter into any legal or financial agreement on behalf of Ciarb;
- 2.2.3 give directions to the CEO or staff of Ciarb; or
- 2.2.4 disclose any confidential information about Ciarb.

### **3 Legal Obligations**

- 3.1 The Trustees must ensure they are fully aware of their legal obligations and fiduciary duties under English law and if they are unsure about anything regarding these obligations seek guidance from the Chair of the Board, the CEO, and/or General Counsel. All Trustees will have received an induction setting out these obligations and duties when they join the Board and must sign the declaration of willingness in the form set out in the annex to the Trustees' Code of Conduct in this Governance Manual.
- 3.2 Each Trustee should also be aware of the legal framework in which Ciarb operates and familiarise themselves with relevant English laws, including relating to charity, employment, whistleblowing, equality and data protection. If Trustees have any concerns that there may be a risk that the Trustees, Ciarb or its Branches might infringe the legal rights of any staff or members of Ciarb they should seek guidance from the Chair of the Board, the CEO and/or the General Counsel. Similarly if a trustee is informed of, or reasonably believes there to be past, present or likely future wrongdoing relating to criminal offence(s), failure(s) to comply with any legal obligation, miscarriage(s) of justice, serious risk to health and safety, damage to the environment or the deliberate covering up of any of these wrongdoing(s), they must report it to the General Counsel and/or CEO and refer to Ciarb's Whistleblowing Policy.

### **4 Confidentiality**

- 4.1 The Trustees must at all times respect individual, board and organisational confidentiality.
- 4.2 The Trustees must not disclose any confidential information which they have been given in their capacity as Trustee (for example through Board papers or Committee papers) other than to fulfil their function, without the CEO's prior written consent, or if required to do so by law.
- 4.3 Trustees must take appropriate steps to ensure that confidential papers are stored securely. If in doubt about the confidential nature of any information, the Trustees should contact the CEO in the first instance.
- 4.4 If a Trustee becomes aware of a breach of confidentiality, they must immediately notify the CEO.

## **5 Data Protection**

- 5.1 The Trustees must adhere to applicable data protection laws including that personal data shall be:
- 5.1.1 processed fairly, lawfully and in a transparent manner;
  - 5.1.2 used only for limited, specified stated purposes and not used or disclosed in any way incompatible with those purposes;
  - 5.1.3 adequate, relevant, and limited to what is necessary;
  - 5.1.4 accurate and, where necessary, up to date;
  - 5.1.5 not kept for longer than necessary; and
  - 5.1.6 kept safe and secure.
- 5.2 The Trustees should not share any personal data which they have been given in their capacity as Trustee (for example through Board papers or Committee papers) other than if required to do so by law or if there are doing so on behalf of Ciarb and have a lawful basis for processing (and in the case of special category data have identified a condition for processing).
- 5.3 Trustees must take appropriate steps to ensure that personal data is stored securely and in line with agreed retention periods.
- 5.4 If a Trustee becomes aware of a personal data breach this must be reported to the Data Protection Officer, General Counsel and CEO immediately as this may be reportable to the Information Commissioner's Office within 72 hours. A personal data breach means a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data. This includes breaches that are the result of both accidental and deliberate causes. It also means that a breach is more than just about losing personal data.
- 5.5 If a Trustee receives a request relating to any of the following, this must be forwarded to the Data Protection Officer, General Counsel and CEO immediately as this may amount to an information rights request which has a strict statutory deadline for response:
- 5.5.1 from an individual to be informed about how we are processing their personal data;
  - 5.5.2 from an individual wanting certain information that we hold about them;
  - 5.5.3 from an individual saying that the information we hold is wrong/needs rectifying/needs erasing/should be restricted etc;
  - 5.5.4 from an individual wanting to opt out of receiving information or objecting to our use of their personal data.

## **6 Relationships With Others**

- 6.1 The Trustees are responsible for pursuing the Charitable Object of Ciarb and developing the overall strategy for Ciarb. Whilst the Trustees cannot abdicate their overall responsibility, they must work in partnership with the CEO to achieve the mission of Ciarb, understanding and respecting the different but complementary roles of Trustees and the Executive.
- 6.2 Although vested with all the powers and functions of Ciarb, it is not practical for the Board to exercise a large number of the powers and functions of Ciarb itself. The primary responsibility of the Board lies in exercising general oversight of the management of the affairs of Ciarb as conducted by the CEO and the Executive team. A Trustee will not normally be involved with day-to-day management, which is delegated to the CEO.
- 6.3 All powers, functions and responsibilities of Ciarb are vested in the Board as a whole and an individual Trustee has no authority over members, employees or other office holders of Ciarb. Formal instructions and requests must be made through the Chair of the Board.
- 6.4 The Board has a key role to play in the development of the strategic policies of Ciarb and this should be the focus of a considerable portion of its time and energies.
- 6.5 Trustees of Ciarb may experience a tension between their election by regions and their duty of impartiality as Trustees and so must endeavour to utilise their knowledge and connections within their home region to the benefit of Ciarb while having due regard to Ciarb membership as a whole.
- 6.6 Where the Trustees require professional assistance to be able to make the most appropriate decision affecting Ciarb, the CEO should be consulted as to suitable professionals (including from the General Counsel) and that assistance should be sought and considered carefully.

## **7 Managing Interests**

- 7.1 An individual Trustee should not benefit, whether financially or otherwise, from their position as Trustee.
- 7.2 Each Trustee should consider whether they have any private interests relating to their duties as a trustee and must declare all actual or potential conflicts of interest in accordance with Ciarb's conflict of interests policy.
- 7.3 Each Trustee must on appointment complete a declaration of trustee's interests and thereafter take responsibility for ensuring it is up to date.
- 7.4 A Trustee must not accept gifts, hospitality, or benefits which might be seen to compromise their role or influence the decisions they take. Gifts, hospitality or benefits offered as a consequence of Ciarb business must be declared to the CEO

and Director of Finance within one month of receipt. If a Trustee has any doubts as to whether they should accept any such gift or benefit, they should speak to the CEO or Director of Finance in the first instance.

## **8 Attending Meetings**

- 8.1 Trustees should endeavour to attend and take an active part in all Trustee meetings having fully prepared for each meeting and taking responsibility for ensuring they have and have read all relevant papers.
- 8.2 In circumstances where a Trustee is unable to attend a meeting, they should send their apologies as soon as possible to the Head of Governance who will notify the Chair of the meeting.

## **9 Leaving Office**

- 9.1 Any substantial breach of this Code may result in procedures being put in motion which may result in a Trustee being asked to resign from the board. In such a case the Trustee will have an opportunity to be heard.
- 9.2 If a Trustee wishes to resign, they must inform the Chair in advance in writing, giving 30 days' notice in accordance with Bye-law 2.10.



## Template Trustees Declaration

### Declaration of eligibility and willingness to act by charity trustee.

I ..... (name of Trustee) of ..... (insert address) declare and confirm the following:

- I have received and read the Charter, Bye-laws, Regulations and Governance Manual and will observe and comply with these and any other documents or policies of Ciarb.
- I am willing to act as a charity trustee of Ciarb and have read the Charity Commission's guidance "[The Essential Trustee](#)".
- I am not disqualified from acting as a or charity trustee by reason of:
  - (a) conviction for any offence of dishonesty or deception;
  - (b) bankruptcy or personal insolvency or the making of any arrangement or composition with creditors;
  - (c) disqualification by order of the Charity Commission or the High Court of any other court or lawful authority; and/or
  - (d) any other proceedings, order or rule of law.
- I undertake to fulfil my responsibilities and duties as a trustee of Ciarb in good faith and in accordance with the law and within Ciarb's mission and objectives;
- I will at all times ensure the Charity's funds, and charity tax reliefs received by Ciarb are used only for the charitable purposes of Ciarb;
- I have received and read a copy of the Conflict of Interests Policy and I have set out the extent of my interests (if any) in the declaration of interest form annexed to the Conflict of Interests Policy. Other than those interests listed, neither I or a connected person, have any financial or other personal interests which conflict with Ciarb's interests or objects (either in person or by reason of my family, business interests or otherwise) and I will notify Ciarb should I or any connected person have any further conflicting interests now or in the future.

Signed:.....

Date.....

## Conflict of Interests Policy

### 1 Introduction

- 1.1 This policy (the **COI Policy**) provides guidance on identifying conflicts of interest and sets out Ciarb's policy on managing conflicts of interests (including conflicts of loyalty).
- 1.2 The COI Policy will primarily be of interest to the Trustees, who have a legal obligation to act independently and in the best interests of Ciarb, and to Committee members, where indicated. Members of the Executive team, and other staff and volunteers (for example, including Peer Review Panel members, Appeal Committees and Branch Committee members) may also find themselves subject to conflicts of interests and the principles set out in this Policy are therefore relevant to all individuals involved with Ciarb.
- 1.3 The [Charity Governance Code](#) recommends that Trustees understand how real and perceived conflicts of interests or loyalty can affect a charity's performance and reputation, with further recommendations on declaring and managing conflicts, maintaining a conflicts policy which is reviewed regularly and a register of interests, hospitality and gifts. Trustees are expected to maintain their independence and integrity.
- 1.4 Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict (or may conflict) with those of Ciarb and it is not always possible to prevent conflicts of interest from arising. It is important, however, to ensure that in such situations any potential to gain from a person's position is managed appropriately and that the interests of Ciarb are protected at all times.
- 1.5 Conflicts of interests can inhibit free discussion and may result in irrelevant considerations being taken into account or making decisions which are not in the best interests of Ciarb. They can also damage the reputation of Ciarb if it appears that individuals are influenced by personal interests or loyalties. Individuals must, therefore, be alert to the possibility that they could be affected by a conflict of interests.
- 1.6 The Charity Commission's guidance on conflicts (CC29), available [here](#), provides additional information.

### 2 Interpretation

- 2.1 In this COI Policy references to:
  - 2.1.1 "conflicts" or "conflicts of interest" include actual and/or potential conflicts of interest and/or duty;
  - 2.1.2 persons who are "connected" means:

- (a) a close family member (e.g. child, step child, grandchild, parent, or sibling) or a person living with the individual;
- (b) the spouse, unmarried partner or civil partner of an individual or of any person falling within paragraph (a) above;
- (c) any person who is in a business partnership or any person who is in a business partnership with any person falling within paragraph (a) or (b) above; and
- (d) any company, business, trust or organisation in which they (or any other person connected to them) has an interest as a beneficiary or through ownership, control or influence;

2.1.3 "benefit" includes any payment, material benefit (including property, loans, goods and services), other than reasonable out of pocket expenses or other non-pecuniary benefit.

2.2 This COI Policy is subject to and should be read together with [Ciarb's Charter, Bye-laws, Regulations](#) and Trustees Code of Conduct.

### **3 Legal Framework**

3.1 Trustees are required to:

3.1.1 act only in the best interests of their charity;

3.1.2 act in accordance with the Constitution (i.e. the Charter and Bye-laws), the Regulations and charity law; and

3.1.3 avoid situations where there may be an actual or potential conflict of interests.

3.2 Trustees may not benefit from their Trustee position, except where the benefit has been authorised in accordance with the Constitution, Regulations or the law.

3.3 The Charter sets out the limited circumstances in which a Trustee may benefit (at Article 7). The Trustees must, therefore, be familiar with the constitutional provisions so they can be satisfied, when applying the provisions, that the proposed benefit(s) fall within the express terms of the constitution. In the event that the Trustees are not satisfied that the proposed benefit(s) falls within the constitution they should seek legal advice and be aware that it may be necessary to seek **prior** consent from the Charity Commission.

