



Governance in the Institute of Biomedical Science

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Introduction to Governance

The Institute of Biomedical Science (the Institute) is a company limited by guarantee and a charity registered in England and Wales. Its governing documents are a Memorandum of Association and Articles of Association adopted on 8 June 2019. Together they provide the Institute with a legal identity and specific powers.

The Council is the governing body of the Institute. Its purpose is to ensure that the Institute is effectively led, properly run and meets the need for which the Institute was set up:

To promote the study and to promote the development of biomedical science.

Good governance is fundamental to the effective operation of the Institute.

Good governance means:

- focusing on the organisation's purpose
- developing the capacity and capability of the governing body to be effective
- performing effectively in clearly defined roles
- taking informed, transparent decisions and managing risk
- promoting values and demonstrating them through behaviours
- engaging stakeholders and making accountability real
- upholding the Nolan Committee Principles of Public Life
- complying with the principles of the Charity Governance Code.

This handbook is intended as a reference source for all members in governance that sets out the governance framework of the Institute and details the processes and procedures that underpin the way the Institute operates.

Council members, as directors and trustees, take ultimate responsibility for the governance of the Institute. However, governance is not a role for trustees alone but reflects the way in which trustees work with the Chief Executive and Institute staff, with members and with stakeholders to ensure the effective running of the Institute.

This framework is adopted by the Council and any additions/amendments may be adopted and take effect immediately they are minuted.

The governance arrangements within the Institute provide for a clear separation of the function of the Council, as the governing body, and the function of Institute staff. Council is responsible for setting the strategic direction and agreeing and monitoring progress against the corporate objectives of the Institute. Management is charged with implementing the strategy and achieving the objectives it is set. Council is not involved in operational matters.

The Chief Executive, Executive Heads and staff are **not** members of governance bodies. Members of the Executive, and other senior staff as appropriate, attend meetings of the Council and have the right to speak only under the constraint of the Chair. Their participation in strategic planning meetings is particularly important.

Similarly, members of the Executive and senior staff attend standing committees where they have the right to speak only under the constraint of the committee Chair.

The principle of Executive and senior staff attendance and the right to speak is to support the governance bodies in having available to them the information and expertise they require to make an informed decision that is capable of being implemented.

Executive and senior staff in attendance may be excluded from the meeting at the request of the Chair depending on the perceived or actual sensitivity of the item under discussion.

Governance and management work in partnership, with management acknowledging the authority of the Council as the governing body.

Every member in governance should adhere to the Nolan Committee Principles of Public Life (Appendix A), the principles laid out in Good Governance; A Code for the Voluntary and Community Sector (Appendix A.1) and the mission and values of the Institute (Appendix B). Additionally, they are bound by the Code of Conduct for Members of Governance Bodies (Appendix C) and seek to comply with the Charity Governance Code (Appendix D).

Roles and Accountabilities

Officers

The Officers of the Institute are the President, the Past President/President Elect and the Treasurer.

The Council

The Council has fiduciary responsibility and its main functions are to:

- enhance, promote and protect the reputation of the Institute and the profession
- set the strategic direction and high level objectives of the Institute
- be accountable to the membership
- agree the values of the Institute and promote the values through behaviours
- allocate resources
- delegate authority to other governance bodies
- monitor performance and ensure conformance
- oversee membership critical issues
- appoint and direct a Chief Executive

The Audit, Education and Professional Standards, Membership and Marketing and Remuneration Committees (the standing committees) contribute to the fulfilment of the Institute's objects and its overall strategy in accordance with their agreed remits.

Matters Reserved for Council

Except where determined by statute or by the governing document, the governance of the Institute is vested in the Council of trustees. The trustees remain responsible for the oversight and the governance of the charity although executive and management action is delegated to the chief executive.

The matters that the Council cannot, or chooses not to, delegate are included at Appendix E.

Council Members

Eligibility and Term of Office

The Memorandum and Articles of Association (Extract at Appendix F) of the Institute make provision for the make-up of Council such that Council shall be composed of not fewer than twelve and not more than thirty corporate members of the Institute.

Individual Council members are directors of the company and trustees of the charity and must fulfil the responsibilities of both roles.

Candidates standing for election to Council must be corporate members of the Institute, resident in the UK (which we take to include the Channel Islands and the Isle of Man) and able to meet the eligibility criteria in the Articles of Association and the legal requirements to be a trustee of a charity.

Elected members take up office at the conclusion of the AGM following their election and serve for a term of three years. There are occasions whereby an elected member of Council may be required to relinquish office. The primary reason for this occurring is repeated failure to attend Council and/or standing committee meetings without leave of absence. Council is dependent upon the attendance and input of all its members to operate effectively.

Elected members are eligible to stand for re-election at the end of their term of office provided they continue to meet the eligibility criteria.

Council's elected status gives it the authority to make key decisions and develop policy on behalf of the membership.

The role description for Council members is outlined at Appendix G.

The Role of the President

The Council is led by the President who chairs its meetings.

The role of the President is to:

- provide leadership to Council
- promote the Institute's agreed strategy
- promote the profession in the public arena
- represent the Institute in the external environment
- deal with issues which require urgent response
- deal with matters delegated by the Council.

The procedure for nomination and election of the President is at Appendix H, along with a role description at Appendix I.

The President holds office for a period of two years and is not eligible for re-election as President until four years after completion of serving as President.

The Role of the President Elect

At least one year before a new President is due to take up office, the Council may elect one of its number to be President Elect.

The role of the President Elect is to deputise for the President and to preside at meetings in the President's absence.

The President Elect takes up office on the same day as the Past President ceases to hold office and holds this office for a period of one year.

The procedure for this election process is attached at Appendix H.

The Role of Treasurer

The Council may appoint a Treasurer who shall be a corporate member of the Institute.

The role of the Treasurer is to monitor the implementation of the Institute's financial and investment strategies.

The Treasurer is appointed for a period of one year and is eligible for immediate re-election.

A role profile for the Treasurer is attached at Appendix J.

The Role of the Past President

The immediate past President of the Institute is called the Past President.

The Past President takes up office on the same day as the President takes up office.

The role of the Past President is to deputise for the President and to preside at meetings in the President's absence.

The Past President holds office for a period of one year. At the end of this period the office of Past President remains unoccupied until the current President completes his/her term of office and automatically fulfils this role.

If the Past President is unable or unwilling to take up this role, then Council may elect any other Fellow of the Institute to act in this capacity.

The procedure for this election process is attached at Appendix K.

Committee Structure

The Council sets the strategic direction of the Institute and the standing committees assist the Council in its work within their delegated authorities.

There are five standing committees:

- Audit Committee
- Education and Professional Standards Committee
- Finance and Risk Committee
- Membership and Marketing Committee
- Remuneration Committee

The role each committee fulfils and its membership are detailed below.

Terms of reference for each of the standing committees are attached at Appendix L.

Audit Committee

The Audit Committee acts as a bridge between the external auditor and Council. It provides the auditor with the opportunity to discuss any concerns it may have about the accounts with some of the trustees. It also provides the trustees with the opportunity to ensure that the Executive has resolved any concerns raised by the auditor.

The external auditor provides independent and objective assurance to members that the accounts give a true and fair view of financial performance and position and that the accounts also comply with the relevant accounting standards.

The membership of the Audit Committee comprises two Council members who are not serving officers of the Institute or members of the Finance and Risk Committee, elected by Council, and chaired by a Vice President appointed by Council. In exceptional circumstances a deputy may be appointed to substitute for the elected members. Any deputy appointed must not be a serving officer of the Institute nor be a member of the Finance and Risk Committee. The Chair will appoint an additional committee member who is independent of the Council but is a member of the Institute. The term of office of the chair shall be three years and for the elected members shall be two years. In order to ensure continuity of approach, there will be a phasing of the terms of office such that the elected members will stand down in alternate years. All members of the committee are able to serve more than one term of office subject to securing re-election/re-appointment.

The Audit Committee is accountable to and reports to Council on its activities.

Education and Professional Standards Committee

Matters relating to professional standards, education, training and professional development of individuals working in biomedical science are the responsibility of the Education and Professional Standards Committee. The Committee develops and monitors the implementation of the education strategy, develops criteria and standards for accreditation of academic programmes, assesses compliance with regulatory and national requirements, oversees the development of the Institute's scheme for continuing professional development and the standards for training. The committee also receives reports from the specialist advisory panels, examination boards, equivalence assessment panels and the service user engagement group.

The Committee accounts to Council through an annual report outlining progress against their work programme.

