

Board of Trustees, supporting committees and advisory groups

Operational Procedures

1. Introduction

- 1.1 This document sets out the operational procedures for the Board of Trustees (Board) and its committees: Risk and Audit Committee and Appointments and Remuneration Committee and for its advisory groups: Learning and Qualifications Advisory Group and Membership and the Profession Advisory Group. It also prescribes the meeting and decision making protocols that apply to all formal meetings of the Board and to its committees and advisory groups.
- 1.2 These Operational Procedures are made under the General Regulations clauses 3.1 and 6.1.

2. Board of Trustees

- 2.1 The Board is the ultimate decision making body for the operation of CIEH and any subsidiaries. Section 97 of the Charities Act 1993 (as amended) defines the Trustees (that is, the members of the Board) as “the persons having the general control and management of the administration of a charity”.
- 2.2 Trustees are responsible for ensuring the strategic direction, structures, systems and operation of CIEH accords with charity and company law, other legislation, CIEH’s Charter, governing Byelaws, General Regulations and related documentation. Collectively the Board guides all aspects of CIEH’s work and decision making processes and ensures that CIEH remains true to its charitable mission and objects, solvent and sustainable.
- 2.3 CIEH has a wholly owned subsidiary company, CIEH Limited. It is the policy of the Board that the Board members of CIEH Limited will be the members of the Board of Trustees plus the Chief Executive. The Board of Trustees shall exercise CIEH’s power as sole shareholder of CIEH Limited to appoint and remove its directors, under Article 7 and sections 168 and 169 of the Companies Act 2006 (as amended or re-enacted from time to time) and any subordinate legislation made under it.

3. Composition of the Board

- 3.1 The Board consists of 13 trustees namely the President, (appointed by the Board), six Trustees elected by members and six co-opted trustees (recruited through a transparent process by the Appointments and Remuneration Committee and appointed by the Board).
- 3.2 All Trustees serve a three year term of office. The maximum service is six years (consecutive or otherwise). Any trustee having served the maximum term is ineligible to seek election or co-option to the Board until a period of three years has passed between the end of that maximum term and taking up a new appointment to the Board.
- 3.3 The Board's intention is that the electoral cycle shall permit the election of two trustees to take office on 1 January each year, following the retirement of two whose term will have just ended.
- 3.4 The election of persons to fill vacancies as a Trustee shall be by a ballot of Members. The Board shall approve an electoral processes to ensure that vacancies are filled in advance of them occurring.
- 3.5 Any Member of CIEH of good standing shall be eligible to stand as a candidate in such an election, subject to being proposed and seconded by Members of CIEH.
- 3.6 Successful candidates for membership of the Board shall assume office on 1 January immediately following the election in which they were successful.
- 3.7 In the event of an Elected Trustee ceasing to hold office, whether as a result of death, incapacity, resignation or otherwise, before the date on which that term of office would otherwise have come to an end, the Board shall elect some other person to be an Elected Trustee who shall hold office until the end of the current term of office of the Trustee who is replaced. A period of office as a Trustee served to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election as a Trustee.
- 3.8 A co-opted Trustee shall assume office immediately (or at such later date as the Board shall determine when appointed in anticipation of a forthcoming vacancy or when otherwise decided by the Board), for a term which shall come to an end at the opening of the first Board meeting after the expiry of a period of three years from the date of co-option. It shall be open to the Board to co-opt such a member for a further term, subject to clause 3.2.
- 3.10 A Trustee shall vacate office immediately if:
 - 3.10.1 Having been elected to the Board as a member of CIEH, he or she ceases to be such a member
 - 3.10.2 He or she resigns by notice in writing to the Chief Executive
 - 3.10.3 Having been elected to the Board, he or she no longer meets the eligibility criteria for that election
 - 3.10.4 If he or she becomes incapable by reason of any health impairment
 - 3.10.5 In accordance with the relevant procedure, he or she is found guilty of a disciplinary offence
 - 3.10.6 He or she has a criminal conviction or a caution (or the equivalent in any other jurisdiction), which is unspent under terms of the Rehabilitation of Offenders Act 1974.