### **4 Identifying a Conflict**

4.1 There is no statutory definition of a conflict of interest and it is not always easy to identify a conflict or potential conflict.

- 4.2 The Charity Commission's guidance on conflicts of interests provides that an "interest" should be regarded as a very broad term which includes *'anything or any connection that could potentially divert a Trustee's mind from giving sole consideration to fulfilling the objects of the Charity, or operating in the best interests of the Charity'*. An interest may be direct, where it affects the Trustee directly, or indirect, where it affects an individual or organisation "connected" with the Trustee. In addition to whether an actual conflict of interest exists, consideration must be given as to whether a potential conflict could reasonably be perceived by a fair-minded person to arise.
- 4.3 Common types of conflict include:
- 4.3.1 conflicts between an individual's personal financial interests and those of the charity, for example, a Trustee receiving payment for services or goods provided to the charity;
  - 4.3.2 conflicts between the financial interests of a connected person and those of the charity, for example, payments to a relative or to a business with which they or their family is associated;
  - 4.3.3 non-financial conflicts, for example, the interests of two organisations with which they are involved, conflicting with each other (this is sometimes referred to as a conflict of loyalties). They will owe duties to the charity (for example as a charity Trustee or volunteer) but will also owe duties to the other organisation and the two may conflict; and
  - 4.3.4 a conflict of loyalties, where they feel they owe or feel loyalty to another person or organisation, which may not amount to a duty but may be considered to affect the decision-making for the charity.
- 4.4 The Trustees and others should be aware that the potential to benefit, directly or indirectly, from Ciarb will create a conflict of interest which must be declared and managed in accordance with this COI Policy.
- 4.5 An individual should not benefit, whether financially or otherwise, from their position beyond what is permitted by law and what is in the best interests of Ciarb. If an individual is in doubt about what constitutes a conflict, they should adopt a cautious approach and declare their interest as soon as they become aware of it.
- 4.6 Any other individual involved with Ciarb who is uncertain as to whether they should notify Ciarb about a particular circumstance should discuss the matter with the Chair of the Board, the CEO, General Counsel or Head of Governance, as appropriate, who will then decide whether the matter should be entered in Ciarb's register of interests in accordance with paragraph 6.

## **5 Declaring an Interest – Generally**

- 5.1 All Trustees and Committee members shall, on appointment complete a declaration of interests form (in the form substantially attached at Annex 1 to this

COI Policy (as amended from time to time)) in respect of themselves and connected persons. Trustees and Committee members must thereafter take responsibility for ensuring the declaration is up-to-date, including reviewing the declaration on the register on an annual basis.

- 5.2 It shall be a standing item at every Trustee or Committee meeting to require all Trustees or Committee members attending the meeting to declare any conflicts of interest relating to matters to be discussed at the meeting.
- 5.3 If a Trustee or Committee member considers that they have an actual or potential conflict, they must inform the Chair of the Board or the Chair of the Committee as soon as possible (and the Chair must inform the other Trustees/Committee members). Prior to any discussion on the matter the conflict should be clarified and the nature of the declaration and extent of any direct or indirect interest that gives rise to the conflict raised. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, if necessary, withdraw from discussion of the relevant agenda item.
- 5.4 If a Trustee or Committee member is aware that another Trustee or Committee member has an actual or potential conflict that has not been declared, they must notify the Chair of the Board or the Chair of the Committee.
- 5.5 It is for individual Trustees and Committee members to decide which matters to declare but, if in doubt, they should make a declaration. If a Trustee or Committee member would like to discuss the issue, they may contact the Chair of the Board or the Chair of the Committee for confidential guidance.
- 5.6 If a declaration is made under this paragraph which proves to be or becomes inaccurate or incomplete, the conflicted Trustee or Committee member must make a further declaration giving correct information about the nature and extent of their interest.

## **6 Register of Interests**

- 6.1 Ciarb shall maintain a central register of interests (in the form substantially attached at Annex 2 to this COI Policy (as amended from time to time)) and it is the responsibility of the Chair of the Board or the Chair of the Committee (as appropriate) to ensure this is reviewed annually.
- 6.2 The register of interests shall record all conflicts, interests, gifts and hospitality as declared by the Trustees and Committee members.
- 6.3 At least once in every 12-month period, all Trustees and Committee members must review the information relating to them and connected persons contained in the register of interests and declare that the information is correct or make a further declaration if necessary.

## **7 Procedures for Managing Conflicts**

- 7.1 Whenever a Trustee, Committee member or a connected person has a personal or financial interest directly or indirectly, or any interest which could be perceived to lead to a conflict of interest, in a matter to be discussed at a Board or Committee meeting the Trustee or Committee member concerned shall declare that interest at or before discussion begins on this matter.
- 7.2 If the interest is pecuniary (related to money), the member must recuse themselves from the discussion or determination of such matters; not be counted in the quorum for the part of the meeting devoted to that item; and withdraw during the vote and have no vote on the matter.
- 7.3 If the interest is non-pecuniary (not related to money), consider whether participation in the discussion or determination of a matter would create either a risk of bias or the perception of bias. Advice can be sought on this point from the General Counsel and/or external lawyers, if necessary. If they consider it could create a risk of bias or the perception of bias, they should withdraw from the meeting for any discussion of that item unless expressly invited to remain in order to give information and withdraw during the vote and have no vote on the matter.
- 7.4 The Chair of the Board or Committee (in consultation with the CEO/General Counsel/external lawyers if considered necessary) may permit continued participation in certain circumstances. These might include instances when the relationship is so slight or historic that it would be unreasonable to suppose any significant interest, or the decision or discussion has no foreseeable implications for the Trustee or Committee members' interest. In that case, the conflict and agreed course of action for managing it, should be recorded in the minutes of the meeting.
- 7.5 Declarations of interests are the responsibility of each individual Trustee and Committee member; however, the Chair of the Board and the Chairs of Committees shall draw to a Trustee's or Committee member's attention any potential conflict of interest which may be apparent from the Trustee's or Committee member's entry in the register of interests and the agenda or any associated papers for the relevant meeting.

## **8 Records of Proceedings**

- 8.1 Minutes of meetings of Trustees and Committees at which conflicts and/or potential conflicts arise must record:
- 8.1.1 the nature of the conflict and determinations regarding the conflict;
  - 8.1.2 the relevant Trustee's, Committee member's (or relevant individuals) non-participation with respect to consideration of the relevant matter;
  - 8.1.3 any limitation on the Trustee's or Committee member's ability to act in relation to such matter;

- 8.1.4 any alternatives that were discussed;
- 8.1.5 the votes taken regarding the conflict; and
- 8.1.6 any other relevant information.

## **9 Future Appointments of Trustees and Committee Members**

- 9.1 As above, on appointment, all Trustees and Committee members are asked to declare any direct or indirect interests they have that might give rise to a conflict of interests.
- 9.2 If Trustees or Committee members consider it likely that the prospective Trustee or Committee member will be subject to serious or frequent conflicts of interest, the Trustees or Committee members should consider whether it is appropriate to proceed with the appointment.

## **10 Data Protection**

Any information provided under this COI Policy will, so far as relevant, be processed by Ciarb in accordance with Ciarb's [privacy notice](#) and applicable data protection laws (as amended from time to time).

## **11 Disagreement, Persistent Material Conflicts and Fundamental Conflicts**

- 11.1 If a Trustee or Committee member does not consider that they have a conflict but the view of the majority of the other Trustees or Committee members is that they do, then the majority view will prevail and the provisions for the management of such conflict set out in this COI Policy will apply.
- 11.2 In the event that there is a persistent material conflict of interest which affects the ability of a particular Trustee or Committee member to carry out their duties then the Trustee or Committee member concerned should consider and may be asked by the unconflicted Trustees or unconflicted Committee members to consider, whether it is in the best interests of Ciarb that they continue as a Trustee or Committee member of Ciarb.
- 11.3 A conflict considered by the Trustees or Committee members to be so fundamental or pervasive that it would be inappropriate for the individual to remain a Trustee or a Committee member, may result in procedures which ask the individual to resign from the Board or Committee. In such a case the Trustee or Committee member concerned will have an opportunity to be heard. However, in the event that a Trustee or Committee member is asked to resign, they should respect the majority decision and resign at the earliest opportunity.

## **12 Review of COI Policy**

- 12.1 This COI Policy shall be reviewed every three years, or sooner if required, by the Chair, Chief Executive Officer or General Counsel.



## Annex 1 – Template Declaration of Interests

### The Chartered Institute of Arbitrators (Ciarb)

Charity Registration Number: 803725

#### Declaration of Interests

I, \_\_\_\_\_, set out below my interests (and interests of any connected person) that are relevant to the interests of Ciarb in accordance with the Ciarb's Conflict of Interests Policy below:

<b>Category of interest</b>	<b>Details of Interest – Please insert brief details of the interest and whether it applies to yourself or a connected person.</b>	<b>Approximate date interest first arose</b>
Any relevant current work and any relevant previous work in which you (or a connected person) continue to have a financial interest.		
Any other relevant appointments, voluntary, honorary or otherwise (e.g. trusteeships, directorships, local authority membership, tribunals etc.). If the position is a paid position, please indicate the level of benefit accruing.		
Membership of any relevant professional bodies, special interest groups or mutual support organisations.		
Relevant investments in unlisted companies, partnerships and other forms of business, major shareholdings more than 5% of issued capital) and beneficial interests.		

<b>Category of interest</b>	<b>Details of Interest</b> – <i>Please insert brief details of the interest and whether it applies to yourself or a connected person.</i>	<b>Approximate date interest first arose</b>
Any gifts or hospitality by external bodies in direct/indirect connection with Ciarb in the last twelve months.		
Any material connection with any grant recipients or proposed grant recipients.		
Any paid work through Ciarb or, if relevant, a subsidiary/trading company (this includes for example, appointments as a Practitioner or working as an examiner, assessor, moderator, tutor or trainer for a Ciarb course).		
Have any of the positions you (or a connected person) currently hold caused any actual conflicts of interest in the past?		
Any other conflicts that are not covered by the above.		

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the Conflict of Interests Policy and for no other purpose.

Signed: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

## Annex 2 - Central Register Of Interests

The Chartered Institute of Arbitrators (Ciarb)

Charity Registration Number: 803725

Central Register of Interests (Trustees and Committee Members)

[Insert month] [Insert year]

<b>Name and position</b>	<b>Description of interest</b>	<b>Does the interest relate to the Trustee or connected person?</b>	<b>Date interest disclosed</b>	<b>Is the interest current?</b>	<b>Any Action to be taken (i.e. follow conflict procedures when related matters discussed at Trustees' meeting)?</b>
<i>e.g. Joe Bloggs, Trustee of Ciarb</i>	<i>Trustee of XYZ Limited</i>	<i>Trustee's wife</i>	<i>1 January 2023</i>	<i>Yes</i>	<i>Follow conflict procedures when matters relating to XYZ Limited discussed</i>
<i>e.g. Joe Bloggs, Trustee of Ciarb</i>	<i>Director of ABC trading subsidiary</i>	<i>Trustee</i>	<i>1 January 2023</i>	<i>Yes</i>	<i>Follow conflict procedures when matters relating to ABC discussed</i>

## **Chair's Role and Responsibilities**

*Details to be confirmed (Phase 2)*

## Appointment of Trustee Officer Role Protocol

### Chair, Deputy Chair, Senior Independent Trustee and Honorary Treasurer's Annual Appointment Protocol

#### 1 Introduction

- 1.1 The Royal Charter and Bye-laws make provision for the appointment of a Chair, Deputy Chair, Senior Independent Trustee and Honorary Treasurer.
- 1.2 Under Bye-law 2.5, the Trustees **shall** elect one of their own number, on an annual basis, to act as Chair, Deputy Chair, and Honorary Treasurer, and under Bye-law 2.6, the Trustees **may** elect one of their own number, on an annual basis, to act as a Senior Independent Trustee. Together, these positions are referred to as the "**Trustee Officer(s)**".
- 1.3 Trustees may put themselves forward for any Trustee Officer role in each year, and shall be eligible for re-election to that post for so long as they are a serving Trustee and in accordance with this Protocol.
- 1.4 This protocol outlines the election process for the Trustee Officer.