Education and Professional Standards Committee comprises nine Council members who are appointed by the President to serve for a period of one year. A representative of Heads of University Centres of Biomedical Sciences (HUCBMS) and an academic representative, selected from an IBMS accredited programme, are non-voting members of the Committee.

Finance and Risk Committee

The Finance and Risk Committee is responsible for the development of the Institute's financial strategy, including monitoring of financial performance, financial controls assurance, investment policy and performance review and the review of the reserves policy. It also has responsibility for the formulation, review, assessment and management of strategic risks as well as taking a view on key governance issues.

The committee is accountable to Council, operates within a scheme of delegated authority and reports to Council after each of its meetings.

The Committee comprises five members of Council, one of which is the Honorary Treasurer who chairs the Committee. The other four members are appointed by the Officers from the Council membership (excluding the President, President Elect, Past President and Audit Committee

members) who have relevant experience and have an interest in the financial and risk aspects of the Institute. They are appointed for a period of up to three years and may be re-appointed.

Membership and Marketing Committee

Membership and Marketing Committee is responsible for the creation and implementation of the Institute's membership and marketing strategies. Matters relating to the admission and removal of members are the responsibility of the Membership and Marketing Committee. The committee keeps under review and advises the Council on the requirements for admission to membership; ensures applications and admissions procedures are in place and adhered to; adjudicates on non-standard applications and other cases where professional judgement is required; and develops and monitors the procedure to deal with allegations against members in relation to the Institute's Code of Conduct (Appendix M).

The Institute, through the Science Council, has a licence to award Chartered Scientist, Registered Scientist and Registered Science Technician status to eligible members. The Membership and Marketing Committee is responsible for the processes that support each of these registers and adjudicates on non-standard and equivalence applications.

The Membership and Marketing Committee is responsible for the communication and promotion elements of the Institute and is the reporting committee for the local branch and region networks. The biennial Congress and other publicity events fall within remit of the committee.

The committee accounts to Council through an annual report outlining progress against their work programme.

The Membership and Marketing Committee comprises nine Council members who are appointed by the President to serve for a period of one year.

Remuneration Committee

The Remuneration Committee is the committee responsible for determining the Institute's remuneration strategy. Committee also has responsibility for reviewing the terms and conditions of employment of the Chief Executive. The Committee will also review the application of performance related pay within the executive staff.

The membership of the Remuneration Committee comprises the Honorary Officers and two Council members, elected by Council, and is accountable to and reports to Council on its activities. The term of office of the elected members shall normally be three years. In the first year of operation, one Council member shall be appointed for one year and the other for two years to ensure continuity of approach.

Member Run Groups

Most professional bodies have 'grass roots' groupings of members who support the work of the body. They may be organised on a geographical basis (regions and branches), or by members' specialist interest, or a combination of the two.

Such groups are not independent legal entities; their actions and activities are carried out in the name of the Institute. They are, therefore, ultimately accountable to the Council for their actions and any funds they hold. Funds are held in an Institute bank account in the name of the branch. Their activities need to be consistent with the Institute's objects and strategies.

In support of good governance and to safeguard the reputation of the Institute the following parameters apply:

Branches

All Institute members are allocated to a branch upon admission to membership. Their branch is based on their work address but may be altered should an individual member wish to be affiliated to a branch nearer to their home address.

Institute branches are organised on a committee basis and elect the following individuals:

- Chairman
- Secretary
- Treasurer

In addition, a branch committee is normally supported by a wider group composed of local, educational and CPD representatives. The maximum size of the committee is not set, but will reflect the relative size of the branch and its activities.

Branches fulfil the following functions:

- act as the focal point for Institute activities within the local area and to maintain close contact with members
- establishment of a local liaison officer network
- organisation of scientific and professional meetings
- liaison with local education establishments
- promote local recruitment
- provide formal links to the region.

UK-based Institute branches are funded on a *per capita* allocation based on the number of members affiliated to an individual branch. Branches also receive a flat rate funding allocation to support branch meetings. Institute branches based overseas do not ordinarily receive annual funding. However, the Institute will consider providing support for overseas branch activities on a case by case basis.

All active branches are encouraged to produce an annual review of their activities for inclusion on the Institute website.

Institute branches are coordinated by Membership and Marketing Committee.

Regions

Council has defined a regional structure based on set boundaries. Regions are composed of a number of branches and are organised on a committee basis.

Regions elect the following individuals:

- Chairman
- Secretary
- Treasurer
- One member from each branch within the region

Regional Council members are elected for a three-year term by ballot.

Regions fulfil the following functions:

- support communication between Council, the Institute office and branch members within the region
promotion and implementation of Institute policy and objectives within the region
- establishment of networks for gathering information on professional issues
- monitor relevant education courses in the regions to identify educational needs within the region
- promotion of the Institute's prizes, grants and awards to members
- support the establishment of regional discussion groups.

Institute regions are funded on a *per capita* allocation based on the number of members affiliated to an individual region. Regions also receive a flat rate funding allocation to support meetings. Regional funds are held locally and are administered centrally.

All active regions should produce an annual review of their activities for inclusion on the Institute website. Institute regions are coordinated by Membership and Marketing Committee.

Discussion Groups

Discipline specific or special interest discussion groups may be set up by Institute members. These discussion groups are able to affiliate to either a region or branch as appropriate. Affiliated discussion groups are organised on a committee basis and elect the following individuals:

- Chairman
- Secretary
- Treasurer

Affiliated discussion groups may nominate any of their committee members to be a representative to the branch or region committee as appropriate.

Affiliated discussion groups arrange meetings on specialist subject areas in the field of biomedical science.

Discussion groups receive an annual flat funding allowance of £150 from central funds

Affiliated discussion groups are coordinated by the appropriate branch or region and ultimately by Membership and Marketing Committee.

Advisory Panels

The Institute has established advisory panels in the following specialties:

- Cellular Pathology
- Clinical Chemistry
- Cytopathology including representatives from Andrology
- Haematology
- Immunology including representatives from Histocompatibility and Immunogenetics
- Medical Microbiology
- Transfusion Science
- Virology

Advisory panels comprise up to 12 'expert' members and include:

- Chair
- Vice Chair
- Chief Examiner
- Two Deputy Chief Examiners
- Company Member
- Maximum of six ordinary members

Panel members select the Chair and Vice Chair from their number and the selection is recommended to Education and Professional Standards Committee for approval.

All ordinary panel members are appointed for four years following open advertisement and approval from the advisory panel. Appointments are recommended for approval to the Education and Professional Standards Committee.

The Chief Examiner and Deputy Chief Examiner are normally appointed from the advisory panel and ratified by the Education and Professional Standards Committee. The Company Member representatives on the advisory panels are nominated via the Company Members Liaison Group and ratified by the Membership and Marketing Committee.

All terms of office have an automatic option to serve a second term of four years.

The advisory panels are also able to co-opt additional members on an annual basis to provide defined input if this is not available within the current advisory panel.

Advisory panels:

- provide a pool of specialist knowledge and key information to the Council and its committees
- organise the scientific lecture programme for the Biomedical Science Congress
- comment on journal publications
- support the Chief and Deputy Chief Examiners in:

- updating study guides and reading lists for the Institute’s professional qualifications
- reviewing examination papers with regard to accuracy of their discipline specific content
- identifying activities suitable for CPD purposes
- assist with the development of professional qualifications
- identify potential nominees for Institute representation on local/national committees as requested
- act as Institute representatives on local/national committees
- are a source of advice on a broad range of topics including:
 - patient/service user perspective
 - emerging science and technologies
 - quality
 - training
 - registration
 - safety.

Advisory panels conduct their business in a flexible manner, meeting as a full ‘committee’ a maximum of twice in any year.

All standing committees are able to commission work from the advisory panels. Work commissioned will be agreed by chairs of the standing committees and progress shall be reported to Education and Professional Standards Committee.

The advisory panels and the standing committees shall agree a work programme for the forthcoming year. This work programme will be discussed at the annual joint meeting with the Education and Professional Standards Committee normally held at the beginning of the year.

Key points from the joint meeting with the Education and Professional Standards Committee will be reported to the next meeting of the advisory panels in order to plan the work identified, using subcommittees or focus groups as appropriate.

Key issues and outcomes from the spring and autumn meetings will be reported to the next scheduled meetings of the Education and Professional Standards Committee. A reciprocal arrangement will ensure key issues and outcomes from the Education and Professional Standards Committee are communicated to the panels for their next meeting.

Advisory panels report on their activities on an annual basis to the Education and Professional Standards Committee. The reports are used to provide a summary in the Annual Report.

The Role of Members in Governance

Members participating in governance adhere to a Code of Conduct for Members of Governance Bodies that includes the Nolan Committee Principles of Public Life (Appendix C).