- 3.10.7 A receiving order in bankruptcy is made against him or her or he or she makes any arrangement or composition with his or her creditors (or the equivalent in any other jurisdiction)
 - 3.10.8 He or she shall have been absent from two consecutive meetings of the Board (otherwise than through illness or other reasonable cause) and the Board shall resolve to terminate his or her membership
 - 3.10.9 The Voting Members of CIEH in General Meeting resolve that he or she be removed from membership of the Board.
- 3.11 The Voting Members of CIEH in General Meeting may remove any Trustee from his or her membership of the Board before the expiration of his or her period of office and may, by a simple majority, of the Voting Members present in person or by proxy and voting at the Meeting appoint another person to be a Trustee in his or her place. The person so appointed shall hold office during such time only as the removed member would have held office if he or she had not been removed.
- 3.12 No member of the staff of CIEH (or any of its subsidiaries) shall be eligible to become a Trustee or a member of the Board's subsidiary committees and advisory groups during the period of their employment, nor for a further three years after the end of their employment contract.
- 3.13 No member of the Board may serve as a member of any subordinate committee or group. Any such appointment shall end automatically on the date of their appointment to the Board. Members of the Board may, however, serve on any of the Board's committees and advisory groups, having been appointed to that role by the Board. Members of the Board may not be paid for any work for, or on behalf of, CIEH.

4. Chair and Deputy Chair of the Board

- 4.1 The Board will elect a Chair and Deputy Chair from amongst its number by simple majority vote. The Chair and Deputy Chair will hold office for three years, for a maximum of two full consecutive terms, subject to remaining members of the Board and not having reached the maximum term of office for Board members. Delegated authority will be provided to the Chair, Deputy Chair and Chief Executive working together in the event of urgent matters requiring decision in between meetings. In the absence of the Chair and Deputy Chair, the Board will elect a chair for that meeting.
- 4.2 The Board may resolve to remove the Chair or Deputy Chair before the end of their term of office, in the event of concerns related to their performance in the role. Such a resolution may be proposed (as an agenda item but not, for the avoidance of doubt, as an item of 'other business') by any member of the Board. A simple majority is required for removal from office. Any person so removed is eligible to stand for re-election under the provisions of clause 4.3. Moreover removal from either post does not revoke that person's membership of the Board.
- 4.3 When a vacancy occurs for the Chair or Deputy Chair, for whatever reason, the Board will elect a replacement, for a three year term under the provisions of clause 4.1

5. Advisers to the Board

- 5.1 The Board will be supported and advised by the chairs of its committees and advisory groups, the Chief Executive and members of his/her staff, the Chair of the Assembly and external advisors as the Board determines necessary. Other than the Chief Executive (who has a right to attend all meetings of the Board, subject to any conflicts of interest), these people attend Board meetings only when invited by the Board.
- 5.2 Advisers as identified above, (unless they are Trustees in their own right) do not have voting rights on the Board but are there solely to offer advice.

6. Chief Executive role and function of Executive

- 6.1 The Board shall make proper arrangements for the supervision, support and appraisal of the Chief Executive. This will be led by the Chair of the Board who will be supported by the Chair of the Assembly of Representatives (Assembly) and the President.
- 6.2 The Board shall exercise its responsibility for ensuring that there is a formal mechanism for setting the remuneration of the Chief Executive, through its Appointments and Remuneration Committee.
- 6.3 The Chief Executive is responsible for the functioning and management of the organisation and requires delegated authority from the Board to effectively undertake this function. The Chair of the Board will work closely with the Chief Executive to:
 - 6.3.1 Formulate, implement and review the organisation's mission and strategic plan
 - 6.3.2 Be responsible for overall leadership, management and administration of the organisation
 - 6.3.3 Ensure that the Board receives appropriate advice and information on all relevant matters to enable it to fulfil its governance responsibilities.

7. Frequency of meetings

- 7.1 Trustees will meet a minimum of three times per year.
- 7.2 The Board will agree to meet at such other times as are appropriate. The format of these meetings will be determined at the time and may include "virtual" meetings using other communication media (where participants can all hear each other clearly).
- 7.3 A quorum of six trustees will be required at each meeting. If a quorum is not achieved the Chair shall adjourn the meeting and seek an alternative date to meet. Members present by other communication media form part of the quorum.
- 7.4 The Chair and Chief Executive, acting jointly, may vary the date and/or time of any scheduled meeting if required.
- 7.5 Additional meetings of the Board or any of its committees or advisory groups may be requested by the Chair of the Board, the chair of the committee or advisory group or through a written request supported by majority agreement of members of the Board, committee or advisory group.

- 7.6 Decisions are taken by a simple majority of Trustees. Trustees are jointly responsible and, as the Board, must act together. No Trustee acting alone may bind fellow Trustees or CIEH unless specifically authorised to do so.
- 7.7 The Chair shall have a casting vote.
- 7.8 The protocols for management of a meeting are set out in the Meeting Management Protocol.

