

**Terms of Reference – Council, Boards and Committees**

**Approved by Council May 2025**

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Date	Details of change	
06 July 2021	Audit Committee	Added - Approval of co-options
	Specialist Groups	Changed the word 'Technical' Specialist Groups (Panels, Faculties, Forums)
01 December 2021	Audit Committee	Added - To review strategic risk management.
23 February 2022	CIPFA Board and Commercial Board	Commercial delegation amendments approved by CIPFA Board
04 May 2022	CIPFA Board Nominations Committee	Changes to reflect the introduction of an independent CIPFA Board chair
07 May 2025	Remuneration Committee	Change to roles in scope

## **CIPFA Council**

### **Terms of Reference**

#### **Purpose**

- 1 to set the strategic framework and direction for the Institute, including approval of the medium-term strategy and CIPFA Development Strategy:
- 2 to approve the Institute's annual budget and business plan
- 3 to maintain oversight of the Institute from two key perspectives:
  - the public interest
  - the CIPFA membership
- 4 to receive regular progress reports from the Board and the Chief Executive
- 5 to appoint the chairs, vice chairs and members and approve the terms of reference of the CIPFA Board and other committees.
- 6 to appoint and approve the delegated powers of the Chief Executive.
- 7 to appoint co-opted members to the Council and trustees
- 8 to approve any proposals for changes to the Charter, Bye-laws and Regulations of the Institute including those which require resolutions of General Meetings
- 9 to approve standards of professional practice and, where appropriate, statements and codes of best practice
- 10 to approve and adopt the Annual Report and Accounts of the Institute

#### **Meetings, Quorum and Membership**

The Council will meet 4 times per Governance year. The President chairs Council meetings.

Membership is as defined in the Bye-laws. A quorum of Council is five members.

#### **Delegation and Reporting**

The following protocols have been agreed in line with the recommendations of the governance reviews:

- 1 Council delegates governance decisions that are not reserved by Council, or delegated elsewhere, to CIPFA Board.
- 2 Council reserves: acceptance of the annual accounts, the budget and business plans, admission to CPFA or FCPFA membership, freehold property sales or purchases, the appointment of the Chief Executive of the Institute, co-options of members of Council, the appointment of Chairs, Vice Chairs and members of Council's Boards and Committees, the appointment of NEDs to the CIPFA Business Limited Board (company elements) and non-maintenance adjustments to governance arrangements.
- 3 Nominations Committee reports direct to Council. All other Boards and Committees are under the oversight of CIPFA Board whilst on occasion holding some delegations direct from Council. Audit Committee and Remuneration Committee will provide a report at least once annually direct to Council on decisions made.
- 4 CIPFA Board may delegate onwards to the Boards and Committees of Council. It must report any such delegation to Council.
- 5 A report from CIPFA Board on meetings held since the last Council meeting will be an agenda item at the next available Council meeting.
- 6 All other Boards and Committees, including Task and Finish groups will provide either formal minutes or a verbal summary of business discussed at their meetings or by correspondence to the next available meeting of CIPFA Board.
7. For the avoidance of doubt, operational decisions, that is where governance items are not reserved by Council for itself or delegated to a committee, are deemed to be delegated to the Chief Executive. This includes all appointments and staffing matters not reserved to Remuneration Committee and administrative support, advice, and maintenance of the governance processes.

## **CIPFA Board**

### **Terms of Reference**

#### **Purpose**

##### **A Strategy and Structure**

- A1 Guide CIPFA's development and oversight of its operations to achieve the vision in accordance with the overall strategic direction determined from time to time by CIPFA Council.
- A2 To challenge the draft annual business plans and budgets to be implemented by relevant Boards and staff of the Institute, subject to formal approval by Council, and to oversee and manage performance against the objectives and targets set out in those plans and budgets.
- A3 Review and evaluate present and future opportunities, threats, and risks both in the external environment and within CIPFA in accordance with CIPFA's Development Strategy Programme.
- A4 Ensure that CIPFA's capability and structure is appropriate for implementing its chosen strategies.
- A5 Establish and maintain an appropriate culture and organisational values designed to support the vision and strategic direction.
- A6 To oversee the implementation of the CIPFA Development Programme and direct, manage and co-ordinate the performance of Boards in relations to its implementation.
- A7 To report regularly to the CIPFA Council on the health of the organisation, its progress against business plans and the Development Strategy, and its response to opportunities and threats which arise from time to time.