The Institute is the legal entity and has powers conferred through its Memorandum and Articles of Association. The Council is the governing body of the Institute. Members of Council act as a Board and their decisions reflect their collective will. Any member who dissents, abstains or is absent accepts the majority decision and is bound by it. A Council member can require their dissension to be recorded, but this does not absolve them from collective responsibility.

The standing orders provide that members of governance bodies should declare an interest in a particular agenda item at the beginning of the discussion. It is then at the discretion of the Chair whether the individual member declaring an interest may take part in the discussion, remain for the discussion but not take part or vote, or should leave the meeting for the duration of the item. Declarations of Interest and the decision of the Chair on how the declarer will take part in the meeting will be recorded in the minutes.

Attendees and observers may be excluded from the meeting at the request of the Chair depending on the perceived or actual sensitivity of the item under discussion.

Conduct of Council and Standing Committee Meetings

Designation of Agenda Items

In the interests of openness and transparency every effort will be made to include items in open business wherever possible. However, the Chief Executive/lead Executive in consultation with the President/Chair may determine that an item for discussion or decision is confidential. Such items will appear on a separate, confidential agenda, which will be taken separately to the open business. Guests, observers and staff not required for input into the confidential matter under discussion will be required to leave the meeting. The definitions of the different categories are:

- | | |
|--------------|--|
| Open | Papers available to any member on request and any member may attend the meeting for the consideration of these items including observers and guests. |
| Confidential | Papers are confidential to the Institute and are available to the Council and committee members, the Chief Executive and senior staff, as appropriate, only. |

Standing Orders

The Council and its standing committees are governed by standing orders. The Standing Orders for the Council are found at Appendix N and the terms of reference for the standing committees are at Appendix L.

Declarations of Interests at Meetings

The aim of declaring interests is to support transparency and probity. The guiding principle when declaring interests is that matters should be declared which, in the perception of others, might seem to give material or other advantage to the individual concerned or his/her close family members, either directly or indirectly.

The standing orders provide that members of governance committees should declare an interest in a particular agenda item at the beginning of the discussion. Given the role senior staff in attendance play in the governance committees, they too should declare any interests at the beginning of the discussion. It is then at the discretion of the Chair whether the individual member declaring an interest may take part in the discussion, remain for the discussion but not take part or vote, or should leave the meeting for the duration of the item. Declarations of Interest and the decision of the Chair on how the declarer will take part in the meeting will be recorded in the minutes.

The agenda for Council and standing committee meetings will include an item at the beginning under which the Chair will remind members of the requirement to make declarations of interest as appropriate.

Conduct of the Meetings

The conduct of the meeting is the sole responsibility of the Chair within the standing orders agreed by Council.

Attendance/Non-attendance at Council and Standing Committee Meetings

Attendance of members at Council and standing committees shall be recorded and reported in the Institute's Annual Report.

Should the attendance of a member in governance fall to 50% in any one year, for any governance committee, without accepted notified leave of absence or reasonable cause, they shall be asked by the President or his deputy to stand down from their appointment.

Gifts and Hospitality

Hospitality and/or gifts provided by a commercial organisation or an individual may be, or may be construed as, an attempt to gain influence or favours and all Council members and staff should avoid any conduct that could give rise to suspicions of this kind. Council members and staff should seek guidance from the President or Chief Executive as appropriate on offers of hospitality other than a normal business lunch or evening reception to which representatives of bodies similar to or linked with the Institute's activities are invited.

Register of Interests, Gifts and Hospitality

The Institute maintains a Register of Interests, Gifts and Hospitality. The purpose of this register is to enable Council members and staff to make a clear declaration of any interests (their own or of close family members), gifts or hospitality that could, or could be thought to, influence the performance of their duties. Declaration of an interest does not necessarily prevent a member from speaking on a subject related to that interest, but it helps to avoid any perception that a member may be seeking to improperly influence decisions for personal benefit. Council members and staff are required to keep their individual entries up to date.

The Register of Interests, including relevant interests of close family members, is available in paper copy on request from the Chief Executive's office. The register is also available for inspection at the Institute's registered office on request.

A copy of the form all Council members are required to complete is attached at Appendix O.

APPENDIX A The Nolan Committee Principles of Public Life

Reference – Introduction to Governance

1. *Selflessness*

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

2. *Integrity*

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3. *Objectivity*

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. *Accountability*

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. *Openness*

Holders of public office should be as open as possible about all decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. *Honesty*

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. *Leadership*

Holders of public office should promote and support these principles by leadership and example.

These principles apply to all aspects of public life. The Committee has set them out here for the benefit of all who serve the public in any way.

(Excerpt from the Nolan Committee's First Report on Standards in Public Life, 1995)

APPENDIX A.1 **Good Governance: A Code for the Voluntary and Community Sector**

Reference – Introduction to Governance

The Principles – a summary

An effective Board will provide good governance and leadership by:

1. understanding their role
2. ensuring delivery of organisational purpose
3. working effectively both as individuals and as a team
4. exercising effective control
5. behaving with integrity
6. being open and accountable.

Good Governance: A Code for the Voluntary and Community Sector was produced by the Charity Commission in October 2010.

Appendix B **Mission and Values Statements**

Reference – Introduction to Governance

The Institute's vision is to be recognised as the leading professional body for biomedical science. We are dedicated to the promotion and development of excellence in biomedical science within all aspects of healthcare and are committed to delivering the highest standards for patients and the public.

We will achieve this through supporting our members in their practice of biomedical science and by being responsible for the setting of standards through training, education, assessments, examinations and continuing professional development.

The Institute is a values based organisation whose values are:

Member focus

We are member driven and will offer the leadership, support and opportunities for development that our members need to fulfil their potential.

We will listen to our members and address the issues that are important to them.

We will provide our members with services of high quality and value, tailored to their needs.

Integrity

We will act with honesty and integrity in all that we do.

We will say what we will do, and we will do what we say.

We will use fair, open and transparent governance, management and administration processes.

We will accept responsibility for our actions.

Professionalism

We will take pride in what we do and do it to the highest standards.

We will be positive in the way we talk about the Institute both to each other and with those outside it.

We will value and protect the Institute's reputation and heritage.

Respect

We respect and value the diverse background, experience, approaches and ideas of all individuals.

We will be respectful and considerate in our dealings with our members, stakeholders, partners, the public and each other.

Continuous Improvement

We are forward looking and will embrace new ideas and change.

We are open to learning from others and will embrace collaborative working.

We are committed to professional and personal development.

We acknowledge our mistakes and learn from them.

APPENDIX C Code of Conduct for Members of Governance Bodies

Reference – Introduction to Governance The Role of Members in Governance

In addition to observing the Code of Conduct applicable to members of the Institute, members elected or appointed to Council, the standing committees and other governance bodies reporting to Council shall:

- adhere to the Seven Principles of Public Life (the ‘Nolan Principles’)
- be in good standing professionally, including with the Institute and other professional body or regulator of which they are a member or registrant
- act collectively in discharging the functions of the governance body abiding by and supporting any decisions made
- support publicly the policies of the Institute, and, where appropriate, explain fairly any contrary views considered
- respect the skills, roles and dignity of other members participating in governance and of Institute staff
- treat as confidential information relating to individuals, the commercial interests of the Institute and other sensitive matters
- declare any personal or business interests in matters under consideration, leaving the meeting unless requested to stay by the Chairman for the duration of the item under consideration, and not vote on any such matter
- not exploit their position as a member of a governance body for personal or business gain, financial or otherwise
- have regard to the Institute’s policies for complaints, grievances and whistle blowing, reporting any unresolved concerns regarding Council members or Institute staff to the President or the Chief Executive as appropriate.
- behave in such a way that values and protects the Institute’s reputation and heritage

Institute Code adopted 2011

Institute Code revised and adopted Feb 2018

APPENDIX D

Charity Governance Code for Larger Charities

The following document which forms Appendix D is taken from:

www.charitygovernancecode.org

Charity Governance Code

for larger charities

Charity Governance Code Steering Group

Group members



Observer



Supported by



About the Code

Good governance in charities is fundamental to their success.

A charity is best placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Skilled and capable trustees will help a charity attract resources and put them to best use. Good governance enables and supports a charity's compliance with relevant legislation and regulation. It also promotes attitudes and a culture where everything works towards fulfilling the charity's vision.

It is the aim of this Code to help charities and their trustees develop these high standards of governance. As a sector, we owe it to our beneficiaries, stakeholders and supporters to demonstrate exemplary leadership and governance. This Code is a practical tool to help trustees achieve this.