#### 2 Timing

- 2.1 The Head of Governance will be responsible for circulating a timetable for elections each year (in consultation with the Chair of the Board), to be published no later than [insert date].
- 2.2 Trustee Officer appointments will ordinarily take effect from 1 January in each year, terminating at midnight on 31 December.
- 2.3 If a Trustee Office role becomes vacant outside the ordinary appointment cycle, the Board shall, at their next Board meeting (or, if necessary, in line with the out-of-session protocol contained in Regulation 8), elect one of their number to fill that vacancy for the remainder of the term. For the avoidance of doubt, any Trustee filling a Trustee Officer role on a casual vacancy basis shall be eligible for re-election to that role (or any other Trustee Officer) in accordance with this policy.

#### 3 Expressions of interest

- 3.1 Six weeks prior to the last Board meeting in each year, the Head of Governance will contact the Trustees to see whether any Trustee wishes to stand for the Trustee Officer roles. Those wishing to stand shall:
  - 3.1.1 provide an expression of interest and a statement setting out their skills and experience with regard to the Trustee Officer role; and

- 3.1.2 ensure that all Trustee declarations regarding any conduct, fitness to practise, regulatory, governing or licensing body investigations have been completed and submitted to the Head of Governance.
- 3.2 The Head of Governance shall raise any issues from the declarations with the General Counsel and the Chief Executive, who shall advise the Board of Trustees as necessary.

#### **4 Ballot, outcome and announcement**

- 4.1 At the last Board meeting in each year or as soon as practical thereafter (but no later than 1 December in each year), Trustees who are eligible to vote will be issued with a confidential ballot paper containing the names of the candidates in alphabetical order and details of the Trustee Officer role for which they are applying.
- 4.2 Before the Trustees vote, the candidates will have the opportunity to address the Board in support of their nomination for the relevant Trustee Office role. The Trustees shall then consider the candidates, as necessary, prior to any vote (with the candidates recusing themselves unless invited expressly in order to provide further information).
- 4.3 Trustees shall have one vote for each of the Trustee Officer roles.
- 4.4 The Head of Governance and General Counsel shall count the votes and the Chief Executive will verify and announce the appointments by no later than 31st December.
- 4.5 If there is a tied vote in relation to any of the Trustee Officer positions, lots shall be drawn by an independent person to settle the appointment. The independent person shall be chosen by the Chief Executive.
- 4.6 Those appointed will serve from 1st January – 31st December in the following year.

## **Role of Patrons**

*Details to be confirmed (Phase 2)*

## **Role of Senior Independent Trustee**

*Details to be confirmed (Phase 2)*



## **Operational Reserves Policy**

*Details to be confirmed (Phase 2)*

## **Procurement Policy**

### **1. Introduction**

1.1. This document sets out the principles that must be followed when seeking appropriate suppliers to carry out Ciarb 's activities. Procurement principles must be followed before the selection of a supplier to ensure best value is obtained from charity funds.

1.2. The purpose of procurement is to obtain goods, services or works which meet budget holder needs. Proposals from suppliers must be tested critically for effectiveness and affordability as well as quality or standard of service. Compliance with the budget approval process includes the requirement to ensure these tests have been carried out in accordance with this Policy.

### **2. Scope**

2.1. This policy applies to all Ciarb staff internationally, as well as agency staff, sub-contractors and other such persons carrying out Ciarb business. It also applies to all volunteers globally commissioning work on behalf of Ciarb.

2.2. The policy applies from 1 March 2021.

### **3. Value for Money**

3.1. Value for Money ("VfM") principles shall apply for the procurement of all goods, services and works.

3.2. VfM is the optimum combination of whole-life cost and quality (fitness for purpose) to meet Ciarb's requirements. Whole life cost means the total cost of the acquisition over the life of the contract including maintenance, operations and disposal. It's not just about the lowest price.

3.3. The aim is to achieve VfM whilst having due regard to propriety and regularity. Contracts are not awarded solely on the basis of the lowest price but on the basis of the most economically advantageous tender. In other words, on the basis of the best price/quality offered by a supplier.

3.4. In tendering procedures which involve the selection of suppliers to be invited to tender or negotiate, your selection should be made on the basis of objective and relevant criteria. Criteria and evidence to apply will depend on the nature of the good

3.5. or services in question. If in doubt you should seek advice from Ciarb Director of Finance.

#### **4. Competition**

4.1. Goods, services and works should be acquired by competition unless there are convincing and compelling reasons to the contrary. You must document these reasons.

4.2. The requirement for competition can usually be satisfied by obtaining a minimum of three competitive quotes, though in some cases involving lower value supplies matters of practicality and efficiency may take precedence. In all cases, subject to legal obligations, the form of competition should be appropriate to the value, complexity and novelty of the goods, services or works to be acquired.

4.3. Subject to the condition set out in 4.1, Procurement of goods, services or works with an expected contract value of £25,000 or greater need to take place under a formal tender or request for proposal process. The requirements of this process are set out in section 6 below and Appendix 1 provides a template Invitation to Tender, which may be used in such circumstances.

#### **5. Processes**

5.1. In all dealings with suppliers, and potential suppliers, you should do your best to preserve the highest standards of honesty, integrity, impartiality and objectivity.

5.2. You should be:

- i. fair, efficient, firm and courteous;
- ii. achieve the highest professional standards in the award of contracts;
- iii. make available the information suppliers need to respond to any bidding process;
- iv. notify the outcome of bids promptly and, within the bounds of commercial confidentiality,
- v. to debrief winners and losers on request on the outcome of the bidding process to facilitate better performance on future occasions; and
- vi. achieve the highest professional standards in the management of contracts.

## **6. Tender process**

### **6.1. Selection of bidders:**

In selection of suppliers to be invited to tender or negotiate, your selection should be made on the basis of objective criteria, including:

- Selecting from those who respond to the tender invitation only and inviting only those to submit a tender for the contract;
- Following standard procurement policy (i.e. most economically advantageous tender taking into account whole life costs) in the selection of the successful bidder;
- Obtaining approval, in all cases, of the tender invitation document by i) the Director of the relevant department or branch Chair and ii) the Ciarb Director of Finance.
- Further guidance may be requested from Ciarb Finance to ensure that sourcing is not unnecessarily restricted.

### **6.2. Award criteria:**

In determining the criteria for the award of contracts, purchasers should rarely rely on price alone. In most cases, VfM will involve other factors such as the whole-life cost, quality and delivery against price. Guidance may be requested from Ciarb Finance.

### **6.3. Evaluation of bids:**

Appropriate investment appraisal techniques should be used in assessing which compliant bid offers best value for money. The investment appraisal may include:

- On the cost side, the relevant factor is whole-life cost, not lowest short-term price. Whole-life cost takes into account all aspects of cost over time, including for example, capital, maintenance, management, operating and disposal costs whenever they fall.
- On quality, higher expenditure on better quality might well be offset on a whole-life costing basis, for example by lower maintenance costs, longer life or higher residual value and therefore justified on cost grounds alone. However, a better-quality solution to the requirement, for example in terms of service standards, might add to whole-life cost. In all cases it is for you to consider carefully whether increased benefits justify higher cost, providing better value for money in meeting the requirement.

## **7. Authority**

7.1. You must never make any procurement commitments on behalf of Ciarb unless you have sufficient delegated procurement authority and financial approval to do so. Procurement limits are set out in the Ciarb Regulations. If in doubt speak to your department Director or Ciarb Finance. Branch authority resides ultimately with the Branch Chair, alongside the requirements set out in Ciarb Regulations.

7.2. It is imperative that only those with financial authority place orders and award contracts. This is because anyone is capable of unwittingly entering into a contractual commitment in law if a supplier reasonably believes that they are acting on behalf of Ciarb.

7.3. You should be aware that financial commitments may arise from any promise or commitment to take action and no such commitment should be given at any time without appropriate financial authority.

7.4. The budgetary authorisation of expenditure is a critical control in managing Ciarb expenditure. It is essential that, before giving authority, the budget holder confirms that sufficient uncommitted budget provision is available to fund the estimated expenditure and the expenditure is a proper charge to the budget.

7.5. Authority to purchase within set limits is also given to those staff who hold purchase cards.

## **8. Contracts and payments**

8.1. All contracts relating to Ciarb Headquarters must be sent to Ciarb Legal for approval. Procurers must be mindful that Ciarb Legal will need enough time for review and potential negotiation with successful suppliers and build these into the timetable. All contracts relating to branches must be held securely at branch with a signed copy provided to Ciarb HQ.

8.2. All contracts of £25,000 or more need to be approved by the Ciarb Director General and the Ciarb Director of Finance.

8.3. All new suppliers must be approved via the finance new supplier process before any payment can be made. This includes the requirement for a new supplier form to be completed and evaluated by the finance team. Guidance on this process is available on Access Workspace Home Page.

8.4. Payments cannot be made to any supplier without a Purchase Order (PO) properly approved in the Access finance system. PO approval must be gained before work commences and before invoices are issued.

8.5. Payments to suppliers must be made using BACS within the normal finance weekly payment run process unless there are exceptional circumstances. Emergency/faster payments can only be made to approved suppliers with the express approval of the relevant director and this approval must be physically/verbally verified.

## **9. Purchase Cards**

9.1. The Purchase Card is used in Ciarb to complement its finance and procurement systems.

9.2. The HSBC purchase card is a corporate charge card for use by staff who are authorised to make ad hoc purchases of goods or services while out of the office on Ciarb business. The limit is set by the Ciarb Director of Finance in relation to the initial request by the user. This limit will be reviewed on a bi-annual basis.

### **9.3. Fraudulent use of Procurement Cards:**

All staff must be aware of the potential for fraudulent use being made of charge cards, particularly where the transaction is made over the telephone, internet or if a transaction is suspected to have been carried out fraudulently by a member of staff.

Ciarb has a zero-tolerance policy on fraud. Any suspicion of irregularities will be fully investigated, and action will be pursued in any instances of fraud or theft in accordance with Ciarb Disciplinary Procedures.

9.4. Full requirements for use of these cards is set out in the Purchasing Card Policy.

## **10. Travel and expenses**

10.1. If you need to make travel arrangements, you must use the Ciarb travel service administered by Ciarb Governance ([governance@ciarb.org](mailto:governance@ciarb.org)) where possible.

10.2. All Ciarb expenses including travel incurred personally can only be reimbursed if you follow Ciarb's Expenses Policy, which is available on the Intranet, supplied to all Branches and updated from time to time. You are advised to familiarise themselves with this policy before incurring any Ciarb expenditure personally.

## **11. Records**

11.1. Procurement records may be required for reference, audit or legal requirements.

11.2. UK Contract documents should be retained for at least six years after the contract has expired. The period of six years, is consistent with the UK Limitation Act 1980 (which requires claims for breaches of contract to be brought within this period).