##### **B Controls and Governance**

- B1 Oversee systematic performance management and measures to monitor and review at organisational level strategy and performance against objectives.
- B2 Ensure that governance control procedures provide valid and reliable information for meeting legal, statutory, and fiduciary obligations.
- B3 Ensure appropriate authority to management and monitor and evaluate the implementation of policies, strategies, and implementation plans.
- B4 Ensure that an effective Risk Management system is maintained across the CIPFA group with adequate mitigations and contingency planning and review the risk register and mitigation strategies on a regular basis. Maintain a business continuity plan.
- B5 Review annually the Board's Terms of Reference, the performance of the Board.
- B6 Oversight that internal audit recommendations are fully implemented by management in a timely manner.
- B7 Ensure that the External Audit requirements of the CIPFA Group are adhered to.

##### **C Market and Stakeholders**

- C1 Identify and consider the legitimate interests of stakeholders who have a direct or indirect interest in the success and/or development of CIPFA.

#### **Meetings, Quorum and Membership**

- D1 The Board shall meet 4 times each governance year, shortly before CIPFA Council.
- D2 The Board's quorum is 50 percent of the membership, excluding ex officio and invited guests, and observers.
- D3 The Board's membership is 6 CIPFA Council members (ie the 4 Honorary Officers and 2 additional CIPFA Council members), the Board chair, the senior Non-Executive Director and 1 other Non-Executive Director (Chair of Audit Committee), CEO, and Director of Finance.

## **Delegation and Authority**

The Council has delegated the responsibility for operational oversight and governance matters to the CIPFA Board. For the avoidance of doubt, Council has not delegated the following matters to the Board:

- acceptance of the annual accounts,
- the budget and business plans,
- freehold property sales or purchases,
- the appointment of the Chief Executive of the Institute,
- co-options of members of Council and trustees,
- the appointment of Chairs, Vice Chairs and members of Council's Boards and Committees, the appointment of NEDs to the CIPFA Business Limited Board
- non maintenance adjustments to governance arrangements
- admission to CPFA or FCPFA membership

The CIPFA Board has delegated the responsibility for the following matters to the Student and Members Board:

- Recommendation to the CIPFA Board and Council of the annual changes to the membership fees.
- Recommendation to the CIPFA Board of substantive revisions to the syllabus.
- Student and Member arrangements and delivery within the approved budget.
- Approval by the Chair and Vice-Chair for the co-options of suitably experienced members to the board so that its membership reflects the board's areas of interest; such co-options being for no more than 2 years and with no co-opted member being on the Board for longer than 8 years.

All key items, such as introduction of new delivery methods (e.g., electronic examinations) or non-maintenance changes to the syllabus, should be referred to the CIPFA Board.

The CIPFA Board reserves the following matters:

- Acquisition or disposal of a business or element of a business,
- Acquisition or disposal of leasehold premises for lease periods of 10 years or more,
- Pursuing new opportunities with total cumulative revenue value above £5m,
- Approval of all new business case investments not incorporated within the approved budget, where the gross investment expenditure exceeds £50k.
- Virements above a value of £100k,
- Organisational restructures that have a net cost of over £500k.

The CIPFA Board delegates the responsibility for all operational matters to the Chief Executive except for those matters reserved to the CIPFA Board or delegated to other Boards and Committees.

## **CIPFA Commercial Board**

### **Terms of Reference**

#### **Purpose**

##### **A Strategy and Structure**

- A1 Guide CIPFA's commercial operations in accordance with the overall strategic direction determined from time to time by CIPFA Council/CIPFA Board.
- A2 To challenge the draft annual business plans and budgets for the commercial operations to be implemented by relevant business teams subject to formal approval by CIPFA Board and Council, and to oversee and manage performance against the objectives and targets set out in those plans and budgets.
- A3 Review and evaluate present and future commercial opportunities, threats, and risks both in the external environment and within CIPFA.
- A4 Oversight that the capability and structure of the commercial business teams is appropriate for implementing its chosen strategies.