The Code is not a legal or regulatory requirement. It draws upon, but is fundamentally different to, the Charity Commission's guidance. Instead, the Code sets the principles and recommended practice for good governance and is deliberately aspirational: some elements of the Code will be a stretch for many charities to achieve. This is intentional: we want the Code to be a tool for continuous improvement towards the highest standards.

This Code has been developed by a steering group, with the help of over 200 charities, individuals and related organisations. We would like to thank everyone who has given comments and assistance during the consultation. Development of the Code would not have been possible without The Clothworkers' Company or the Barrow Cadbury Trust, whom we thank for their support.

We hope you find it useful in helping your charity to make an ever bigger difference.

[Using the Code](#)

[Steering group and sponsors](#)

Using the Code

Who is the Code for?

This Code is intended for use by charities registered in England and Wales. Much of it will also apply to other not-for-profit organisations that deliver a public or community benefit and those with a social purpose. Organisations or subsectors may find it helpful to adapt the Code to reflect their context.

The Code's principles, rationale and outcomes are universal and apply equally to all charities, whatever their size or activities.

The recommended good practice to meet these principles will vary. Although it's hard to be precise about the distinction between larger or more complex charities, governance practice can look significantly different depending upon a charity's size, income, activities or complexity. We have produced different versions of the recommended practice to reflect and address some of these differences.

Which version you choose to use will depend on a range of factors. In general, we recommend that charities with a typical income of over £1m a year, and whose accounts are externally audited, use the larger version and charities below this threshold use the smaller version.

How it works

This Code is designed as a tool to support continuous improvement. Charity boards that are using this Code effectively will regularly revisit and reflect on the Code's principles.

Compliance with the law is an integral part of good governance. This Code does not attempt to set out all the legal requirements that apply to charities and charity trustees, but it is based on a foundation of trustees' basic legal and regulatory responsibilities. The seven Code principles build on the assumption that charities are already meeting this foundation.

The Code sets out principles and recommended practice. See the Code's useful resources and links section on the Code's website for more detailed guidance on how to meet the Code.

Each principle in the Code has a brief description, a rationale (the reasons why it is important), key outcomes (what you would expect to see if the principle were adopted) and recommended practice (what a charity might do to implement the principle).

Apply or explain

We anticipate that how a charity uses the Code is something which will develop and mature, particularly where the charity is growing and changing. Given this, some of the recommended practice may not be appropriate for a particular charity to follow initially, but it may become so in the future.

It's important that trustees discuss the Code's principles and recommended practice and make well-considered decisions about how these should be applied in their charity.

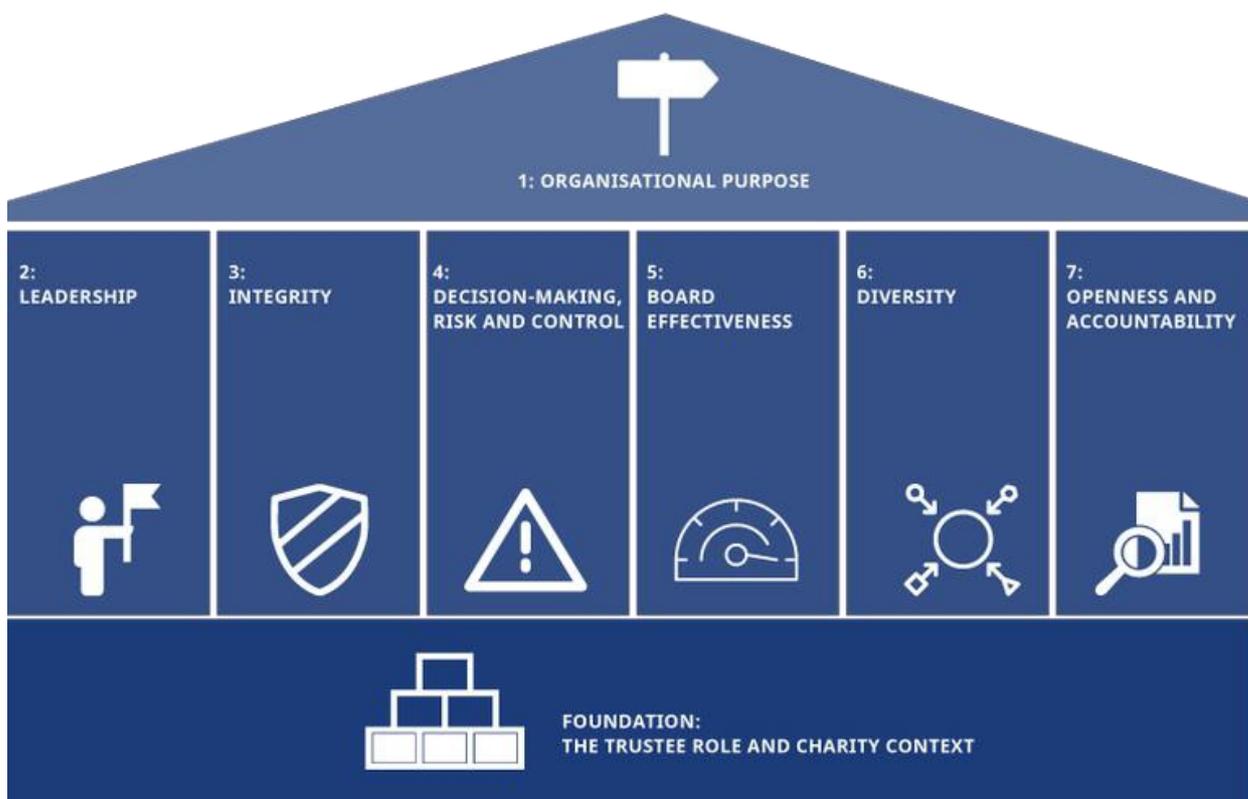
A charity should explain the approach it takes to applying the Code, so it is transparent to anyone interested in its work. We call this approach 'apply or explain'. All trustees are encouraged to meet the principles and outcomes of the Code by either *applying* the recommended practice or *explaining* what they have done instead or why they have not applied it. We have not used the phrase 'comply or explain', which is used by some other governance Codes, because meeting all the recommended practice in this Code is not a regulatory requirement.

Charities that adopt the Code are encouraged to publish a brief statement in their annual report explaining their use of the Code. We anticipate that this statement will be a short narrative rather than a lengthy 'audit' of policies and procedures.

Some charities work in areas, such as housing and sport, have their own sector-specific governance Codes. These Codes may well take precedence over this Code, and such charities are encouraged to say in their annual reports which governance Code they follow.

The principles

There are seven principles which make up this Code. These seven principles build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.



1. Organisational purpose

The board is clear about the charity’s aims and ensures that these are being delivered effectively and sustainably.

2. Leadership

Every charity is led by an effective board that provides strategic leadership in line with the charity’s aims and values.

3. Integrity

The board acts with integrity, adopting values and creating a culture which help achieve the organisation’s charitable purposes. The board is aware of the importance of the public’s confidence and trust in charities, and trustees undertake their duties accordingly.

4. Decision-making, risk and control

The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.

5. Board effectiveness

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

6. Diversity

The board's approach to diversity supports its effectiveness, leadership and decision-making.

7. Openness and accountability

The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

Steering group and sponsors

The Charity Governance Code Steering Group is a cross-sector collaboration with an independent chair, Rosie Chapman. The group's purpose is to review, develop, promote and maintain the Code for the sector.

The steering group's members are:

- ACEVO: Charity Leaders Network
- Association of Chairs
- ICSA: The Governance Institute
- NCVO: National Council for Voluntary Organisations
- Small Charities Coalition
- WCVA: Wales Council for Voluntary Action.

The [Charity Commission](#) is an observer on the group.

The steering group's latest revision of the Code has been funded by [The Clothworkers' Company](#) and the [Barrow Cadbury Trust](#).

Foundation: the trustee role and charity context

It is the Code's starting point that all trustees:

- are committed to their charity's cause and have joined its board because they want to help the charity deliver its purposes most effectively for public benefit
- recognise that meeting their charity's stated public benefit is an ongoing requirement
- understand their roles and legal responsibilities, and, in particular, have read and understand:
 - the Charity Commission's guidance [*The Essential Trustee \(CC3\)*](#)
 - their charity's governing document
- are committed to good governance and want to contribute to their charity's continued improvement.

Principle 1. Organisational purpose

Principle

The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.

Rationale

Charities exist to fulfil their charitable purposes. Trustees have a responsibility to understand the environment in which the charity is operating and to lead the charity in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing beneficiaries, funders and supporters.

The board's core role is a focus on strategy, performance and assurance.