11.3. International contract documents should be retained for at least the longer of i) six years after the contract has expired, and ii) the length of time required by the relevant governing jurisdiction.

11.4. The contract documents should include all communications and correspondences in writing and as approved by those responsible for awarding the contract. All signed contracts must be kept in a secure environment. For Headquarters, these are centrally held on by Ciarb Legal and Branches should have their own storage procedures. Other communications and correspondences are held individually by the awarding members.

11.5. There may be cases where a contract should be retained for a longer period. For example, if the contract has been made as a deed, the limitation period will be extended to 12 years. If you are in any doubt, you should consult Ciarb Legal.

11.6. Access to all procurement records (including emails and correspondences) relating to the contract, must be restricted to those persons who are authorised to or have a need to see them. Account must be taken at all times of data protection legislation.

## **12. Prompt Payment**

12.1. Where there is no agreed contractual provision or other written understanding, suppliers' invoices must be paid within 30 days of receipt.

12.2. Where there is a contractual provision or other written understanding, suppliers must be paid within the terms of such contract.

## Trustees' Principles of Delegation

### 1 Delegation Overview

- 1.1 The Board bears the overall legal responsibility for the general control and management of Ciarb. The Trustees' role is to provide strategic management of Ciarb, to control its affairs, funds and property, to ensure it pursues its charitable objectives and to give overall direction to Ciarb.
- 1.2 The relationship between the Board and the CEO and Executive team is critical to the effective performance of Ciarb and this policy clarifies the key principles of delegation from the Board to avoid common traps such as "micro-management" and enable all parties to contribute effectively to the success of Ciarb.
- 1.3 Whilst certain responsibilities can and should be delegated to staff (with appropriate arrangements for reporting back), the Board must recognise that it cannot abdicate overall responsibility and that it remains responsible for all decisions, including delegated decisions, made on behalf of Ciarb.
- 1.4 The Board may revoke or alter any delegation.

### 2 Effective Delegation

- 2.1 Subject to Ciarb's Constitution and relevant legislation, the Board may delegate such matters as it considers appropriate to individual Trustees, Committees, the CEO, the Executive team, volunteers or agents and consultants (if any), who the Board reasonably believe to be qualified by their expertise to perform or discharge such function.
- 2.2 Before delegating, the Board shall:
  - 2.2.1 confirm that it has constitutional and legal capacity to delegate the task in question;
  - 2.2.2 ensure delegation serves the Board;
  - 2.2.3 avoid duplicating any staff roles;
  - 2.2.4 ensure all parties are clear about their respective roles;
  - 2.2.5 provide the person or Committee to whom authority has been delegated with written terms of reference; and
  - 2.2.6 ensure delegations are in writing, setting clear limits on matters such as expenditure, authority and decisions that can be made and include appropriate reporting and monitoring criteria. Delegations may be written in Board minutes, terms of reference for Committees, or staff job descriptions as appropriate.



- 2.3 The Board should ensure that staff, volunteers and agents (if any) have sufficient delegated authority to discharge their duties.

### **3 Reporting and Monitoring Arrangements**

- 3.1 The Board must remain in ultimate control of all its delegations and should receive and review such reports as the Board requires from:

3.1.1 its Committees and individuals with regard to the use of delegated powers;

3.1.2 members of Ciarb's staff pertaining to the activities of Ciarb in furtherance of the Charitable Object.

- 3.2 All delegated authorities should be subject to regular monitoring by the Board including a review of which tasks have been delegated, who is responsible for doing them and the progress of the delegated work.

### **4 Management not Management Control**

- 4.1 Where the Board or an individual Trustee has any concerns about the behaviour or performance of the CEO or Executive team, they should always raise the concern first with the Chair of the Board who will deal with the issue as appropriate.

- 4.2 Individual Trustees should not give directions to the CEO or Executive team without authority from the Board.

## Delegation to Committees

### 1 Delegation Overview

- 1.1 This policy deals specifically with the Board's power to delegate to Committees, advisory groups, panels, or other bodies ("**Board Sub-Groups**"). The policy expands on the general principles of Board delegation and the relationship between the Board and the CEO and Executive team.
- 1.2 The purpose of any such Board Sub-Groups should be to give them more time to deal with certain functions than the Board has. No Board Sub-Groups should be allowed to usurp the Board's overall decision-making authority by taking decisions without proper authority. As well as Trustees, members of such Board Sub-Groups can include staff and co-opted individuals with particular knowledge or expertise relating to the subject matter.

### 2 Terms of Reference

- 2.1 Board delegation to Board Sub-Groups to assist its work should have clear written terms of reference in addition to any delegated authority.
- 2.2 Terms of reference should include:
  - a description of the work;
  - any conditions on the exercise of the delegated functions;
  - authority to make decisions;
  - timelines and schedules;
  - reporting requirements;
  - monitoring criteria;
  - details of membership; and
  - budget and spending authority, if any.
- 2.3 Where the role of a Board Sub-Group is not to make any decisions within the limits of its delegated authority but rather to act as a communications channel or to offer special or expert advice and comment to the Board (to inform their deliberations or decision making) then a term other than "Committee" should be used, for example "special advisory group".

### 3 Committees

- 3.1 The Board shall set out in writing the terms of reference of any delegation to a Board Sub-Group which shall reflect the delegation principles set out in this policy

and Ciarb's general policy on Trustees' Principles of Delegation and may impose conditions, including that:

- 3.1.1 the relevant powers are to be exercised exclusively by the Board Sub-Group to which the Board delegates; and
- 3.1.2 no expenditure may be incurred on behalf of Ciarb except in accordance with a budget which has been approved in advance by the Board.
- 3.2 The Board may revoke or alter any delegation to its Board Sub-Groups.
- 3.3 All Board Sub-Groups should meet formally and record their meetings in minutes.
- 3.4 All acts and proceedings of Board Sub-Groups shall be reported to the Board fully and promptly within the current Board cycle of the relevant meeting.

#### **4 Monitoring**

- 4.1 All delegated authorities must be subject to regular monitoring by the Board. Written terms of reference for Board Sub-Groups and role descriptions for individuals should contain monitoring criteria.
- 4.2 The Board shall regularly review the role of each Board Sub-Group to ensure that they are operating effectively within the agreed governance framework.
- 4.3 The Board should monitor:
  - 4.3.1 which tasks have been delegated;
  - 4.3.2 who is responsible for doing them;
  - 4.3.3 the progress of delegated work; and
  - 4.3.4 whether the Board Sub-Group is achieving its delegated purpose.

## **Governance Committee – Terms of Reference**

### **1 Scope and Authority**

- 1.1 The purpose of the Governance Committee is to:
- 1.1.1 provide oversight of Ciarb’s governance arrangements in line with its governing documents and best practice as outlined by the Charity Commission; and
  - 1.1.2 lead on the process for appointing the President.
- 1.2 Bye-law 16 makes provision for the Board to delegate any of their powers or functions to one or more Committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board, to carry out those delegated responsibilities. The Committee may, where necessary, delegate minor decisions and implementation of its decisions to the Executive.
- 1.3 The Governance Committee has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.
- 1.4 Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### **2 Membership and Attendance at Meetings**

- 2.1 The Governance Committee shall comprise:
- 2.1.1 up to four Trustees;
  - 2.1.2 up to three independent members; and
  - 2.1.3 the CEO, ex-officio
- and an equal number, if not majority of the members of the Governance Committee shall be Trustees.
- 2.2 Appointments to the Governance Committee are made by the Board on the recommendation of the Governance Committee and shall be for a period of up to four years, which may be extended for no more than one additional four-year period. Trustee appointments shall automatically terminate upon the expiry of a trustee’s term of office.

- 2.3 Only members of the Governance Committee have the right to attend and vote at Governance Committee meetings. However, other individuals of the Executive may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the Governance Committee Chair who shall be either the Chair of the Board or another trustee. In the absence of the Governance Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not Chair the Governance Committee when it is dealing with the matter of succession of the Chair of the Board.

### **3 Secretariat and Administration of the Governance Committee**

The Head of Governance, or their nominee, shall act as the secretary of the Governance Committee and will ensure that the Governance Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4 Quorum**

- 4.1 The quorum necessary for the transaction of business shall be three of whom at least two must be Trustees. If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.
- 4.2 Governance Committee members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### **5 Voting**

- 5.1 Decisions at Governance Committee meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### **6 Frequency of meetings**

The Governance Committee shall meet at least twice a year and otherwise as required.

### **7 Notice of meetings**

- 7.1 Meetings of the Governance Committee shall be called at the request of the Governance Committee Chair or any of its members.

- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Governance Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Governance Committee members and to other attendees, as appropriate, at the same time.
- 7.3 Governance Committee members should also be proactive about raising any concerns on any matter pertaining to the agenda or the Governance Committee's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, Governance Committee members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## **8 Declarations of interest**

- 8.1 Governance Committee members must familiarise themselves with the Conflict of Interests Policy, which can be found in Ciarb's Governance Manual. All Governance Committee members shall, on appointment complete a declaration of interests form. Governance Committee members must thereafter take responsibility for ensuring their declaration is up-to-date.
- 8.2 In addition, declarations of interest shall be a standing item on the Governance Committee agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the Governance Committee must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.
- 8.3 Where any such conflict relates to the Chair, they should declare it to the Governance Committee and ask the Deputy Chair or another member of the Governance Committee to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the Governance Committee to chair the relevant item.
- 8.4 Once an interest has been declared, the individual should:
- 8.4.1 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - 8.4.2 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 8.4.3 withdraw during the vote and have no vote on the item.

## **9 Minutes of meetings**

- 9.1 The secretary shall minute the proceedings and decisions of all Governance Committee meetings, including recording the names of those present and in attendance.
- 9.2 Draft minutes of Governance Committee meetings shall be circulated to all members of the Governance Committee. Once approved, minutes shall be circulated to all other members of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **10 Duties**

- 10.1 The responsibilities of the Governance Committee shall be to:
- 10.1.1 Oversee and ensure the delivery of Ciarb’s governance reform programme as agreed by the Board, which shall include recommending to the Board for approval proposed changes to the governing documents of Ciarb, being its [Royal Charter and Bye-laws](#) (“Constitution”), Regulations, Branch Model Rules, Committee terms of reference and other changes to the overarching constitutional or governance documentations.
- 10.1.2 Undertake a yearly (or such time scale agreed by the Board), succession and skills gap assessment of the current Board, and Committees which will include the monitoring of Trustees’ and Committee member’s periods of office to enable effective recruitment planning.
- 10.1.3 Make recommendations to the Board to ensure the Board has the requisite skills consistent with its legal obligations and those stated in the Constitution and Regulations and in line with Charity Commission requirements.
- 10.1.4 Ensure plans are in place for orderly succession to Board and, if applicable, the President and oversee the development of a diverse pipeline for succession considering Ciarb’s strategic priorities, opportunities and challenges facing Ciarb, and the skills and expertise needed by Ciarb.
- 10.1.5 To oversee and agree the process of trustee appointments to the Board, whether appointed, co-opted or elected, and make recommendations for improvements in the recruitment and selection processes, ensuring an open and transparent process at all times.
- 10.1.6 To approve role and person specifications for Elected, Appointed and Co-opted Trustees and to ensure candidates meet these requirements before they are elected or appointed.

- 10.1.7 To oversee the electoral processes for Elected Trustees, ensuring that they are transparent and fair.
- 10.1.8 Review membership of Committees, supporting the recruitment of external members to strengthen Committees' governance, ensuring an open and transparent process at all times.
- 10.1.9 Review the requirements for the Board and Committee Chairs' and Senior Independent Trustee and oversee the appointment of a Senior Independent Trustee.