##### **B Controls and Governance**

- B1 Introduce and oversee a systematic performance management system for CIPFA's commercial businesses, and measures to monitor and review strategy and performance against objectives.
- B2 Ensure that governance control procedures provide valid and reliable information for meeting legal, statutory, and fiduciary obligations.
- B3 Ensure appropriate authority is delegated to management and monitor and evaluate the implementation of policies, strategies, and implementation plans.
- B4 Ensure that an effective Risk Management system is maintained with adequate mitigations and contingency planning and review the risk register and mitigation strategies on a regular basis.
- B5 Review annually the Board's Terms of Reference, the performance of the Board.
- B6 Fulfil the requirements of CIPFA Business Limited Board (see D).

##### **C Market and Stakeholders**

- C1 Develop and maintain an understanding and connectivity to the potential market for CIPFA's commercial activities and respective stakeholders, and stimulate and influence interest, and demand and create opportunities.
- C2 Provide advice and support to improve the commercial performance of all CIPFA's commercial activities and ensure that the total commercial offering to the marketplace is coherent.
- C3 Ensure Marketing and Brand management strategies for CIPFA are developed and maintained.

##### **D Specific Terms of Reference for the CIPFA Commercial Board relating to the Governance of CIPFA Business Ltd**

- D1 Undertaking the remit of the CIPFA Board as set out in Section A to C fulfils the bulk of the responsibilities in relation to the CIPFA Business Limited Board. Beyond these activities the Commercial Board is required to:
- D2 Ensure the shareholders' interests are safeguarded.
- D3 Approve any actions relating to the cessation of trade, disposals, investments, or acquisitions. Approve any change to the capital or corporate structure.
- D4 Approve the Annual Report and Accounts for the Company within an agreed timetable.
- D5 Approve resolutions for general meetings.
- D6 Approve the appointment or removal of the Company Secretary.

- D7 Approve dividends, covenant and/or gift aid payments to the parent charity.
- D8 Determine the independence of Directors and regularly seek assurances regarding conflicts of interest.
- D9 Approve the appointment of the Internal and External Auditors.

### **Meetings, Quorum and Membership**

- E1 The Board shall meet 4 times each governance year, shortly before CIPFA Board.
- E2 The Board's quorum is 50 percent of the membership, excluding ex officio and invited guests, and observers.
- E3 The Board's membership is 2 CIPFA Trustees (i.e., President and Vice President), the 4 Non-Executive Directors of CIPFA Business Limited, the Chief Executive, Director of Finance and Chief Operating Officer. The Commercial Board is chaired by the Senior Non-Executive Director
- E4 Non quorate meetings may discuss and formally note matters for future report but have no executive authority. Urgent decisions, at the Chairman's discretion, should be dealt with by correspondence.
- E5 The Board shall meet 4 times each year, shortly before the meetings of CIPFA Board. The CIPFA Commercial Board shall report regularly to the CIPFA Board, to which it is responsible. The report shall include as a minimum an exception report on a) emerging issues and opportunities of significance at group level, b) variances more than £50k for centres for which it is responsible, c) significant delays or other variances in Board delivery plans, and d) significant changes in risks and mitigation activities in place.

### **Delegation and Authority**

The CIPFA Board has delegated the responsibility for the following matters to the CIPFA Commercial Board:

- Pursuing new opportunities with total contract revenue value between £1m and £5m.

## **Audit Committee**

### **Terms of Reference**

- 1 To maintain an oversight of corporate governance throughout the CIPFA Group and receive, on an annual basis, a report from the Chief Executive on the implementation, operation of and compliance with CIPFA's Corporate Governance framework.
- 2 To review and provide overall assurance on the governance system and provide a report at least annually to Council.
- 3 To manage the external audit process, including the appointment of auditors, assessment of the independence of the auditors and ensuring partner rotation at appropriate intervals.
- 4 To approve the external audit fee and to consider non-audit work in the light of the Institute's policy on the provision of non-audit services by external auditors.
- 5 To agree the nature and scope of the external audit prior to the commencement of the audit, reviewing the auditors' quality control procedures and response to changes in regulatory and other requirements.
- 6 To review the arrangements put in place by officers to ensure that the CIPFA Group prepares its annual accounts and other published financial reports in accordance with all relevant legislation and accounting standards.
- 7 The Committee will review the Annual Report and Accounts:
  - (a) including any statements therein made by the Board,
  - (b) monitoring the accounting policies used in their preparation, and
  - (c) monitoring significant financial reporting judgements.
- 8 To review the external auditor's management letter and management's response before their submission to Council.
- 9 To ensure that an adequate and effective system of internal audit is maintained.
- 10 To approve the appointment of internal audit.
- 11 To review the internal audit programme and approve any changes.
- 12 To satisfy itself that the recommendations of internal audit reports are implemented in an appropriate and timely fashion.
- 13 To review the CIPFA Group policies on Anti-Bribery, Conflict of Interest, Whistleblowing, and other similar policies.
- 14 To review the effectiveness of the systems of internal control in place throughout the CIPFA Group, based on reports from management, internal audit and the external auditors. Internal control is not restricted to financial control but includes, inter alia, the arrangements that management has put in place for:
  - (a) the systematic identification of business risks and mitigating controls and procedures for ensuring these are properly implemented and effective,
  - (b) legal compliance,
  - (c) budgetary control,
  - (d) oversight and assurance of the Investment Programme, and
  - (e) corporate risk management strategy and the process including the risk of fraud.
  - (f) to review strategic risk management.
- 15 To ensure timely reporting of relevant matters to the other governance boards of the Institute and to maintain an effective dialogue with these boards.
- 16 To conduct an annual Committee self-assessment.
- 17 To appoint Institute representatives onto outside bodies which relate to the activities of this Committee, including their terms of appointment.