Key outcomes

- 1.1 The board has a shared understanding of and commitment to the charity's purposes and can articulate these clearly.
- 1.2 The board can demonstrate that the charity is effective in achieving its charitable purposes and agreed outcomes.

Recommended practice

- 1.3 Determining organisational purpose
 - 1.3.1 The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that the charity, and its purposes, stay relevant and valid.
 - 1.3.2 The board leads the development of, and agrees, a strategy that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts.
- 1.4 Achieving the purpose
 - 1.4.1 All trustees can explain the charity's public benefit.
 - 1.4.2 The board evaluates the charity's impact by measuring and assessing results, outputs and outcomes.
- 1.5 Analysing the external environment and planning for sustainability

- 1.5.1** The board regularly reviews the sustainability of its income sources and business models and their impact on achieving charitable purposes in the short, medium and longer term.
- 1.5.2** Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar charitable purposes more effectively and/or if the charity's viability is uncertain.
- 1.5.3** The board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment, and acts on them in a manner consistent with the charity's purposes, values and available resources.

Principle 2. Leadership

Principle

Every charity is headed by an effective board that provides strategic leadership in line with the charity's aims and values.

Rationale

Strong and effective leadership helps the charity adopt an appropriate strategy for effectively delivering its aims. It also sets the tone for the charity, including its vision, values and reputation.

Key outcomes

- 2.1** The board, as a whole, and trustees individually, accept collective responsibility for ensuring that the charity has a clear and relevant set of aims and an appropriate strategy for achieving them.
- 2.2** The board agrees the charity's vision, values and reputation and leads by example, requiring anyone representing the charity reflects its values positively.
- 2.3** The board makes sure that the charity's values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.

Recommended practice

2.4 Leading the charity

- 2.4.1** The board and individual trustees take collective responsibility for its decisions.
- 2.4.2** The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to the charity.
- 2.4.3** In the case of the most senior member of staff (e.g. CEO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.

- 2.4.4** The board's functions are formally recorded. There are role descriptions defining responsibilities for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.
- 2.4.5** Where the board has agreed to establish a formally constituted subsidiary organisation/s, it is clear about the rationale, benefits and risks of these arrangements. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.

2.5 Leading by example

- 2.5.1** The board agrees the values, consistent with the charity's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the charity's activities (see also Principle 1).
- 2.5.2** The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.
- 2.5.3** The board provides oversight and direction to the charity and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.
- 2.5.4** The board, through its relationship with the senior member of staff, creates the conditions in which the charity's staff are confident and enabled to provide the information, advice and feedback necessary to the board.

2.6 Commitment

- 2.6.1** All trustees give sufficient time to the charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination or appointment and again on acceptance of nomination or appointment.
- 2.6.2** Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.

Principle 3. Integrity

Principle

The board acts with integrity, adopting values and creating a culture which helps achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.

Rationale

Trustees, and the board members collectively, have ultimate responsibility for the charity's funds and assets, including its reputation. Trustees should maintain the respect of beneficiaries, other stakeholders and the public by behaving with integrity, even where difficult or unpopular decisions are required. Not doing this risks bringing the charity and its work into disrepute.

Key outcomes

- 3.1** The board acts in the best interests of the charity and its beneficiaries. The board is not unduly influenced by those who may have special interests and places the interests of the charity before any personal interest. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making.
- 3.2** The board safeguards and promotes the charity's reputation and, by extension, promotes public confidence in the wider sector.
- 3.3** Members of the board and those working in or representing the organisation are seen to be acting with integrity, and in line with the values of the charity.

Recommended practice

- 3.4** Maintaining the charity's reputation
 - 3.4.1** Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour.
 - 3.4.2** The board considers how the charity is perceived by other people, and organisations involved with the charity and the public. It makes sure that the charity operates responsibly and ethically, in line with its own aims and values.

3.4.3 The board ensures that the charity follows the law. It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the 'Nolan Principles' and other initiatives that promote confidence in charities.

3.5 Identifying, dealing with and recording conflicts of interest/loyalty

3.5.1 The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.

3.5.2 Trustees disclose any actual or potential conflicts to the board and deal with these in line with the charity's governing document, and a regularly reviewed conflicts of interest policy.

3.5.3 Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.

3.5.4 Trustees keep their independence and tell the board if they feel influenced by any interest or may be perceived as being influenced or to having a conflict.

Principle 4. Decision-making, risk and control

Principle

The board makes sure that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

Rationale

The board is ultimately responsible for the decisions and actions of the charity but it cannot and should not do everything. The board may be required by statute or the charity's governing document to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

Trustees delegate authority but not ultimate responsibility, so the board needs to implement suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. Trustees must also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking.

Key outcomes

- 4.1** The board is clear that its main focus is on strategy, performance and assurance, rather than operational matters, and reflects this in what it delegates.
- 4.2** The board has a sound decision-making and monitoring framework which helps the organisation deliver its charitable purposes. It is aware of the range of financial and non-financial risks it needs to monitor and manage.
- 4.3** The board promotes a culture of sound management of resources but also understands that being over-cautious and risk averse can itself be a risk and hinder innovation.
- 4.4** Where aspects of the board's role are delegated to committees, staff, volunteers or contractors, the board keeps responsibility and oversight.

Recommended practice

4.5 Delegation and control

- 4.5.1** The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, committees or individual trustees, staff or volunteers.
- 4.5.2** The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.
- 4.5.3** The board makes sure that its committees have suitable terms of reference and membership and that:
- the terms of reference are reviewed regularly
 - the committee membership is refreshed regularly and does not rely too much on particular people.
- 4.5.4** Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of the charity and in line with its values and the agreement between the charity and supplier. The board makes sure that such agreements are regularly reviewed so that they remain appropriate.
- 4.5.5** The board regularly reviews the charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.

4.6 Managing and monitoring organisational performance

- 4.6.1** Working with senior management, the board ensures that operational plans and budgets are in line with the charity's purposes, agreed strategic aims and available resources.
- 4.6.2** The board regularly monitors performance using a consistent framework and checks performance against delivery of the charity's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.
- 4.6.3** The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales.

Information should be timely, relevant, accurate and provided in an easy to understand format.

4.6.4 The board regularly considers information from other similar organisations to compare or benchmark the organisation's performance.

4.7 Actively managing risks

4.7.1 The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.

4.7.2 The board regularly reviews the charity's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.

4.7.3 The board puts in place and regularly reviews the charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the charity's system of internal controls to manage these risks. The board reviews the effectiveness of the charity's approach to risk at least every year.

4.7.4 The board describes the charity's approach to risk in its annual report and in line with regulatory requirements.

4.8 Appointing auditors and audits

4.8.1 The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.

4.8.2 Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.

4.8.3 The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.

4.8.4 Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by 'whistle blowing'. Arrangements are also in place for appropriate and independent investigation and follow-up action.

Principle 5. Board effectiveness

Principle

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

Rationale

The board has a key impact on whether a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

Key outcomes

- 5.1 The board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.
- 5.2 All trustees have appropriate skills and knowledge of the charity and can give enough time to be effective in their role.
- 5.3 The chair enables the board to work as an effective team by developing strong working relationships between members of the board and creates a culture where differences are aired and resolved.
- 5.4 The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.

Recommended practice

- 5.5 Working as an effective team
 - 5.5.1 The board meets as often as it needs to be effective.
 - 5.5.2 The chair, working with board members and staff, plans the board's programme of work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well-considered decisions, so that board time is well-used.
 - 5.5.3 The board has a vice-chair or similar who provides a sounding board for

the chair and serves as an intermediary for the other trustees if needed.

5.5.4 The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where trustees can constructively challenge each other.

5.5.5 Where significant differences of opinion arise, trustees take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in board discussions.

5.5.6 The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the charity's expense if needed for the board to discharge its duties.

5.6 Reviewing the board's composition

5.6.1 The board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead and deliver the charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board.

5.6.2 The board is big enough that the charity's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice.

5.7 Overseeing appointments

5.7.1 There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.

5.7.2 The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board. Regular skills audits inform the search process.

5.7.3 The charity considers using a nominations committee to lead the board-appointment process and to make recommendations to the board.

5.7.4 Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is:

- subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board
- explained in the trustees' annual report.

5.7.5 If a charity's governing document provides for one or more trustees to be nominated and elected by a wider membership, or elected by a wider membership after nomination or recommendation by the board, the charity supports the members to play an informed role in these processes.

5.8 Developing the board

5.8.1 Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the charity's work. Trustees are given the opportunity to have ongoing learning and development.

5.8.2 The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

5.8.3 The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report.

Principle 6. Diversity

Principle

The board's approach to diversity supports its effectiveness, leadership and decision making.