8. Terms of reference of the Board of Trustees

- 8.1 The collective role of the Board is to:
 - 8.1.1 Ensure that the organisation complies with the Charter, Byelaws, charity law and other relevant legislation or regulations
 - 8.1.2 Further the charitable objectives of the organisation in the pursuit of public benefit
 - 8.1.3 Regularly review and approve the strategic objectives of the organisation in collaboration with the Chief Executive and the Executive Management Team
 - 8.1.4 Approve and ensure that the policy and practices of the organisation are in keeping with the charitable objectives and monitor performance against them
 - 8.1.5 Ensure that the needs of members and stakeholders are considered in the development of the internal policy and practices of the organisation
 - 8.1.6 Oversee the development and delivery of policies and campaigns designed to raise awareness of the environmental health profession, and those who work within it, for the benefit of the public
 - 8.1.7 Support the annual meeting and other special meetings as required
 - 8.1.8 Take legal and financial responsibility to safeguard the assets and the continuity of the organisation including the duty of prudence to ensure that the charity is and will remain solvent. Use charitable funds and assets reasonably and only in the furtherance of the organisation's objectives
 - 8.1.9 Be satisfied that financial information is accurate and controls are robust and defensible
 - 8.1.10 Set and maintain a framework of delegation and internal control including a system for the regular review of the effectiveness of internal controls.
 - 8.1.11 Act always in the interests of the organisation
 - 8.1.12 Understand the risks facing the organisation and undertake a full risk assessment periodically and take appropriate steps to manage the organisation's exposure to significant risks
 - 8.1.13 Take appropriate professional advice in matters where there may be a significant risk to the organisation including reputational risk or where the trustees could be in breach of their duties
 - 8.1.14 Ensure that no payments are made to individual trustees, beyond those authorised by CIEH's Charter
 - 8.1.15 Safeguard the wellbeing of the employees including remuneration, workplace safety and other relevant legal requirements
 - 8.1.16 Ensure proper procedures are undertaken in the appointment, appraisal, personal development and performance monitoring of the Chief Executive
 - 8.1.17 Uphold and apply principles of equality and diversity and ensure that the organisation is fair and open to all sections of the community in all its activities
 - 8.1.18 Regularly review and assess its own performance, that of individual trustees and of all relevant supporting committees and networks. This review to take place

a minimum of every two years including an annual appraisal of trustee performance

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

8.1.20 Nominate representatives on other relevant bodies

8.1.21 Appoint the chair and deputy chair of all committees following a recommendation made by the Appointments and Remuneration Committee

9. Delegated powers

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

9.2 The Board shall delegate such duties and responsibilities to enable the Chief Executive to undertake effectively the role of management of the organisation and implementation of agreed policies and plans in accordance with the mission and objects.

10. Agenda setting

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

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

11. Financial impact

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

12. Amendment and Suspension of the Operational Procedures

12.1 These Operational Procedures may be amended or suspended (subject to those powers of approval which are reserved to the Assembly) by the Board.

13. Delegated Structure below the Board

- 13.1 The delegated structure below the Board will consist of two advisory groups and two committees:
 - 13.1.1 Membership and the Profession Advisory Group
 - 13.1.2 Learning and Qualifications Advisory Group
 - 13.1.3 Risk and Audit Committee
 - 13.1.4 Appointments and Remuneration Committee
- 13.2 Groups and Committees are governed by this clause as well as their individual regulations. In the case of an inconsistency between this clause and the individual regulation the terms of the individual regulation will prevail.
- 13.3 The term of office on each Group/Committee shall be for three years, renewable, provided that no member may serve for more than six years on the Group/Committee.
- 13.4 A member of the Group/Committee shall cease to be such if:
 - 13.4.1 Being appointed as a member in his capacity on a Group, Committee or Board, s/he ceases to hold that office;
 - 13.4.2 Being appointed as a member by the Board, that appointment is ended; or
 - 13.4.3 S/he fails to attend two consecutive meetings of the Group/Committee without the prior consent of the Chair of that Group/Committee.
 - 13.4.4 They offer their resignation from the Group/Committee.
- 13.5 The Group/Committee shall meet as often as it deems necessary to conduct its business.
- 13.6 The Group/Committee shall have a Chair who shall be appointed by the Board. The Chair shall serve for a term of office of three years, which may be renewable.
- 13.7 The quorum of the Group/Committee shall be three or one third of its current membership, whichever is the greater. If the Chair is unable or unwilling to Chair the meeting (or in the event of a vacancy in the office of Chair), the Group/Committee will appoint a Chair for that meeting only from those present of its members.
- 13.8 The Group/Committee shall regulate its proceedings in accordance with the Royal Charter, Bye-laws, and all other operating procedures and subject to any other direction from the Board.
- 13.9 The Group/Committee shall cause minutes to be made of all proceedings at meetings of the Group/Committee, including the names of the members present at each meeting.
- 13.10 Meetings of the Group/Committee may be convened by either the Chair or the member of the Executive team acting as Secretary and at least seven days' notice of the meeting shall be given to members.
- 13.11 All members of Groups/Committees are members in their own right, be they elected or appointed. There is no procedure for alternative attendees.