- 18 To ensure timely reporting of relevant matters to the other governance boards of the Institute and to maintain an effective dialogue with these boards.
- 19 To conduct an annual Committee self-assessment.
- 20 To appoint Institute representatives onto outside bodies which relate to the activities of this Committee, including their terms of appointment.

#### **Meetings, Quorum and Membership**

- 1 The Committee shall be made up of 5 members of Council, who are not Honorary Officers of CIPFA, 1 Non-Executive Director, together with at least 1, and up to 3, co-opted members of CIPFA who are not members of Council. Co-options being for no more than 2 years and with no co-opted member being on the Committee for longer than 8 years.
- 2 Approval of co-options is delegated by Council to the Chair and Vice Chair in consultation with the Company Secretary and Chief Executive. Co-options being for no more than 2 years and with no co-opted member being on the Committee for longer than 8 years.
- 3 The Committee is chaired by the Non-Executive Director (acting as the Audit NED to the main Board). The vice chair is a member of CIPFA Council.
- 4 A quorum is four of the members of the Committee, i.e., excluding ex-officio Council members and observers.
- 5 Non quorate meetings may discuss and formally note matters for future report but have no executive authority. Urgent decisions, at the Chairman's discretion, should be dealt with by correspondence.
- 6 The Committee shall meet 4 times each year at times appropriate to its duties, and shall report regularly to the CIPFA Board, to which it is responsible and annually to the CIPFA Council.

#### **Delegation and Authority**

The CIPFA Board has delegated the responsibility for the following matters to the Audit Committee:

- Review and recommendation to the CIPFA Board of the CIPFA Annual Report and Accounts.
- Approval of the Annual External Audit Plan
- Approval of the Annual Internal Audit Plan.
- Review and reporting of the CIPFA Code of Governance to Council
- Implementation of internal audit recommendations in a timely manner.



## **Public Financial Management Board**

### **Terms of Reference**

- 1 Determine and periodically review the governance arrangements, sub-structure, and terms of reference of any CIPFA technical groups (Panels, Forums and/or Faculties).
- 2 Appoint the chairs and vice chairs of technical groups if not appointed by Council on the advice of Nominations Committee.
- 3 Consider annually whether there is a need for a limited number of co-options to ensure that the Board's membership reflects its areas of interest.
- 4 Receive the annual Policy & Technical business plan and budget which covers the work of all technical groups.
- 5 Monitor and scrutinize delivery of the business plan and budget.
- 6 Maintain and further develop CIPFA's position of authority and influence in the accountancy profession at both the national and global levels through management of CIPFA membership on external boards and committees.
- 7 Support the continuous improvement of standards in public finance, management, and governance, particularly in UK local government where the Institute has formal standard setting responsibilities through:
  - (a) Formal approval to all Institute Codes of Practice, with any new Codes approved by Council in the first instance.
  - (b) Anticipate, influence, monitor all finance and policy issues; accounting and financial reporting; external and internal audit; accountability and performance; corporate governance; financial management and treasury management as they affect UK and international public services and the finance and audit teams, CIPFA members and students working in those public services.
  - (c) Oversee the Institute's work on policy and technical issues with all external stakeholders.
  - (d) Help to develop, promote, and maintain best practice, standards, and guidelines in accordance with the scheme for Institute Pronouncements; and
- 8 Support the production and dissemination of relevant advice and material.
- 9 Develop strong institutional relationships with Government, Government Departments and Agencies, devolved governments, the national audit organisations, representative bodies across the public services (for example the Local Government Association, National Housing Federation, HFMA, UUK etc), professional and other associations, professional regulators, the voluntary sector and other similar bodies falling within the Board's defined areas of responsibility to enable the accountancy profession to work in a more efficient way and to present its views more effectively .
- 10 Oversee risk management of CIPFA's professional reputation arising from professional and financial management matters.