Rationale

Diversity, in the widest sense, is essential for boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions.

The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought. Boards should try to recruit people who think in different ways, as well as those who have different backgrounds.

Key outcomes

- 6.1 The board is more effective if it includes a variety of perspectives, experiences and skills.
- 6.2 The board ensures that the charity follows principles of equality and diversity, going beyond the legal minimum where appropriate.

Recommended practice

- 6.3 Encouraging inclusive and accessible participation
 - 6.3.1 The board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.
 - 6.3.2 The board makes a positive effort to remove, reduce or prevent obstacles to people being trustees, allocating budgets, where necessary, to achieve this within the charity's available resources. This could include looking at:
 - the time, location and frequency of meetings
 - how papers and information are presented to the board, for example using digital technology
 - offering communications in formats such as audio and Braille

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- paying reasonable expenses
- where and how trustee vacancies are publicised and the recruitment process.

6.3.3 The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other and all voices are equally heard.

6.4 Recruiting diverse trustees

6.4.1 The board regularly carries out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.

6.4.2 The board sees diversity, in all its forms, as an integral part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives.

6.4.3 When deciding how to recruit trustees, the board thinks about how best to attract a diverse pool of candidates. It tries to achieve diversity in any trustee appointment panels.

6.5 Monitoring and reporting on diversity

6.5.1 Trustees ensure that there are plans in place to monitor and achieve the board's diversity objectives.

6.5.2 The board publishes an annual description of what it has done to address the diversity of the board and the charity's leadership and its performance against its diversity objectives, with an explanation where they have not been met.

Principle 7. Openness and accountability

Principle

The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

Rationale

The public's trust that a charity is delivering public benefit is fundamental to its reputation and success, and by extension, the success of the wider sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.

Key outcomes

- 7.1** The organisation's work and impact are appreciated by all its stakeholders.
- 7.2** The board ensures that the charity's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by the board. Trustees make sure that the charity collaborates with stakeholders to promote ethical conduct.
- 7.3** The charity takes seriously its responsibility for building public trust and confidence in its work.
- 7.4** The charity is seen to have legitimacy in representing its beneficiaries and stakeholders.

Recommended practice

- 7.5** Communicating and consulting effectively with stakeholders
 - 7.5.1** The board identifies the key stakeholders with an interest in the charity's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.
 - 7.5.2** The board makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes.

Charity Governance Code for larger charities

7.5.3 As part of this strategy, the board thinks about how best to communicate how the charity is governed, who the trustees are and the decisions they make.

7.5.4 The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.

7.5.5 The board makes sure there is suitable consultation with stakeholders about significant changes to the charity's services or policies.

7.6 Developing a culture of openness within the charity

7.6.1 The board gets regular reports on the positive and negative feedback and complaints given to the charity. It demonstrates that it learns from mistakes and errors and uses this learning to improve performance and internal decisionmaking.

7.6.2 The board makes sure that there is a transparent, well-publicised, effective and timely process for making and handling a complaint and that any internal or external complaints are handled constructively, impartially and effectively.

7.6.3 The board keeps a register of interests for trustees and senior staff and agrees an approach for how these are communicated publicly in line with Principle 3.

7.6.4 Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the charity's websites and in its annual report

7.7 Member engagement

7.7.1 In charities where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity:

- has clear policies on who is eligible for membership of the charity
- has clear, accurate and up-to-date membership records
- tells members about the charity's work
- looks for, values and takes into account members' views on key issues
- is clear and open about the ways that members can participate in the charity's governance, including, where applicable, serving on committees or being elected as trustees.

Useful links

This page contains some useful links to the resources available from code steering group partners.

The [Charity Commission's website](#) has essential information for trustees and those that support effective governance. The foundation section of the code refers to [CC3 The Essential Trustee](#).

[ACEVO](#) is the community of civil society leaders. Its website contains advice and support on governance, in particular developing effective CEO and board relationships.

The [Association of Chairs](#) supports Chairs and Vice Chairs in England and Wales. You can find resources and events on their website www.associationofchairs.org.uk

[ICSA: The Governance Institute](#) has general and detailed information for the charity and voluntary sectors, including guidance on trustee roles and duties and conflicts of interest, as well as books and courses. Go to the 'knowledge tab' and look for the link to 'charity resources'.

[NCVO](#) has a suite of tools and resources designed to support effective governance.

The [NCVO Knowhow Nonprofit site](#) provides knowledge and e-learning for charities, social enterprises and community groups. The '[Board Basics](#)' section contains a suite of tools, model documents and guidance for effective boards.

The '[Studyzone](#)' section hosts online trustee training and other courses which can help your board implement this code. These resources are free to NCVO members.

Other information on NCVO's governance support, training, publications and topical blogs can be found through [NCVO's website](#).

The [Small Charities Coalition](#) supports organisations with an income of under £1m a year. Its website includes information on events, advice and guidance for the trustees of smaller charities.

Charities based in Wales are encouraged to visit [WCVA's](#) website which has guidance and information on events. [Third Sector Support Wales](#) is a network of support organisations for the voluntary sector in Wales.

Glossary

Please refer to the [glossary](#).

APPENDIX E

Matters reserved to the Institute of Biomedical Science's Council

The Institute must act in accordance with its Memorandum and Articles of Association as well as relevant legislation and regulation. The Institute must also be aware of the particular circumstances that it operates within. Outside of these requirements, the governance of the Institute is vested in the Council of trustees.

No matter how effective the trustees may be, it is neither possible nor desirable for them to be operationally involved in all areas of the Institute's activities. To be effective the Council controls the Institute but delegates day to day responsibilities to the chief executive and, through the CEO, to the senior management team, except for those matters that are the sole preserve of the trustees.

It is therefore important that the Council makes clear and documents what these 'reserved' matters are.

Each trustee is jointly and severally liable for the decisions taken (even if they are absent when the decision is taken) and it is therefore important that key decisions are taken by the Council as a whole, meeting together in order that arguments in favour and against any decision before a decision is reached.

Schedule of matters reserved for Council

The following is a non-exhaustive list of those matters that the Institute Council cannot, or does not intend to, delegate.

'Governance Code' in the table refers to the Institute of Chartered Secretaries and Administrators 'Good Governance: A Code for the Voluntary and Community Sector', second edition, which can be downloaded from [Good Governance A Code for the Voluntary and Community Sector](#)

'Memorandum' and 'Article' refer to IBMS's Memorandum and Articles of Association as adopted at the AGM held 8 June 2019.

Matters reserved for the Council		References
General enabling provision		
	Subject to its governing document and relevant legislation, the Council may delegate such matters as it considers appropriate.	
Regulations and control		
1.	Responsible for registering the charity and providing further information, as requested, to the Charity Commission and Companies House where appropriate, or to advise if the charity ceases to exist.	Charities Act 1993 ¹ Governance Code Principles 1 & 4
2	Approval of recommendations to change/amend	Charities Act 1993 ¹ Governance

	the charity's governing document, subject to the approval of the Charity Commission and members, where applicable	Code Principles 1,2&6 Memorandum point 5
3	Approval of standing orders, schedule of matters reserved for the Council and financial reporting for the regulation of its proceedings and business.	Governance Code Principles 1 & 4 Article 49 & 76

1 As amended by the Charities Act 2006

Matters reserved for the Council		References
4.	Suspension of standing orders	Governance Code Principles 1 & 4
5	Alteration and amendment of standing orders	Governance Code Principles 1 & 4
6	Ratify any urgent decisions taken by the President, the Officers and Chief Executive.	
7	Approve a scheme of delegation of powers from the Council to committees and their terms of reference.	Charities Act 1993 Trustee Act 2000 Governance Code Principle 4 Article 69
8	Require and receive the declaration of trustee interests that may conflict with those of the charity and determining the manner in which such conflicts will be managed.	Companies Act 2006 Governance Code Principles 1&5
9	Require and receive the declaration of interests of senior staff members that may conflict with those of the charity.	
10	Approve arrangements for dealing with complaints.	Governance Code Principles 5
11	Adopt/review/amend the organisational, management and control structures, processes and procedures required to further the aims of the Charity's objects.	Charities Act 1993 Governance Code Principles 1,2&4
12	Receive reports from committees, and agree/amend/reject any recommendations presented to the Council.	Governance Code Principle 4 Article 69
13	Establish/review/amend terms of reference and reporting arrangements of all committees of the Council, including any ad hoc committees.	Governance Code Principles 1 & 4 Article 69
14	Authorise use of the seal.	Article 82
15	Ratify/reject proposals to change the standing orders	
16	Consideration of the benefits and risks (and making a recommendation to members where appropriate) of formal partnership working, merger or dissolution of the Institute.	Memorandum point 3 & 8
Appointments/remuneration/discipline		References
17	Nominate and elect a trustee to serve as President Elect/President/Past President as appropriate	Governance Code Principles 1&3 Article 52 to 54