## **11 Reporting responsibilities**

- 11.1 The Governance Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 11.2 The Governance Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The Governance Committee shall produce a report to be included in Ciarb's annual report describing the work of the Governance Committee, including:
  - 11.3.1 the process used for Ciarb appointments, Ciarb's approach to succession planning and how both support the development of a diverse pipeline;
  - 11.3.2 how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Trustees, the outcomes and actions taken, and how it has influenced or will influence Board composition;
  - 11.3.3 reference to Ciarb's policy on equality, diversity and inclusion, its objectives and linkage to the Board and Committees and Ciarb's strategy, how it has been implemented and progress on achieving the objectives set out within that policy; and
  - 11.3.4 if an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with Ciarb.



## **12 Other matters**

12.1 The Governance Committee shall:

- 12.1.1 have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required;
- 12.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 12.1.3 give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice;
- 12.1.4 ensure that a periodic evaluation of the Governance Committee's own performance is carried out; and
- 12.1.5 at least annually, review the Governance Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

## **13 Authority**

The Governance Committee is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, outside legal or other professional advice on any matters within its terms of reference.

## **Nominations Committee – Terms of Reference**

### **1 Scope and Authority**

- 1.1 The purpose of the Nominations Committee is to lead on the recruitment and selection of appointments for Trustees, Committee members and Patrons.
- 1.2 Bye-law 16 makes provision for the Board to delegate any of their powers or functions to one or more committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board, to carry out those delegated responsibilities. The Committee may, where necessary, delegate minor decisions and implementation of its decisions to the Executive.
- 1.3 The Nominations Committee has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.
- 1.4 Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### **2 Membership and Attendance at Meetings**

- 2.1 The Nominations Committee shall comprise of:
  - 2.1.1 up to four Trustees;
  - 2.1.2 up to three independent members; and
  - 2.1.3 the CEO, ex-officioand an equal number, if not majority of the members of the Nominations Committee shall be Trustees.
- 2.2 Appointments to the Nominations Committee are made by the Board on the recommendation of the Nominations Committee and shall be for a period of up to four years, which may be extended for no more than one additional four-year period. Trustee appointments shall automatically terminate upon the expiry of a trustee's term of office.
- 2.3 Only members of the Nominations Committee have the right to attend and vote and Nominations Committee meetings. However, other members of the Executive may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the Nominations Committee Chair who shall be either the Chair of the Board or another trustee. In the absence of the Nominations Committee Chair and/or an appointed deputy, the remaining members present

shall elect one of themselves to Chair the meeting from those who qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not Chair the Nominations Committee when it is dealing with the matter of succession of the Chair of the Board.

### **3 Secretariat and Administration of the Nominations Committee**

The Head of Governance, or their nominee, shall act as the secretary of the Nominations Committee and will ensure that the Nominations Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4 Quorum**

4.1 The quorum necessary for the transaction of business shall be three of whom at least two must be Trustees. If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.

4.2 Nominations Committee members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### **5 Voting**

5.1 Decisions at Nominations Committee meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### **6 Frequency of meetings**

The Nominations Committee shall meet at least twice a year and otherwise as required.

### **7 Notice of meetings**

7.1 Meetings of the Nominations Committee shall be called at the request of the Nominations Committee Chair or any of its members.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nominations Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Nominations Committee members and to other attendees, as appropriate, at the same time.

7.3 Nominations Committee members should also be proactive about raising any concerns on any matter pertaining to the agenda or the Nominations Committee's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, Nominations Committee members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## **8 Declarations of interest**

8.1 Nominations Committee members must familiarise themselves with the Conflict of Interests Policy which can be found in Ciarb's Governance Manual. All Nominations Committee members shall, on appointment complete a declaration of interests form. Nominations Committee members must thereafter take responsibility for ensuring their declaration is up-to-date.

8.2 In addition, declarations of interest shall be a standing item on the Nominations Committee agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the Nominations Committee must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.

8.3 Where any such conflict relates to the Chair, they should declare it to the Nominations Committee and ask the Deputy Chair or another member of the Nominations Committee to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the Nominations Committee to chair the relevant item.

8.4 Once an interest has been declared, the individual should:

8.4.1 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;

8.4.2 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

8.4.3 withdraw during the vote and have no vote on the item.

## **9 Minutes of meetings**

9.1 The secretary shall minute the proceedings and decisions of all Nominations Committee meetings, including recording the names of those present and in attendance.

9.2 Draft minutes of Nominations Committee meetings shall be circulated to all members of the Nominations Committee. Once approved, minutes shall be

circulated to all other members of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **10 Duties**

The responsibilities of the Nominations Committee shall be to:

- 10.1 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and Committee vacancies as and when they arise (including but not limited to any new positions, such as the Senior Independent Trustee).
- 10.2 Before any appointment is made by the Board, evaluate, the Nominations Committee shall:
  - 10.2.1 evaluate the balance of skills, knowledge, experience, and diversity on the Board and Committee;
  - 10.2.2 in the light of this evaluation, prepare a description of the role and capabilities required for appointments; and
  - 10.2.3 consider the anticipated time commitment required.
- 10.3 In identifying suitable candidates, the Nominations Committee shall:
  - 10.3.1 use open advertising or the services of external advisers to facilitate the search;
  - 10.3.2 ensure that due diligence is conducted to ensure that the applicants are, fit and proper persons, and checks are made around potential conflicts of interest (actual and perceived);
  - 10.3.3 apply the principle of global representation to identifying and selecting Board or Committee members so as to allow individuals who have the most appropriate qualities and expertise to participate, irrespective of geography or domicile;
  - 10.3.4 consider candidates from a wide range of background;
  - 10.3.5 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board or Committee and taking care that appointees have enough time available to devote to the position;
  - 10.3.6 ensure that, on appointment to the Board or Committee, appointed members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Board or Committee service and involvement outside Board or Committee meetings and receive a formal induction to Ciarb;

- 10.3.7 review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning; and
  - 10.3.8 work and liaise as necessary with the Board, and other Committees, ensuring the interaction between Committees and with the Board is reviewed regularly.
- 10.4 In relation to Trustee and Committee appointments, the Nominations Committee shall:
- 10.4.1 embed Ciarb’s commitment to diversity and equality of opportunity in its recruitment arrangements and ensure a diversity of talents and backgrounds is actively sought and reflected in Ciarb’s Board and Committees; and
  - 10.4.2 ensure there are up-to-date job descriptions in place for the Board Chair, Deputy Chair, Senior Independent Trustee and the Chair of Ciarb’s Committees, and, where appropriate, Patrons.
- 10.5 In relation to volunteer representation, the Nominations Committee shall:
- 10.5.1 receive nominations and recommend to the Board preferred candidates for the office of Patron(s); and
  - 10.5.2 ensure a sound process is in place for the recruitment and selection of Patron(s) and any other equivalent ambassadorial roles.

## **11 Reporting responsibilities**

- 11.1 The Nominations Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 11.2 The Nominations Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The Nominations Committee shall produce a report to be included in Ciarb’s annual report describing the work of the Nominations Committee, including:
  - 11.3.1 the process used for appointments to the Nominations Committee and its approach to succession planning and how this supports the development of a diverse pipeline;
  - 11.3.2 how Board evaluation has been conducted, the nature and extent of an external evaluator’s contact with the Board and individual Trustees, the outcomes and actions taken, and how it has influenced or will influence Board composition;

- 11.3.3 the policy on equality, diversity and inclusion, its objectives and linkage to the Board and Committees and Ciarb's strategy, how it has been implemented and progress on achieving the objectives; and
- 11.3.4 if an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with Ciarb.

## **12 Other matters**

12.1 The Nominations Committee shall:

- 12.1.1 have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required;
- 12.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 12.1.3 give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice;
- 12.1.4 ensure that a periodic evaluation of the Nominations Committee's own performance is carried out; and
- 12.1.5 at least annually, review the Nominations Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

## **13 Authority**

The Nominations Committee is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, outside legal or other professional advice on any matters within its terms of reference.

## **Finance Committee – Terms of Reference**

### **1 Scope and Authority**

- 1.1 The purpose of the Finance Committee is to assist the Board in relation to Ciarb's financial affairs.
- 1.2 Bye-law 16 makes provision for the Board to delegate any of their powers or functions to one or more Committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board, to carry out those delegated responsibilities. The Committee may, where necessary, delegate minor decisions and implementation of its decisions to the Executive.
- 1.3 The Finance Committee has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.
- 1.4 Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### **2 Membership and Attendance at Meetings**

- 2.1 The Finance Committee shall comprise:
  - 2.1.1 at least two Trustees;
  - 2.1.2 up to three other individuals with recent and relevant financial management experience; and
  - 2.1.3 the CEO, ex-officio.
- 2.2 Appointments to the Finance Committee are made annually by the Board on the recommendation of the Finance Committee:
  - 2.2.1 there is no term limit for trustee members (subject to their term as a Trustee); and
  - 2.2.2 there shall be a term limit of three years for non-trustee members which may be extended at the discretion of the Board.
- 2.3 Only members of the Finance Committee have the right to attend and vote and Finance Committee meetings. However, other individuals of the Executive may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the Finance Committee Chair who shall usually be a trustee. In the absence of the Finance Committee Chair and/or an appointed



deputy, the remaining members present shall elect one of themselves to Chair the meeting.

### **3 Secretariat and Administration of the Finance Committee**

The Head of Governance, or their nominee, shall act as the secretary of the Finance Committee and will ensure that the Finance Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4 Quorum**

- 4.1 The quorum necessary for the transaction of business shall be three of whom at least one must be a trustee.
- 4.2 If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.
- 4.3 Finance Committee members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### **5 Voting**

- 5.1 Decisions at Finance Committee meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### **6 Frequency of meetings**

The Finance Committee shall usually meet on a quarterly basis. Additional meetings may take place at the request of the Chair.

### **7 Notice of meetings**

- 7.1 Meetings of the Finance Committee shall be called by the secretary of the Finance Committee at the request of the Finance Committee Chair or any of its members.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Finance Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Finance Committee members and to other attendees, as appropriate, at the same time.

- 7.3 Finance Committee members should also be proactive about raising any concerns on any matter pertaining to the agenda or the Finance Committee's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, Finance Committee members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## **8 Declarations of interest**

- 8.1 Finance Committee members must familiarise themselves with the Conflict of Interests Policy which can be found in Ciarb's Governance Manual. All Finance Committee members shall, on appointment complete a declaration of interests form. Finance Committee members must thereafter take responsibility for ensuring their declaration is up-to-date.
- 8.2 In addition, declarations of interest shall be a standing item on the Finance Committee agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the Finance Committee must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.
- 8.3 Where any such conflict relates to the Chair, they should declare it to the Finance Committee and ask the Deputy Chair or another member of the Finance Committee to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the Finance Committee to chair the relevant item.
- 8.4 Once an interest has been declared, the individual should:
- 8.4.1 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - 8.4.2 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 8.4.3 withdraw during the vote and have no vote on the item.