### **Meetings, Quorum and Membership**

- 11 The Board shall meet 4 times each governance year, shortly before CIPFA Board.
- 12 The Board's quorum is 50 percent of the membership, excluding ex officio and invited guests and observers, which must include at least one CIPFA Council member.
- 13 The Board is chaired by a Council Member who is a member of CIPFA Board (Honorary Officer and/or Trustee).
- 14 The Board's voting membership is the 6 CIPFA Council Members (including the Chair), and up to 6 co-options to ensure that the Board's membership reflects its areas of interest.
- 15 Non quorate meetings may discuss and formally note matters for future report but have no executive authority. Urgent decisions, at the Chairman's discretion, should be dealt with by correspondence.

- 16 The Public Financial Management Board shall report regularly to the CIPFA Board, to which it is responsible. The report shall include as a minimum an exception report on a) emerging issues and opportunities of significance at group level, b) variances in excess of £50k for centres for which it is responsible, c) significant delays or other variances in Board delivery plans, and d) significant changes in risks and mitigation activities in place.

### **Delegation and Authority**

CIPFA Council has delegated the responsibility for the following matters to the Public Financial Management Board:

- Approval by the Chair and Vice-Chair for the co-options of the 6 Subject or Sector Specialists onto the PFMB; such co-options being for no more than 2 years and with no co-opted member being on the Board for longer than 8 years.
- Approval of all codes and guidance, except for any new code or code or guidance that for statutory purposes is approved by Council.

Items, such as the introduction of new codes or work, with significant reputational impact should be referred to the CIPFA Board

## **Nominations Committee**

### **Terms of Reference**

#### **Purpose**

- 1 To manage and oversee the process leading to the nomination of:
  - a) the 'Council-nominated' candidates, and
  - b) any candidatures from the Institute membership, for the posts of Junior Vice President and any other officer vacancies, and if required any subsequent ballots of the membership.
- 2 To oversee the arrangements whereby the Institute invites Members to stand for election to Council; this will include making recommendations from time to time to encourage increased take-up of this opportunity by members, with a view to attracting greater take-up by CIPFA's most able members.
- 3 To appoint a Scrutiny Panel comprising three Past Presidents to scrutinise and endorse or otherwise candidates' election statements and to scrutinise ballots of the membership.
- 4 To make recommendations to Council in relation to the appointment of Chairs and Vice Chairs of Institute Boards and Committees, together with the membership of those Boards/Committees (based on, but not guaranteeing, members' stated preferences).
- 5 To make recommendations bi-annually to Council in respect of co-options to Council; this will include the Committee providing a commentary and rationale in terms of why those recommendations are being made.
- 6 To make nominations and/or appoint Institute members to joint Institute bodies, and to other external bodies as required, where the individual is appointed to represent the Institute; (where the appointment of a member would be because of his/her expertise and status as a Chartered Public Finance Accountant, rather than to represent the Institute, the appointment will be made by the Chief Executive or appropriate Director in consultation as necessary with Council members e.g. the Chair of the relevant Board).
- 7 To consider recommendations on possible nominations of Institute members for UK state honours and major international awards.
- 8 To consider potential future Officers of the Institute for the year ahead, and future years, and potential Board and Committee Chairs and Vice Chairs, and advise Council as appropriate.
- 9 To review, from time to time, and revise as necessary the Officer and other Role descriptions ensuring they include due consideration of skills and experience.
- 10 To review, from time to time, and as necessary make recommendations for the further development of the Code of Conduct for Council members.
- 11 To ensure that appointments and nominations support CIPFA's diversity and inclusion objectives.
- 12 To monitor the diversity of all appointments and nominations and report to Council annually.
- 13 To oversee the process for Non-Executive Director appointments and make recommendations to Council
- 14 To receive annual reports from the relevant chairs on the performance of Non-Executive Directors.
- 15 To receive an annual report from the President and Vice President on the performance of the CIPFA Board Chair.