18	Appoint a corporate member to serve as treasurer	Governance Code Principles 1 & 3 Article 56
19	Appoint and dismiss committees and individual members of committees that are accountable to the Council.	Governance Code Principles 1 & 4
20	Put in place effective procedures for the succession planning of the Council.	Governance Code Principle 3 Article 49
21	Appoint, monitor the performance and dismiss the chief executive officer, where applicable.	Governance Code Principles 1 & 3 Article 84
22	Appoint, monitor the performance and dismiss the charity secretary, where applicable.	Companies Act 2006 Article 83
23	Receive a report from the Remuneration Committee regarding the benefits package of the chief executive, where appropriate.	Governance Code Principles 1, 3 & 4.
24	Agreeing procedures for the effective evaluation of the board and individual trustees and committees.	Governance Code Principle 3
25	To consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the charity's governing document and the requirements of the Charities Act.	Charities Act 1993 Trustee Act 2000 Memorandum point 4 Article 51,
Strategic and budgetary matters		
26	Responsible for the overall management of the charity, ensuring compliance with the charity's objects and relevant legislation.	Charities Act 1993 ¹⁰ Governance Code Principles 1, 2 & 4 Article 49
27	Define and agree the strategic aims and objectives of the charity.	Governance Code Principle 1 Memorandum point 3
28	Approve/amend proposals for the delivery/cessation of delivery of programmes to further the charitable objects or changes to the charity's activities.	Governance Code Principles 1 & 2
29	Apply charitable property to the furtherance of the charity's objects.	Governance Code Principles 1, 2 & 5
30	Ensuring that trading and other activities do not compromise charitable status.	Governance Code Principle 1 Article 22
31	Approve/amend the charity's policies and procedures for internal control and the management of risk and protection of the charity's property (including insurance).	Governance Code Principle 4
32	Approve/amend proposals for capital investment or expenditure in line with the provisions of the standing financial instructions	Charities Act 1993 Trustee Act 2000 Article 22
33	Approve/amend budgets.	Governance Code Principles 2 & 4
34	Approve/reject proposals for the acquisition/disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.	Charities Act 1993 Governance Code Principle 1 Memorandum point 3 (I)
35	Approve fundraising and income generation	Charities Act 1993 ¹²

	programmes, including funding applications, service delivery contracts and transfer of public collection certificates from one trustee to another.	Governance Code Principles 1, 2 & 4 Memorandum point 3
36	Agree and review investment strategy, in line with relevant policies.	Trustee Act 2000 Governance Code Principles 1, 2&4 Memorandum point 3
Matters reserved for the Council		References
37	Authorise delegated powers and limitations to the chief executive and other members of the senior management team, where appropriate.	Governance Code Principle 4
38	Decisions relating to court proceedings against or on behalf of the charity.	
39	Approve the transfer of charity property to another charity with substantially similar objects.	Charities Act 1993 ¹⁴ Memorandum point 3, 4 &8
40	Agree changes to the charity's pension scheme.	
Policies		
41	Establish/review/amend/approve key organisational policies including: <ul style="list-style-type: none"> • Trustee code of conduct • Health and safety policy • Environment Policy • Communications Policy • Complaints Policy • Investments policy • Reserves policy • Whistleblowing policy • Risk management policy • Corporate social responsibility • Conflicts of interest policy • Equality policy • Code of conduct 	Trustee Act 2000 Governance Code Principles 1, 2 5 & 6
Matters reserved for the Council		References
Audit Arrangements		
42	Recommend to members, at the AGM, the re-appointment or removal of the external auditors, on the advice of Audit Committee and in line with legislation and the requirements of the charity's governing document.	Companies Act 2006 Memorandum point 9 Article 81
43	Receive and note the annual audit findings report from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the audit committee, where appropriate.	Governance Code Principles 1 & 4 Memorandum point 9 Article 81
Reporting arrangements		
44	Receive/present/approve the charity's annual	Charities Act 1993

	report and accounts.	Companies Act 2006 Governance Code Principles 1,4&6. Article 79
45	File the annual report and accounts with the appropriate regulator(s).	Governance Code Principles 1 & 4
46	Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.	Charities Act 1993 Companies Act 2006 Governance Code Principles 1 & 4 Memorandum point 9 Article 76 to 81
47	Hold an annual general meeting for members where applicable.	Governance Code Principle 6 Article 27
Matters reserved for the Council		References
Monitoring		
48	Receive and review such reports as the Council requires from committees and individuals with regard to the use of delegated powers.	Governance Code Principles, 1, 2&4
49	Receive and review such reports from members of the charity's staff pertaining to the activities of the organisation in furtherance with the charitable objects.	Governance Code Principles 1, 2, 4 & 5
50	Receive and review reports from the Finance and Risk Committee on the financial performance of the charity against agreed budgets and strategy.	Governance Code Principles 1, 2&4
51	Receive and review reports from the chief executive pertaining to meeting the charity's goals as agreed in the strategic and business plans.	Governance Code Principles 1, 2&4

Matters which the Council considers suitable for delegation are contained in the terms of reference of its committees.

In addition, the Council will receive reports and recommendations from time to time on any matter which it considers significant to the charity.

First adopted by IBMS Council February 2018

Reviewed August 2020

Review Date August 2022

Matters Reserved to the Chief Executive Officer and Executive Staff

Scheme of Delegation from the Institute Council

Introduction

This Scheme of Delegation sets out the authority delegated by the Council of the Institute of Biomedical Science (the Institute) to the Chief Executive Officer (CEO) and named executive staff who are members of the senior management team (SMT) of the Institute. The Scheme of Delegation provides the authority for the identified executive staff to manage the plans, budgets, property and staffing resources of the Institute within the governance framework to enable accountable, effective and efficient leadership of the Institute. It should be read in conjunction with the Standing Financial Instructions.

General

The CEO:

- Has overall responsibility for the executive leadership, operation and development of the Institute as a charitable body and a professional institution.
- Is responsible for supporting Trustees in developing strategy and developing their aims into a business planning model to ensure the Institute continues to deliver its charitable aims and serves its membership.
- Is responsible for the timely and effective governance, compliance and accountability of the Institute as a registered charity.

The Executive Head of Finance:

- Has delegated responsibility for the day-to-day financial management of the Institute's affairs.

Finance, information and compliance

The CEO:

- Is responsible for all Institute financial, human resource and other non-HR resources, and a signatory for most contracts.
- Is responsible for ensuring the sustainable financial management and reporting of the Institute, including long-term business development and annual budgetary cycles.
- Is responsible for compliance with all statutory obligations in relation to the Institute and its trading company IBMS Professional Services Ltd.
- Has delegated authority for expenditure of up to £100,000 inc VAT and for authorisation of orders within the agreed budget for the group.
- Has delegated authority to enter into contracts for capital expenditure on behalf of the Institute worth below £5,000 inc VAT. Any amount above that figure must be approved by either the Finance and Risk Committee or Council in line with the Standing Financial Instructions.

The Executive Head of Finance:

- Is responsible for the application and monitoring of financial control procedures
- Is responsible for ensuring adequate financial records are maintained to disclose accurately at any time the financial position of the group.
- Has delegated authority for expenditure of up to £10,000 inc VAT and for authorisation of orders within their allocated budget.
- Has delegated authority for managing funds which may be required in the short term and are invested in short term products, generally with a maturity of less than 12 months.
- Is responsible for ensuring that all statutory reports and notifications are prepared and filed with the appropriate authorities.
- Is responsible for managing the group's banking arrangements.
- Has delegated authority to open bank accounts in the name of the Institute and its trading subsidiary.

The Deputy Chief Executive:

- Has delegated authority for expenditure of up to £10,000 inc VAT and for authorisation of orders within their allocated budget.
- Has delegated authority for the approval of all invoices, in conjunction with the contracted supplier, relating to Congress.

The Executive Head of Operations:

- Has delegated authority for the collection, use and security of all Institute information, data and technology resources, as the Data Protection Officer for the Institute.
- Has delegated authority for expenditure of up to £10,000 inc VAT and for authorisation of orders within their allocated budget.

Staff

The CEO:

- Is responsible for the appointment, development, departure and, if necessary, dismissal of subordinate staff.
- Has overall responsibility for providing human resource management for the organisation.
- Is responsible for ensuring that the Institute has the human and other resources, and external or specialist advice, to discharge and develop its operations effectively, making recommendations as necessary.