## **9 Minutes of meetings**

- 9.1 The secretary shall minute the proceedings and decisions of all Finance Committee meetings, including recording the names of those present and in attendance.
- 9.2 Draft minutes of Finance Committee meetings shall be circulated to all members of the Finance Committee within ten working days. Once approved, minutes shall be circulated to all other members of the Board with the papers for the following

meeting of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **10 Duties**

10.1 The responsibilities of the Finance Committee shall be to:

### Budgeting and Financial Performance

- 10.1.1 review and recommend approval of the annual budget and plan to the Board;
- 10.1.2 act as a sounding board and source of advice to the CEO on financial issues;
- 10.1.3 review management accounts and financial forecasts and monitor performance against the financial and resource approved objectives;
- 10.1.4 review Ciarb's long term financial plan including going concern;
- 10.1.5 act as a sounding board and source of advice to the CEO on the annual branch plan and funding submissions;
- 10.1.6 review the branch funding model, as required;
- 10.1.7 consider the financial implications of proposals for areas of major strategic development and make recommendations to the Board on the financial implications for Ciarb;
- 10.1.8 review Ciarb's annual report and accounts and advise the Board on their approval;
- 10.1.9 review Ciarb's financial policies, including its financial reserves policy and recommend, where appropriate, changes to the Board;
- 10.1.10 review Ciarb's delegated financial authorities and make recommendations to the Board;
- 10.1.11 review Ciarb's the capital expenditure policy for recommendation to the Board;

### Financial Strategy, Planning and Policy

- 10.1.12 keep under review the long-term financial sustainability of Ciarb and its branches and subsidiaries;
- 10.1.13 review the investment policy regularly, including risk appetite, investment parameters, and ethical policy, and advise the Board on the adoption of any proposed changes;

- 10.1.14 receive reports from Ciarb's investment advisers, monitor against the investment policy and recommend changes to the Board;
- 10.1.15 advise the Board on the financial impact of new accounting policies, laws, and regulations;
- 10.1.16 review annually the funding position of Ciarb's pension funds and advise the Board on the financial implications;
- 10.1.17 review procedures for procurement, and the controls in place to ensure value for money;
- 10.1.18 provide advice to the Board on finance related matters; and

#### Branch funding

- 10.1.19 review branch funding, including external advisors if necessary.
- 10.2 In relation to the above, the Finance Committee shall, where necessary, delegate implementation of decisions to the Executive.

## **11 Reporting responsibilities**

- 11.1 The Finance Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 11.2 The Finance Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The Finance Committee shall produce a report to be included in Ciarb's annual report describing the work of the Finance Committee.

## **12 Other Matters**

- 12.1 The Finance Committee shall:
  - 12.1.1 have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required;
  - 12.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
  - 12.1.3 give due consideration to all relevant laws and regulations and Charity Commission guidance and best practice;

- 12.1.4 ensure that a periodic evaluation of the Finance Committee's own performance is carried out (working with the Nominations Committee as appropriate); and
- 12.1.5 at least annually, review the Finance Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

### **13 Authority**

The Finance Committee is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, outside legal or other professional advice on any matters within its terms of reference.

## **Audit and Risk Committee – Terms of Reference**

### **1 Scope and Authority**

- 1.1 The purpose of the Audit and Risk Committee (the “**ARC**”) is to assist the Board in its duty to supervise the Board direction of Ciarb’s approach to audit and risk management.
- 1.2 Bye-law 16 makes provision for the Board to delegate any of their powers or functions to one or more committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board, to carry out those delegated responsibilities. The Committee may, where necessary, delegate minor decisions and implementation of its decisions to the Executive.
- 1.3 The ARC has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.
- 1.4 Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### **2 Membership and Attendance at Meetings**

- 2.1 The ARC shall comprise:
  - 2.1.1 at least two Trustees;
  - 2.1.2 up to three other individuals with recent and relevant audit and/or risk management experience; and
  - 2.1.3 the CEO, ex-officio.
- 2.2 Appointments to the ARC are made annually by the Board on the recommendation of the ARC:
  - 2.2.1 there is no term limit for trustee members (subject to their term as a Trustee); and
  - 2.2.2 there shall be a term limit of three consecutive years for non-trustee members.
- 2.3 Only members of the ARC have the right to attend and vote and ARC meetings. However, other individuals of the Executive may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4 The Board shall appoint the ARC Chair who shall be either the Chair of the Board or another trustee. In the absence of the ARC Chair and/or an appointed deputy, the

remaining members present shall elect one of themselves to Chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not Chair the ARC when it is dealing with the matter of succession of the Chair of the Board.

### **3 Secretariat and Administration of the ARC**

The Head of Governance, or their nominee, shall act as the secretary of the ARC and will ensure that the ARC receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4 Quorum**

4.1 The quorum necessary for the transaction of business shall be three of whom at least one must be a trustee. If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.

4.2 ARC members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### **5 Voting**

5.1 Decisions at ARC meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### **6 Frequency of meetings**

6.1 The ARC shall usually meet on a quarterly basis. Additional meetings may take place at the request of the Chair.

### **7 Notice of meetings**

7.1 Meetings of the ARC shall be called by the secretary of the ARC at the request of the ARC Chair or any of its members.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the ARC and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to ARC members and to other attendees, as appropriate, at the same time.

7.3 ARC members should also be proactive about raising any concerns on any matter pertaining to the agenda or the ARC's functions with the Chair as early as possible

to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, ARC members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## **8 Declarations of interest**

- 8.1 ARC members must familiarise themselves with the Conflict of Interests Policy which can be found in Ciarb's Governance Manual. All ARC members shall, on appointment complete a declaration of interests form. ARC members must thereafter take responsibility for ensuring their declaration is up-to-date.
- 8.2 In addition, declarations of interest shall be a standing item on the ARC agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the ARC must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.
- 8.3 Where any such conflict relates to the Chair, they should declare it to the ARC and ask the Deputy Chair or another member of the ARC to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the ARC to chair the relevant item.
- 8.4 Once an interest has been declared, the individual should:
- 8.4.1 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - 8.4.2 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 8.4.3 withdraw during the vote and have no vote on the item.

## **9 Minutes of meetings**

- 9.1 The secretary shall minute the proceedings and decisions of all ARC meetings, including recording the names of those present and in attendance.
- 9.2 Draft minutes of ARC meetings shall be circulated to all members of the ARC within ten working days. Once approved, minutes shall be circulated to all other members of the Board with the papers for the following meeting of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **10 Duties**

- 10.1 The responsibilities of the ARC shall be to:



### Financial Reporting

- 10.1.1 Monitor the integrity of the financial statements of Ciarb reviewing significant financial reporting issues and the judgement which they contain.

### Internal Control and Risk Management

- 10.1.2 Review and critically challenge the adequacy and effectiveness of Ciarb's financial and non- financial internal control and risk management activities.
- 10.1.3 Satisfy itself that an appropriate cash and investment policy is in place.
- 10.1.4 Satisfy itself that the system of internal control has operated effectively throughout the reporting period.
- 10.1.5 Review and recommend to the Board the annual governance statement and any other statements to be included in the annual report.
- 10.1.6 Advise the Board and provide oversight of the implementation by management of a risk management framework which enables risk to be assessed and managed, inclusive of a risk policy, risk appetite statements, risk and control register, risks within the remit of other Committees, and reporting on key indicators, mitigation plans, issues, and material incidents.
- 10.1.7 Advise the Board on sufficiency and effectiveness of the Board's risk strategy and risk appetite in light of the organisation's stated purpose, values, risk culture, and strategic objectives.
- 10.1.8 Review risk assessment process and monitor action taken by management in response to internal and external risks.
- 10.1.9 Support the Board in carrying out periodic assessments of the organisation's principal risks and how these may affect the achievement of strategic objectives and Ciarb's viability.

### Compliance, whistleblowing and fraud

- 10.1.10 Review the adequacy and security of the Ciarb's arrangements for its employees or contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.
- 10.1.11 Review the operation of the Ciarb's anti-fraud policy.
- 10.1.12 Review Ciarb's systems and controls for the prevention of bribery and receive reports on non- compliance.
- 10.1.13 Receive regular reports of any alleged instances of fraud, theft, whistleblowing or bribery occurring amongst the Ciarb's staff, Board or Committee members, contractors or any other individuals acting on its behalf and regularly review the operation of relevant policies.

10.1.14 Receive regular reports of any breaches of data protection.

External Audit

10.1.15 Consider the appointment, dismissal or resignation of the external auditor and to oversee the process for selecting the external auditor and to make appropriate recommendations to the Board concerning the appointment of the external auditor.

10.1.16 Assess the independence and objectivity of the external auditor, and to ensure that the nature and amount of non-audit work does not impair the external auditor's independence and objectivity.

10.1.17 Discuss with the auditor the nature, scope, plan and effectiveness of the annual audit process taking into account relevant UK professional and regulatory requirements and to review the auditor's quality control procedures and the steps taken by the auditor to respond to changes in regulatory and other requirements.

10.1.18 Recommend the approval of the auditor's engagement letter and any amendments thereto and to review the auditor's management letter and management's response thereto.

Internal audit

10.1.19 Recommend to the Board the annual internal audit plan and the supporting budget.

10.1.20 Review the effectiveness of the Ciarb's risk and assurance function and make recommendations to the Board to ensure that the function it is adequately resourced and has appropriate standing within the organisation.

10.1.21 Receive executive summaries from all internal audit reports. The ARC may also request copies of the full reports.

10.1.22 Review findings from the internal audit reports, adequacy of management responses and actions taken by management to implement control actions and/or mitigate associated risks.

10.1.23 Consider significant areas of non-policy compliance identified through internal audit reports and recommend relevant actions to senior management that may be necessary to mitigate any associated risks.

10.1.24 Review summary reports on fraud, investigations, whistleblowing and serious incidents including those reportable to the Charity Commission or other regulatory bodies.

## **11 Reporting responsibilities**

- 11.1 The ARC Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 11.2 The ARC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.
- 11.3 The ARC shall produce a report to be included in Ciarb's annual report describing the work of the ARC.

## **12 Other Matters**

- 12.1 The ARC shall:
  - 12.1.1 have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required;
  - 12.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
  - 12.1.3 give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice;
  - 12.1.4 ensure that a periodic evaluation of the ARC's own performance is carried out (working with the Nominations Committee as appropriate); and
  - 12.1.5 at least annually, review the ARC's constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

## **13 Authority**

The ARC is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, outside legal or other professional advice on any matters within its terms of reference.

## Professional Conduct Committee – Terms of Reference

### 1. Scope and Authority

- 1.1. Article 5.1 (6) of the Royal Charter and Bye-law 14 (Supervision and Discipline) make provision for the Board to establish, the Professional Conduct Committee (PCC) and by Regulation, processes, and procedures for the purpose of investigating any allegation of misconduct by a member and taking appropriate action. Under Regulation 17, the Board established the PCC to investigate, and if necessary, facilitate the discipline, suspension and/or expulsion of any member through an independent and impartial system of disciplinary proceedings.
- 1.2. The PCC has delegated authority from the Board in accordance with these terms of reference and subject to the direction of and in accordance with the principles laid down by the Board. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 5 of the Regulations. The Board may also add to these delegations.
- 1.3. Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### 2. Membership and Attendance at Meetings

- 2.1. The PCC shall comprise:
  - 2.1.1. not more than nine Ciarb members (at the grade of Fellow or above); and
  - 2.1.2. at least one, but no more than five, lay-members,at least two of whom shall be lawyers and one of who shall hold or have held judicial office.
- 2.2. Appointments to the PCC are made by the Board on the recommendation of the PCC and shall be for a period of up to three years, which may be extended for no more than one additional three-year period. The Board may provide a short-term waiver to the limit on the number of consecutive terms a particular member may serve on the PCC, if there are extenuating circumstances to do so. Ciarb member appointments shall automatically terminate upon the expiry of membership.
- 2.3. Only members of the PCC have the right to attend and vote at PCC meetings. However, other individuals of the Executive may be invited to attend all or part of any meeting, as and when appropriate.
- 2.4. The Board shall appoint the PCC Chair. In the absence of the PCC Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The PCC shall, on an annual basis, elect one of their own number to act as Deputy-Chair of the PCC. To the extent that the Chair is a lay-member, the PCC should try to have a member of Ciarb as Deputy-Chair.