#### **Meetings, Quorum and Membership**

- 16 The Committee shall be made up of at least 8 members of the current Council, and a Non-Executive Director, and shall be chaired by the immediate Past President. Additionally, the Committee may co-opt a Past President other than the Immediate Past President to serve no more than 4 years on the Committee.
- 17 The Committee shall meet in an election year as soon as possible after the results of the Council election are known, and every year in time to fulfil its duties in respect of the Officer election. It shall report to

Council, in addition to making recommendations for specific roles, on any other matters referred to it for discussion or decision.

18 The Committee quorum is 50 percent of the membership.

### **Delegation and Authority**

The CIPFA Council has delegated the responsibility for the following matters to the Nominations Committee:

- The management of the nominations process.
- Recommendations to Council in relation to the appointment of Chairs and Vice Chairs of Institute Boards and Committees, together with the membership of those Boards/Committees.
- Recommendations bi-annually to Council in respect of co-options to Council.
- To make nominations and/or appoint Institute members to joint Institute bodies, and to other external bodies, as required.
- To make recommendations on possible nominations of Institute members for UK state honours and major international awards.
- To consider potential future Officers of the Institute for the year ahead, and future years, and potential Board and Committee Chairs and Vice Chairs, and advise Council as appropriate.
- Review and revise as necessary the Officer and other Role descriptions.
- Make recommendations for the further development of the Code of Conduct for Council members.

## **Remuneration Committee**

### **Terms of Reference**

#### **Purpose**

- 1.1 The Remuneration Committee has full delegated responsibility from Council for decision making in relation to the pay and conditions of specified members of staff employed by the CIPFA Group. In making those decisions its aim is to ensure a fair and non-discriminatory approach which will present CIPFA as a good employer offering modern, competitive terms and conditions, sufficient to attract and retain high quality staff.

#### **Meetings, Quorum and Membership**

##### **2 Membership and Quorum**

- 2.1 The Committee shall comprise up to eight members with sufficient expertise to make decisions about senior staff remuneration. The President and Vice-President shall be ex-officio members of the Committee. A quorum is four members of the Committee. Non-quorate meetings may discuss and formally note matters for future report but have no executive authority.
- 2.2 The Committee shall be chaired by the Senior Non-Executive Director of CIPFA Business Ltd. Council shall appoint the Vice-Chair of the Committee on the recommendation of the Nominations Committee.
- 2.3 The Chief Executive and the HR lead shall normally be invited to attend meetings of the Committee. Members of staff shall declare an interest and withdraw from the meeting when a matter affecting their personal remuneration or benefits is being discussed.

##### **3 Meetings**

- 3.1 The Committee shall meet at least once a year and more frequently if required.
- 3.2 Minutes will be taken at all meetings which formally record any decisions taken and the names of those present.
- 3.3 The Committee shall obtain independent legal or other professional advice as required including to compare and benchmark CIPFA's practices against those of other organisations. Such advisers may attend meetings as necessary.
- 3.4 Urgent decisions shall, wherever practicable, be dealt with by correspondence. If such action is impractical the Chief Executive, in consultation with the Chair, shall be authorised to make decisions on the Committee's behalf. Any such decisions shall be reported to the next meeting of the Committee.

#### **Delegation and Authority**

##### **4 Delegations**

- 4.1 The Committee is responsible for the process of appointment of the Chief Executive where Council must endorse the selected candidate. Council approval would be required to restructure the role of Chief Executive. Council delegates the responsibility for the appointment of all other staff to the Chief Executive. The Chief Executive will involve the relevant Board or Committee Chair or his or her nominee in the recruitment and selection process for Directors.
- 4.2 The Committee has the full delegated authority to make all decisions in relation to the remuneration, terms and conditions of:
  - the Group Chief Executive.
  - All members of CIPFA's Leadership Team (CLT)
  - other staff as determined from time to time
- 4.3 The Committee has full delegated authority to approve the pay framework for NEDs and will receive data from the CEO on pay and variations agreed by CEO in consultation with the President.

4.4 In relation to the staff and non-executive directors listed in para 4.2 and 4.3, all decisions in relation to remuneration, terms and conditions shall include:

- remuneration, terms, and conditions upon appointment.
- changes to base salary.
- bonus arrangements and payments thereunder.
- honoraria and ex-gratia payments.
- severance payments.
- pensions.