- 13.12 In the event of the need for a vote, it will be by the voting of those members present in person or via other communication media, alone. The Chair shall have a casting vote.
- 13.13 Meetings of the Group/Committee may be held by teleconference or videoconferencing, or any other means that enables its members to participate at the same time.
- 13.14 The President, Chair and Deputy Chair of CIEH shall be entitled to attend meetings of the Group/Committee and participate in discussions. Unless appointed as a member of the Group/Committee they shall hold no voting rights.
- 13.15 The Chief Executive shall normally be in attendance at meetings of the Group/Committee and the Chair may also ask others to attend in a non-voting capacity.
- 13.16 Unless detailed in the relevant operating procedure (below), the Group/Committee shall be advisory only.
- 13.17 The Group/Committee shall be accountable to the Board of Trustees and will submit regular reports, along with the approved minutes of all meetings.

14. Risk and Audit Committee

- 14.1 The Board of Trustees will be supported in its governance work by a Risk and Audit Committee. The Committee will be responsible for identifying risks arising from all CIEH activities and oversee the management of the risks to ensure that CIEH fulfils its strategic aims and objectives.
- 14.2 The primary function of the Committee is advisory, to work with the Chief Executive and the Executive Management Team to review, monitor, evaluate, analyse and report on findings. The Committee acts as "a critical friend" of CIEH and provides the relevant checks and balance for the financial operation of CIEH. The Committee provides an independent review process and considers action necessary both to mitigate and oversee effectively the risks to the organisation.
- 14.3 The Committee shall have up to five members, and will compose of:
 - 14.3.1 A qualified accountant (who need not be a member of CIEH but must not be a member of the Board or Assembly), appointed by the Board
 - 14.3.2 One member of the Board, appointed by the Board
 - 14.3.3 One member of the Assembly, appointed by the Assembly
 - 14.3.4 Up to two other persons, (who may or may not be Members of CIEH but must not be members of either the Board or Assembly), appointed by the Board
- 14.4 On at least one occasion in each calendar year, the Committee shall meet the external auditors without any members of the executive management team present. It may choose to do this more frequently if it wishes.
- 14.5 The terms of reference for the Risk and Audit Committee are to:
 - 14.5.1 Assist the Board by ensuring appropriate accounting and financial policies and controls are in place
 - 14.5.2 Identify risk and ensure that appropriate risk and impact assessments are undertaken

- 14.5.3 Receive reports from external auditors and advisors and ensure that external and internal control processes are co-ordinated and effective
- 14.5.4 Ensure that information used by Trustees and staff in planning is adequate, reliable and well evidenced
- 14.5.5 Organise, as necessary, one-off special inquiries, to help inform decision making
- 14.5.6 Provide critical feedback and advice to the Board on matters relating to accountability and performance
- 14.5.7 To be a "critical friend" – challenging and objective
- 14.5.8 To not be risk averse but apply proportionate controls and processes

15 Appointments and Remuneration Committee

- 15.1 The role of the Committee is to advise and make recommendations to the Board of Trustees with regard to appointments to the Board, its committees and advisory groups and to ensure that the skills and experience required for these roles are identified.
- 15.2 The Committee shall consist of:
 - 16.2.1 The Chair or President of CIEH, appointed by the Board
 - 16.2.2 One member of the Assembly, appointed by the Assembly
 - 16.2.3 One further member of CIEH (who may not be a member of either the Board of Trustees or Assembly), appointed by the Board
 - 16.2.4 Two non-members of CIEH, appointed by the Board on the basis of their experience relevant to the role, for example an HR professional
- 15.3 The terms of reference of the Appointments and Remuneration Committee are:
 - 15.3.1 To review the composition (including the skills, knowledge and experience) required on the Board and identify any skills gaps on the current Board, whilst taking into account what skills and expertise are needed on the Board in the future.
 - 15.3.2 Once agreed, to assist in highlighting the key skills required by the Board, in correspondence relating to the election of new Board members.
 - 15.3.3 If the skills gaps are not filled by election, to take a lead in identifying and nominating candidates for co-option in order to fill those skills gaps for recommendation to the Board of Trustees
 - 15.3.4 To recommend all appointments to Committees and Groups encompassed in these procedures, other than where the Board or Assembly are required to appoint one of their own members and those roles filled by election.
 - 15.3.5 To recommend to the Board the framework policy for the remuneration package (including pension provision and performance related pay) of the Chief Executive and review the ongoing appropriateness and relevance of that policy.
 - 15.3.6 To approve the design of and determine targets for any performance related pay schemes and approve the total annual payments made under any such schemes.
 - 15.3.7 To review and propose to the Board any significant changes in employment policy and employee benefits structures for CIEH staff, including the remuneration of the CIEH Executive management team.