### 3. **Secretariat and Administration of Committee**

- 3.1. The Head of Governance, or their nominee, shall act as the secretary of the PCC and will ensure that the PCC receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### 4. **Quorum**

- 4.1. The quorum necessary for the transaction of business shall be five of whom a majority must be members of Ciarb with at least one lay member present. If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.
- 4.2. PCC members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### 5. **Voting**

- 5.1. Decisions at PCC meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### 6. **Frequency of meetings**

- 6.1. The PCC shall meet at least twice a year (in advance of the Board face to face meeting) and as otherwise as required.

### 7. **Notice of meetings**

- 7.1. Meetings of the PCC shall be called by the secretary of the PCC at the request of the PCC Chair, any of its members or the Executive.
- 7.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the PCC and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to PCC members and to other attendees, as appropriate, at the same time.
- 7.3. PCC members should also be proactive about raising any concerns on any matter pertaining to the agenda or the PCC's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, PCC members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## 8. **Declarations of interest**

- 8.1. PCC members must familiarise themselves with the Conflict of Interests Policy which can be found in Ciarb's Governance Manual. All PCC members shall, on appointment complete a declaration of interests form. PCC members must thereafter take responsibility for ensuring their declaration is up to date.
- 8.2. In addition, declarations of interest shall be a standing item on the PCC agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the PCC must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.
- 8.3. Where any such conflict relates to the Chair, they should declare it to the PCC and ask the Deputy Chair or another member of the PCC to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the PCC to chair the relevant item.
- 8.4. Once an interest has been declared, the individual should:
  - A withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - B not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - C withdraw during the vote and have no vote on the item.

## 9. **Minutes of meetings**

- 9.1. The secretary shall prepare minutes of the proceedings and decisions of all PCC meetings, including recording the names of those present and in attendance.
- 9.2. Draft minutes of PCC meetings shall be circulated to all members of the PCC. Once approved, minutes shall be circulated to all other members of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## 10. **Duties**

- 10.1. The responsibilities of the PCC shall be to:
  - 10.1.1. As necessary, facilitate the discipline and/or suspension of any Member accused of Misconduct through an independent and impartial system of disciplinary proceedings; and

10.1.2. consider appeal(s) against the CEO's decision not to admit a prospective Member or renew an existing Member;

10.1.3. consider appeals against the Executive's decision to refuse a complaint under Rule 4.2.

## 11. **Reporting responsibilities**

11.1. The PCC Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.

11.2. The PCC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

11.3. The PCC shall produce a report to be included in Ciarb's annual report describing the work of the PCC.

## 12. **Other matters**

12.1. The PCC shall:

12.1.1. Have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required;

12.1.2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

12.1.3. Give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice;

12.1.4. Ensure that a periodic evaluation of the PCC's own performance is carried out; and

12.1.5. At least annually, review the PCC's constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

## 13. **Authority**

13.1. The PCC is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, external legal or other professional advice on any matters within its terms of reference.

## Young Members' Committee ("YMG") – Terms of Reference

### 1 Scope and Authority

- 1.1 The purpose of the Young Members' Committee (the "YMG") is to coordinate conferences, events and functions and other activities for Young Members worldwide in line with Ciarb's strategy and guidance provided by the Board, CEO/or Executive Lead.
- 1.2 Bye-law 16 makes provision for the Board to delegate any of their powers or functions to one or more committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board, to carry out those delegated responsibilities.
- 1.3 The YMG has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.
- 1.4 Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### 2 Membership

- 2.1 The YMG shall consist of a Chair and a Vice-Chair and not more than 18 Young Members.
- 2.2 The following positions may be created for members of the YMG to take on responsibilities relevant to those roles:
  - YMG Branch Liaison(s) Officer;
  - Marketing/Social Media Coordinator;
  - Chair of the Annual YMG Conference;
  - Equality, Diversity and Inclusion Officer;
  - Adjudication Ambassador;
  - Mediation Ambassador;
  - Education and Training Convenor;
  - YMG Ambassadors Convenor; and
  - YMG Mentorships Convenor.

The terms of these roles may be revised or supplemented at the discretion of the YMG as appropriate from time to time in line with Ciarb priorities.



- 2.3 The YMG shall appoint annually to the roles as set out in 2.2 above. Members elected to these roles may serve for a maximum term of three consecutive years in any one position.
- 2.4 Unless otherwise determined by the Board:
- 2.4.1 the Chair may serve as Chair for a maximum period of one year and may not stand for re-election as Chair;
  - 2.4.2 the Vice-Chair may serve as Vice-Chair for a maximum period of one year and may not stand for re-election as Vice-Chair; and
  - 2.4.3 subject to 2.5, all YMG members may only serve for a maximum term of three years in total (served either consecutively or inconsecutively) up to and including their 40th birthday.
- 2.5 To the extent that a YMG member reaches their maximum term and/or their 40th birthday mid-way through the calendar year, the Chair of the Board (at their absolute discretion) may provide written permission for the individual(s) to continue to serve on the YMG up to 31 December or such other time as the Chair determines.
- 2.6 The scope of the responsibilities and objectives to be pursued by each YMG member shall be defined by the Chair and Vice-Chair at the start of their term in collaboration with the Executive Lead.
- 2.7 YMG members shall report on the progress they are making in their YMG roles at each YMG meeting.

### **3 Elections and Appointments**

- 3.1 The Chair and Vice-Chair of the YMG shall be appointed annually or at such time as a vacancy occurs, by the Board, on recommendation of the YMG, from the pool of eligible Young Members upon the completion of elections conducted by the YMG in November each year which will be subject to the process being approved by Ciarb. The YMG shall make recommendations to the Board regarding such appointments (based upon its own election process, as set out below) and the Board may ratify such recommendation, at their absolute discretion.
- 3.2 The Procedure for election of the Chair, Vice-Chair and other elected members of the YMG shall be as follows:
- 3.2.1 In order to fill YMG vacancies, at the beginning of September in each year the YMG will request applications, from all eligible Young Members in a way agreed by Ciarb. (for example, by a nomination form or by CV and covering letter).
  - 3.2.2 At the end of September in each year, applications must be returned to the YMG.

- 3.2.3 In October of each year:
- (a) if the number of applications for Chair, Vice-Chair and other elected members, does not exceed the number of vacant positions, the name will be presented to the November Board meeting for ratification;
  - (b) if the number of applications for Chair, Vice-Chair and other elected members exceeds the number of vacant positions, voting papers with manifestos of candidates may be sent to all YMG members at the beginning of October and should be returned to the YMG by the end of October, in order that the names will be presented to the November Board meeting for ratification.
- 3.2.4 In November of each year, YMG member names will be presented to the Board, to be formally ratified, at the Board's absolute discretion. If the Board chooses not to ratify a proposed Chair, Vice-Chair and/or Committee members, the above process will be repeated, starting in December.

3.3 YMG members may be removed from the YMG at any time before the end of their term by the Board.

3.4 To the extent that a position becomes vacant during the year, the procedure set out at 3.2 should be followed, subject to the dates being substituted as necessary.

3.5 The principle of global representation should be applied to identifying and selecting the membership of the YMG so as to allow members from the three main disciplines of arbitration, mediation and adjudication who have the most appropriate qualities and expertise to participate, irrespective of geography or domicile. The YMG shall actively encourage applicants in line with the Equality, Diversity and Inclusion strategy and from diverse and underrepresented backgrounds as well as those that represent the geographic diversity across Ciarb's regions.

3.6 Members of the YMG shall retire from the YMG on the earlier of three years from their election or on their 40th birthday. Former members of the YMG (including former Chairs and Vice-Chairs) shall not be eligible for re-election onto the YMG if they have served the maximum term (set out in 2 above) without the written resolution of the Board.

3.7 To be able to serve on the YMG, a member must have paid their annual membership subscription.

#### **4 Secretariat and Administration of YMG**

The Head of Governance, or their nominee, shall act as the secretary of the YMG and will ensure that the YMG receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## **5 YMG Meetings**

- 5.1 The YMG shall meet at such regular intervals as the Chair shall direct, subject to budgetary consideration and directions given by the Board, CEO or Executive Lead.
- 5.2 The quorum for meetings shall be nine voting members present. If there is no quorum after 15 minutes of the scheduled start time, the Chair may adjourn and schedule remaining business for the next meeting.
- 5.3 YMG members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.
- 5.4 All acts and proceedings of the YMG shall be reported to the Board fully and promptly. The Chair of the YMG shall:
  - 5.4.1 prepare a written report on the YMG's activities for each quarterly meeting of the Board;
  - 5.4.2 by 31 March of each year, present the Board with a written report, to inform Ciarb's annual report, summarising the exercise and performance of the YMG's functions, its events and engagements with stakeholders and the impact it has achieved during the previous business year; and
  - 5.4.3 keep the Chair of the Board, the CEO and Executive Lead apprised in a timely manner of any key issues pertaining to the YMG and share Board feedback with YMG members.

## **6 Voting**

- 6.1 Decisions at YMG meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

## **7 Notice of meetings**

- 7.1 Meetings of the YMG shall be called by the secretary of the YMG at the request of the YMG Chair or any of its members.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the YMG and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to YMG members and to other attendees, as appropriate, at the same time.
- 7.3 YMG members should also be proactive about raising any concerns on any matter pertaining to the agenda or the YMG's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the

Chair, YMG members should approach the CEO, who will keep the Chair of the Board appropriately informed.

## **8 YMG Branch Sub Committee**

The YMG shall establish a YMG Branch Subcommittee (the **Subcommittee**). The Subcommittee shall comprise of all chairs or YMG members of the YMG Branches and be chaired by the YMG Branch Liaison Officer. The Subcommittee shall meet quarterly to discuss YMG activities and those being conducted at branch level with a view to supporting the YMG and local branch YMG initiatives and activities.

## **9 Declarations of interest**

- 9.1 YMG members must familiarise themselves with the Conflict of Interests Policy which can be found in Ciarb's Governance Manual. All YMG members shall, on appointment complete a declaration of interests form. YMG members must thereafter take responsibility for ensuring their declaration is up-to-date.
- 9.2 In addition, declarations of interest are a standing item on the YMG agenda. Any YMG member who becomes aware of a potential conflict of interest relating to matters to be discussed by the YMG must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the YMG member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.
- 9.3 Where any such conflict relates to the Chair, they should declare it to the YMG and ask the Vice-Chair or another member of the YMG to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Vice-Chair or another member of the YMG to chair the relevant item.
- 9.4 YMG members should also be proactive about raising any concerns on any matter pertaining to the agenda or the YMG's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, YMG members should approach the CEO or Executive Lead, who will keep the Chair of the Board appropriately informed.
- 9.5 Once an interest has been declared, the individual should:
  - 9.5.1 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - 9.5.2 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 9.5.3 withdraw during the vote and have no vote on the item.