It shall not include changes arising from changes to employment law or the general personnel policies of CIPFA.

4.5 Before the commencement of the year in question or during its first quarter, the President in liaison with Honorary Officers and Senior NED shall approve the annual objectives of the Chief Executive against which performance will be assessed. The Remuneration Committee on advice from the Honorary Officers, on receipt of recommendations from the Chair will consider any performance related awards.

4.6 On the same timetable as para 4.4, the Committee shall also receive an annual report from the Chief Executive setting out the objectives of the Directors against which performance will be assessed.

4.7 The Committee shall be informed by the Chief Executive of any significant proposed changes of role or duties in relation to the staff and non-executive directors listed in para 4.2.

4.8 The Committee shall ensure that appropriate arrangements are in place for the consideration and management of succession planning in respect of the posts listed in para 4.2.

## **Students and Members Board**

### **Terms of Reference**

#### **Purpose**

##### **A Strategic development and reporting**

- A1 Within the framework of the Institute's current Development Strategy, to be responsible for appropriate initiatives; to oversee the formulation of plans and delivery of these within the Board itself or to delegate oversight responsibility to its sub-structure of panels (if any).
- A2 To identify medium and longer-term strategic issues and to ensure these are responded to, together with new issues relevant to the Board as they arise.
- A3 To review at each meeting, the material and significant risks in the management and delivery of the business of the board, their impact, and the means to mitigate the likelihood of these risks coming to fruition.

##### **Business management**

- A4 To receive, scrutinise and monitor annual budgets, resource, and business plans for its activities; to submit and justify the board's combined budgets and plans to the CIPFA Board for approval; once finalised, to share these with its Panels.
- A5 To maintain an awareness of the work of other boards and, where appropriate to do so, to contribute to their work plans.

##### **Governance structures and appointments**

- A6 To co-opt suitably experienced members to the board so that its membership reflects the board's areas of interest.
- A7 To determine, and review annually, the governance sub-structure of any Panels and their Terms of Reference; to oversee the appointment of Chairs and Vice Chairs when required.
- A8 To monitor and scrutinise Panels' (if any) delivery of their agreed objectives/work plan, including the review of CIPFA Development Strategy (CDS) initiatives allocated to them.
- A9 To appoint Institute nominees to bodies relating to the work of the Board.

##### **B Oversight of CIPFA Students and Members Board (SMB) activities**

Through the above activities to monitor and scrutinise delivery of the following objectives.

##### **Membership**

- B1 To approve all matters relating to admission and membership of the Institute.
- B2 To develop CIPFA members' benefits and the services provided to members.
- B3 To appraise and determine the annual subscription levels for members and students and other Regulation changes which require approval by the membership.
- B4 To approve appropriate levels of membership for CIPFA and associated benefits.

##### **External and Internal Relationships**

- B5 To develop appropriate external relationships with other membership bodies that maximise the impact and benefit to the CIPFA group.
- B7 To oversee all stakeholder relationships relating to the work of the Board including academe, students, members, and employers.

##### **Professional Standards and Practice**

- B8 To develop and maintain the Institute's Continuing Professional Development (CPD) Scheme and determine the policies which the Institute should adopt in relation to CPD.
- B9 To supervise and develop CIPFA's Disciplinary scheme, its committees and regulations.

- B10 To develop standards of professional practice on ethical and other issues, and their recommendation to Council for approval.

### **Qualifications Development**

- B11 To oversee CIPFA's qualifications, training and professional development activities and their delivery, including development of syllabi, assessments and regulations, marketing, recruitment and retention, quality assurance, and student support.
- B12 To develop and deliver the Institute's qualifications internationally within Council's strategic policy.
- B13 To advise and support the CIPFA regions in the marketing of CIPFA its qualifications and promoting and delivering continuous professional development activities for members and students.
- B14 To ensure regulatory compliance in relation to CIPFA's role as an awarding body and end point assessment organisation and in its capacity as a provider of professional education and apprenticeships.