16. Learning and Qualifications Advisory Group

- 16.1 The Advisory Group will support the Board in its role as CIEH awarding organisation. It will provide oversight for the CIEH qualifications and learning portfolio. The Advisory Group has delegated responsibility from the Board for the relevant education responsibilities in the Charter and Byelaws, to the extent that that is required to meet regulatory requirements of independence.
- 16.2 The Advisory Group shall consist of:
 - 16.2.1 Four academics in the field of environmental health, of whom one must be CIEH's Chief Examiner, appointed by the Board
 - 16.2.2 Four persons who commission environmental health learning or with experience of learning and qualifications (but who are not eligible for appointment as academics), who may or may not be members of CIEH, appointed by the Board
- 16.3 The terms of reference of the Advisory Group are to:
 - 16.3.1 Advise the Board of customer needs in the areas of learning and qualifications and to support CIEH in creating programmes and qualifications to respond to those needs
 - 16.3.2 Liaise with the Membership and the Profession Advisory Group to ensure that the continuing professional development needs of environmental health professionals are met.
 - 16.3.3 Participate in the appointment of the Chief Examiner (or equivalent)
 - 16.3.4 Assist CIEH in building strong and positive relationships with the HE and FE community
 - 16.3.5 Review and share current and future FE/HE policy and to consider the implications for CIEH's provision, advising of changes where appropriate.
 - 16.3.6 Give on-going advice on entry requirements, exemptions and associated processes for CIEH qualifications.
 - 16.3.7 Oversee the work of the Board of Examiners
 - 16.3.8 Advise CIEH on joint venture, partnership and social enterprise opportunities
 - 16.3.9 Advise on matters relating to academic integrity of CIEH learning, including the approval of new learning programmes and qualifications and changes to existing qualifications; monitor the integrity of the examination process; receive and review examination statistics; review syllabi of existing qualifications and their assessment
 - 16.3.10 Report to the Board on the fulfilment of quality assurance compliance with regulations imposed by external bodies e.g. Ofqual, British Standards Institution
 - 16.3.11 Liaise with professional registrations boards to monitor and maintain oversight of regulatory professional development.

17. Membership and the Profession Advisory Group

- 17.1 The Advisory Group will support the Board by contributing to the review and formulation of strategy in relation to membership and the wider profession.
- 17.2 Membership of the Group will consist of:
 - 17.2.1 The Chair of the Assembly of Representatives
 - 17.2.2 Three other members of the Assembly, appointed by the Assembly

- 17.2.3 Four voting members of CIEH (who may not be members of either the Board or Assembly), appointed by the Board
 - 17.3 The terms of reference are to:
 - 17.3.1 Advise the Board of customer needs within the areas of membership and the profession and support the Executive team in creating services to respond to those needs.
 - 17.3.2 Recommend to the Board policies relating to membership recruitment, engagement, retention and services. Liaise with the Learning and Qualifications Advisory Group to ensure that the continuing education needs of members are met.
 - 17.3.3 Keep under review all aspects of the operation of the Continuing Professional Development scheme, including the CPD regulations and guidance provided for members.
 - 17.3.4 Ensure that there is a robust, transparent and fair policy for implementation of the ethical codes of CIEH
 - 17.3.5 Monitor actions taken in respect of the processing of complaints made against members of CIEH under the code of ethics and code of conduct for elected members, making recommendations to the Board when appropriate
 - 17.3.6 Advise the Board on membership grades, fee structure and the entry criteria for each grade.
 - 17.3.7 Advise the Board on the governance of regions, branches (in Britain and globally) and other groups, including SIGs.
 - 17.3.8 Advise the Board on technical policy issues based on the evidence and information from all relevant sources including the Assembly, advisory groups and expert panels.
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Agreed by Council on 8 September 2011, amended by the Board of Trustees on 26 November 2014, 19 October 2015, 31 August 2016, 6 March 2017, 27 April 2017, 27 September and 23 November 2017.

Agreed by the Assembly on 28 November 2017