## **10 Minutes of meetings**

- 10.1 The secretary shall minute the proceedings and decisions of all YMG meetings, including recording the names of those present and in attendance.
- 10.2 Draft minutes of YMG meetings shall be circulated to all members of the YMG. Once approved, minutes shall be circulated to all other members of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **11 Duties**

- 11.1 The YMG shall conduct the following activities and such other activities for the benefit of Young Members as requested by the Board, CEO and/or Executive Lead:
  - 11.1.1 Providing input to the Ciarb Young Members' newsletter, coordinated by Ciarb which shall be issued to all YMG members at least quarterly.
  - 11.1.2 Providing content for the Young Members' section of the Ciarb website.
  - 11.1.3 Liaising with the Branch representative of Young Members, to identify activities at Branch/local level relevant to Young Members and sharing and supporting such activities formally and informally with Ciarb YMGs around the world.
  - 11.1.4 Maintaining a list of contacts within primary professional bodies and others around the world which shall be shared with Ciarb which will support the YMG in developing key relationships with such bodies.
  - 11.1.5 Organising ad hoc international conferences, seminars, webinars, essay competitions, career development, on-going learning, networking and social events in liaison with the CEO, and Ciarb in line with Ciarb's strategy.
  - 11.1.6 Manage, with Ciarb, and run the Ciarb Young Members' social media presence the content of which shall be consistent with Ciarb's strategy, policy positions and values.
  - 11.1.7 As and when necessary, carrying out polls and surveys of Young Members either on specific topics or to identify events and other initiatives they would like Ciarb to provide.

## **12 Reporting responsibilities**

- 12.1 The YMG Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- 12.2 The YMG shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed,

and adequate time should be made available for Board discussion when necessary.

- 12.3 The YMG shall produce a report to be included in Ciarb's annual report describing the work of the YMG.

### **13 Other matters**

- 13.1 The YMG shall:

- 13.1.1 Have access to sufficient resources (to be agreed as part of the budgetary process), to carry out its duties, including access to Ciarb's secretariat for advice and assistance as required.
- 13.1.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 13.1.3 Give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice.
- 13.1.4 Ensure that a periodic evaluation of the YMG's own performance is carried out.
- 13.1.5 At least annually, review the YMG's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

### **14 Authority**

The YMG is authorised by the Board to obtain, subject to budgetary approval, at Ciarb's expense, outside legal or other professional advice on any matters within its terms of reference.

## **Strategy Committee – Terms of Reference**

### **1.Scope and Authority**

1.1. The Strategy Committee (“the Committee”) is a sub-committee of the Board of Trustees and is responsible for overseeing the development of Ciarb’s strategy and ensuring its effective implementation.

1.2. The Committee will provide guidance, oversight, and strategic direction to the CEO to achieve the Ciarb’s goals and objectives in line with Ciarb’s Charter, mission, vision and values and considering its charitable objectives.

1.3. The Committee has delegated authority from the Board in accordance with these terms of reference. Bye-law 16.3 provides that the Board may at any time and without notice revoke or alter a delegation of authority and this is further set out in Regulation 9 of the Regulations. The Board may also add to these delegations.

1.4. Expenditure may only be incurred on behalf of Ciarb, in accordance with a budget previously agreed and approved by the Board.

### **2. Membership and Attendance at Meetings**

2.1. The Committee shall comprise:

2.1.1. Up to three Trustees;

2.1.1. Any independent specialist advisor or advisors may be co-opted onto the Committee if deemed necessary by the Committee on an ad-hoc basis;

2.1.2. Up to two members including one from the YMG;

2.1.3. the Executive Director of Strategy and Performance; and

2.1.4. Two members of the Executive Team to be selected by the CEO, which may include the CEO.

The Committee may invite Ciarb members to attend any meeting including Branch Chairs and/or Ciarb Branch Committee members or other volunteers and/or members of staff as non-voting members of the Committee.

2.2. Appointments to the Committee are made by the Board on the recommendation of the Committee and shall be for a period of up to two years, which may be extended for no more than one additional two-year period (with the exception of the CEO and such member of the Executive team appointed by the CEO, who shall be ex officio). Trustee appointments shall automatically terminate upon the expiry of a Trustee’s term of office.

2.3. Only members of the Committee have the right to attend and vote at Committee meetings.

2.4. The Board shall appoint the Committee Chair who shall be a trustee (Elected or Appointed) on an annual basis. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting.

### **3. Secretariat and Administration of the Committee**

The Head of Governance, or their nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4. Quorum**

4.1. The quorum necessary for the transaction of business shall be three of whom at least two must be Trustees. If there is no quorum after 15 minutes of the scheduled start time, the Chair may either (i) adjourn and schedule remaining business for the next meeting; or (ii) continue the meeting but vote on any decisions by follow up email or at the next quorate meeting.

4.2. Committee members are expected to maintain regular attendance at meetings, to attend the whole of a meeting unless by exception, and to give reasonable notice of non-attendance or planned partial attendance at a meeting.

### **5. Voting**

Decisions at Committee meetings will be made by a majority vote and each member shall be entitled to one vote. In the case of an equality of votes at a meeting the Chair shall have a casting vote.

### **6. Frequency of meetings**

The Committee shall meet up to 6 times year and otherwise as required.

### **7. Notice of meetings**

7.1. Meetings of the Committee shall be called at the request of the Committee Chair or any of its members.

7.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7.3. Committee members should also be proactive about raising any concerns on any matter pertaining to the agenda or the Committee's functions with the Chair as early as possible to allow for such concerns to be heard and addressed. In exceptional circumstances, where it is not appropriate to raise a concern directly with the Chair, Committee members should approach the Chair of the Board, who will keep the CEO appropriately informed.



## **8. Declarations of interest**

8.1. Committee members must familiarise themselves with the Conflict of Interests Policy, which can be found in Ciarb's Governance Manual. Committee members shall, on appointment complete a declaration of interests' form. Committee members must thereafter take responsibility for ensuring their declaration is up-to-date.

8.2. In addition, declarations of interest shall be a standing item on the Committee agenda. Any member who becomes aware of a potential conflict of interest relating to matters to be discussed by the Committee must give prior notice to the Chair, who will advise the Head of Governance. If the conflict only becomes apparent at the meeting, the member should declare this at the meeting and, if necessary, withdraw during discussion of the relevant agenda item.

8.3. Where any such conflict relates to the Chair, they should declare it to the Committee and ask the Deputy Chair or another member of the Committee to chair the relevant part of the meeting. Where the conflict arises during a meeting, the Chair should, if necessary, withdraw during discussion of the relevant item and ask the Deputy Chair or another member of the Governance Committee to chair the relevant item.

8.4. Once an interest has been declared, the individual should:

8.4.1. withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;

8.4.2. not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

8.4.3. withdraw during the vote and have no vote on the item.

## **9. Minutes of meetings**

9.1. The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.

9.2. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes shall be circulated to all other members of the Board and the CEO unless, exceptionally, it would be inappropriate to do so.

## **10. Duties**

10.1. The responsibilities of the Committee shall be to:

10.1.1. Advise the Board on the development of Ciarb's strategic plan.

10.1.2. Advise the Board on ensuring the strategic plan is in line with Ciarb's Charter and charitable objectives.

10.1.3. Review and recommend to the Board Ciarb's strategic plan, including its mission, vision, and long-term objectives.

10.1.4. Monitor the implementation of the strategic plan.

10.1.5. Provide guidance and recommendations on strategic opportunities, risks, and challenges facing Ciarb which may impact on its strategic objectives.

10.1.6. Review and recommend to the Board of Trustees Ciarb's annual strategic priorities and key performance indicators (KPIs) to measure progress.

10.1.7. Monitor the external environment and assess potential opportunities and challenges for Ciarb.

10.1.8. Advise the Board on the implementation of strategic initiatives and ensuring alignment with budgetary constraints and resource allocation.

10.1.9. Advise the Board on ensuring strategic risks (associated with the delivery of the strategy) are managed effectively.

10.1.10. Report regularly to the Board on strategic matters.

### **Reporting responsibilities**

11.1 The Committee Chair shall report to the Board at each Board meeting on the activities of the Committee.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

11.3 The Committee shall produce a report to be included in Ciarb's annual report, describing the work of the Committee.

### **Other matters**

10.2. The Committee shall:

10.2.1. have access to sufficient resources (to be agreed as part of the budgetary process), as well as engaging with technology expertise to carry out its duties, including access to Ciarb's secretariat for assistance as required.

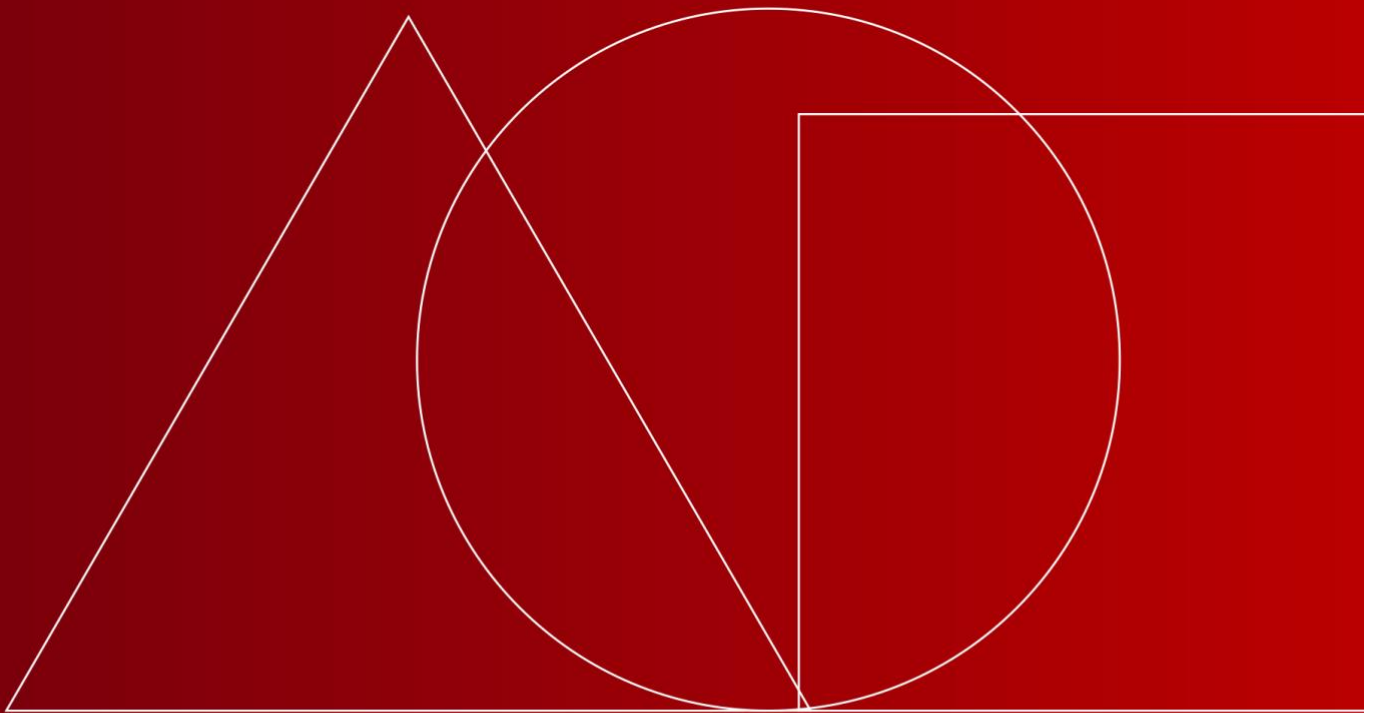
10.2.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

10.2.3. give due consideration to all relevant laws and regulations and the Charity Commission's guidance and best practice;

10.2.4. ensure that a periodic evaluation of the Committee's own performance is carried out; and

10.2.5. at least annually, review the Committee's terms of reference to ensure is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

# ciarb.



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