### **Meetings, Quorum and Membership**

- 1 The Board shall meet 4 times each governance year, shortly before CIPFA Board.
- 2 The Board's voting membership is the 9 CIPFA Council Members (including the Chair), 1 NED, the Chair of the Exams Panel, 1 co-opted academic member, 1 independent member representing the public interest, and up to 2 further co-opted members. Co-options being for no more than 2 years and with no co-opted member being on the Board for longer than 8 years.
- 3 The Board is chaired by a Council Member who is a member of CIPFA Board (Honorary Officer and/or Trustee).
- 4 The Board's quorum is 50 percent of the membership, excluding ex officio and invited guests and observers, which must include at least one CIPFA Council member.
- 5 Non quorate meetings may discuss and formally note matters for future report but have no executive authority. Urgent decisions, at the Chairman's discretion, should be dealt with by correspondence.
- 6 The Students and Members Board shall report regularly to the CIPFA Board, to which it is responsible. The report shall include as a minimum an exception report on a) emerging issues and opportunities of significance at group level, b) variances in excess of £50k for centres for which it is responsible, c) significant delays or other variances in Board delivery plans, and d) significant changes in risks and mitigation activities in place.

### **Delegation and Authority**

The CIPFA Board has delegated the responsibility for the following matters to the Student and Members Board:

- Recommendation to the CIPFA Board and Council of the annual changes to the membership fees.
- Recommendation to the CIPFA Board and Council of any revisions to the syllabus.
- *[Oversight of activities as an Ofqual recognised awarding organisation and compliance with the conditions of such recognition.] \* pending recognition by Ofqual*
- Student and Member arrangements and delivery within the approved budget.
- Approval by the Chair and Vice-Chair for the co-options of suitably experienced members to the board so that its membership reflects the board's areas of interest; such co-options being for no more than 2 years and with no co-opted member being on the Board for longer than 8 years.

All key items, such as introduction of new delivery methods (e.g. electronic examinations) or changes to the syllabus, should be referred to the CIPFA Board.

The Student and Members Board has delegated the following matters to the Membership Nominations Committee:

- The authority to approve applications for election to Ordinary Member in accordance with Bye-Laws 4, 5, 5A and any Regulations currently in force.
- The authority to consider and if thought fit to approve applications for election as a Fellow Member of the Institute in accordance with Bye-Law 5A and any Regulations currently in force.



## **Membership Nominations Committee**

### **Terms of Reference**

#### **Purpose**

- 1 To consider, and if thought fit to approve, applications from Registered Students for election as an Ordinary Member of the Institute in accordance with Bye-Law 4 and any Regulations currently in force.
- 2 To consider, and if thought fit to approve, applications from individuals holding accountancy qualifications for election as an Ordinary Member of the Institute in accordance with Bye-Law 5 and any Regulations currently in force. 3To consider and if thought fit to approve applications for election as a Fellow Member of the Institute in accordance with Bye-Law 5A and any Regulations currently in force.
- 4 To consider, and if thought fit, make recommendations to the President and Chair of SMB for approval on offering Honorary membership of the Institute to individuals who meet the requirements of Bye-Law 6 and any Regulations currently in force.
- 5 Appeals against a decision of the Committee shall be referred to a review committee of the Student and Members Board, to comprise the Chair or Vice Chair of the Board and two other Board members. A decision of the review committee shall be final.
- 6 The Committee shall send a written report on its activity at least annually to the Students and Members Board.

#### **Meetings, Quorum and Membership**

- 1 The Committee shall be made up of the Director of Membership and at least 5 Members of the Institute, who need not be members of Council, but may be members of the Institute's staff. Council shall agree the membership of the Committee and delegate maintenance of such, in the event of staff changes, to the CEO.
- 2 The Committee may manage the application process by correspondence.
- 3 The Committee quorum is 3; no election to Membership or offer of Honorary Membership shall be made unless supported by at least 3 Committee members.

#### **Delegation and Authority**

Council has delegated the responsibilities set out above to the Membership Nominations Committee.

### **Specialist Groups (Forums)**

On 6 July 2021 Council approved changes that mean the existing Faculty Boards and Panels will be replaced with seven specialist Forums, which report to the Public Financial Management Board.

The Forums will cover the following specialist areas:

- Sustainability Forum
- Accounting and Financial Reporting Forum
- Governance and Assurance Forum
- Public Policy and Reform Forum
- Finance Workforce Forum
- Procurement, Fraud Prevention and Anti-corruption Forum
- Charities and Public Benefit Entities Forum

Detailed terms of reference for the Forums will be developed with input from the inaugural Chairs and Vice Chairs.