The Deputy Chief Executive:

- Has responsibility, with the express permission of or in the absence of the CEO, for the dismissal of subordinate staff.

Buildings and operations

The Executive Head of Operations:

- Has responsibility for leading large-scale improvement projects and managing contractors.
- Is responsible for coordinating business continuity planning and crisis management.
- Is responsible for compliance with health and safety, facilities management, IT infrastructure, Data Protection and other statutory obligations.
- Is responsible for maintaining a detailed record of all assets and property owned by the Institute and its trading subsidiary.

The Executive Head of Finance:

- Is responsible for maintaining the organisation strategic risk register and its review by Council.
- Is responsible for the Institute's insurance arrangements.
- Is responsible for maintaining the asset register in the finance system.

Public Relations

The CEO:

- Is authorised to represent the Institute either with Officers, volunteer members or alone as required regionally, nationally and occasionally internationally.
- Has delegated authority to manage the communications and public relations activities of the Institute including its web site

Term

The scheme of delegation will be reviewed biennially by the Institute's Council to ensure that it is relevant to the circumstances of the day.

The scheme may also be reviewed and amended as requested by the CEO or Council as specific issues emerge.

Approved by Council on 2 February 2018

Reviewed August 2020

Review date August 2022

APPENDIX F **Composition of Council**

Reference – Roles and Accountabilities The Council

The Council shall be composed of not fewer than twelve and not more than thirty corporate members of the Institute, comprising:

- I. the President, the Past President/the President Elect and the Treasurer, ex officio;
- II. not more than twelve persons elected by members of the Institute registered within the regions ('regional members'); and
- III. not more than twenty persons elected by the members of the Institute ('national members')

APPENDIX G Role Description for Council Members

Reference – Roles and Accountabilities The Council

As Council members are elected, co-opted or appointed by Council (Honorary Treasurer) the following is provided as guidance only.

This role description applies to all Council members regardless of whether they are elected, co-opted or appointed.

The role of a Council member is closely related to the role of Council. Council is the prime governance body of the Institute and therefore fulfils the responsibilities of trustees of the Institute.

Council, collectively, and individual Council members are responsible for:

- ensuring the Institute upholds and pursues the objects as set out in the Memorandum and Articles of Association
- determining, approving and monitoring the effectiveness of the overall strategy of the Institute
- ensuring the governance and decision-making structures of the Institute are appropriate and function effectively. This includes oversight of the constitution and associated governance policies, and the committee structure that supports Council and reports to it
- setting the framework for the financial strategy, approving the annual budget, monitoring performance against the budget and approving the annual accounts; this includes oversight of the performance of the Institute's investment portfolio
- taking decisions regarding strategic priorities according to their importance to the Institute, to the profession and available resources
- ensuring the Institute has comprehensive and effective risk management processes and procedures
- representing the Institute in a positive way to all audiences

Council members have responsibilities as trustees and company directors of the Institute. A trustee is defined as a person who sits on the governing body and has the right to vote on that body. Council members, as trustees of the Institute, have a duty to have, and must accept, ultimate responsibility for directing the affairs of the Institute and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

The Officers are also appointed as directors of IBMS (Professional Services) Ltd (PS Ltd), a wholly owned trading subsidiary of the Institute. It is a separate legal entity to the Institute and when acting in their capacity as directors of PS Ltd they are expected to take decisions in the interests of PS Ltd and act in accordance with the requirements of the Companies Act.

The roles and responsibilities of Council members as trustees can broadly be

described as:

- **Legal** responsibilities – to **ensure** the Institute abides by its objectives and constitution as set out in its Memorandum and Articles of Association and **operates** within the law;
- **Fiscal** responsibilities – to **ensure** that any monies and property are used for the stated purposes of the Institute and that all the Institute’s finances are **properly and effectively** managed and appropriate financial information is published regularly;
- **General** responsibilities – to plan **strategically** and to **evaluate** and **monitor** the Institute’s activities.

Council members **must** use reasonable care and skill in their work as trustees, using their **personal skills and experience** as needed to ensure that the Institute is well-run and efficient.

Council members retain individual and collective responsibility for the decisions taken by Council.

Trustees are **not** responsible for the day to day running of the Institute, which is the responsibility of the Chief Executive who is held to account by Council.

Trustees can be personally liable for a breach of trust if they act outside the Institute’s objects or powers, or in breach of charity law.

Trusteeship is a voluntary, unpaid activity. Trustees cannot receive direct or indirect financial benefit from their role. For example, if a Council member, although not deriving any direct financial benefit from being a Council member, uses his or her association with the Council as a marketing tool to promote his or her own practice or services, this might be considered as benefiting from the trusteeship. Trustees must take care not to place themselves in a situation where they could be construed to be benefiting from it.

General roles and responsibilities

Council members are expected to contribute to discussions and make decisions for the Institute as a whole and not confine their input to a local/regional/personal level. This is particularly important to note for those members elected to a regional seat.

Council members may be invited to, and would be expected to, take part in other activities associated with their roles as a member of Council such as membership or chairing of working parties or committees that are established by and report to Council.

Council members may be nominated to represent the Institute at external meetings, committees, working parties etc. When fulfilling such a role, Council members are expected to present the Institute view/position. While this may be informed by personal experience this should not be a personal view.

Council members may take on lead responsibility for specific aspects of the corporate strategy which confers delegated authority to act on behalf of Council.

Council members are expected to fulfil an ambassadorial role and to promote the Institute, and the profession, in all activities that they undertake either in an Institute or personal capacity.

Time commitment

The main responsibilities of a Council member are to attend all Council meetings, to read papers in advance and to contribute to discussion on Institute issues. Thus for each Council meeting, of which there are four annually, the time commitment would be about four to five hours plus travelling time and time needed for reading and preparation.

Council members are expected to attend the annual general meeting (AGM) of the Institute which takes place in June each year. The day previous to the AGM is set aside as a strategic discussion day and Council are expected to be in attendance at this event. Council members are also expected to attend the biennial Congress.

Council members are also expected to be in membership of at least one Institute standing committee. Standing Committees meet four times per year for approximately three hours per meeting in addition to travel and preparation time.

The Council and standing committee meetings are scheduled to take place on the same day. As a consequence of this arrangement, Council members are expected to commit to four extended working days per annum in order to fulfil their responsibilities.

Any other work, such as serving on external committees or working parties (established both internally and externally), or contributing to responses to consultation documents is additional to the commitments above and will vary according to the nature of the work.

Summary

The role of a Council member is hugely rewarding but requires significant personal commitment and skills (strategic thinking, financial understanding, passion for the work of the Institute and role model for the profession) to do it well.

APPENDIX H – Election of President and President Elect

Reference – Roles and Accountabilities The Role of the President / President Elect

Eligibility and Term of Office

The Presidential election takes place on a biennial basis.

The Council shall elect one of its number to be President of the Institute. The process involves election to the role of President Elect and subsequently to the role of President.

The President holds the office for a period of two years and is not eligible for re-election as President until four years have elapsed since the completion of the Presidential term of office.

At the end of the President's term of office, the President serves a further year as Past President.

The roles of President Elect, President and Past President are Officer positions within the Institute.

Procedure for the Election of the President Elect and consequently the President

The procedure for the election of the President Elect is triggered by the departure of the Past President one year after leaving the post of President. Following one year in the role of President Elect, the President Elect automatically becomes the President for a period of two years.

Nominations are by nomination of a Council member and seconded by another Council member. Nominations, in writing shall be received by the Chief Executive before 12 noon on the second last Friday of November.

A candidate standing for election shall provide a supporting statement for circulation to all Council members along with a declaration of interests at the time of their nomination.

Where there is only one candidate, Council will be invited to ratify the candidate's appointment via business conducted electronically and this will be recorded at its January meeting.

If there is more than one candidate, then a secret ballot of all Council members will take place and the candidate with the most votes shall be duly elected.

If there is a tie in the ballot the President shall have the casting vote.

The outcome of the ballot shall be communicated electronically to Council by the end of December and recorded at the January Council meeting.

The successful candidate assumes the role of President Elect from 1 January in the year after the election/ratification takes place and holds this position for a period of one year before becoming President.

At the end of the President's term of office, the President serves a further year as Past President.

Presidential candidates are therefore committing to four consecutive years in an Officer role.

APPENDIX I **Role Description for President**

Reference – Roles and Accountabilities Role of the President

The President provides leadership to the Council and promotes the Council's agreed strategy and policies with regard to the promotion of biomedical science.

The President will ensure that the Council exercises collective responsibility in delivering the Institute's objectives:

To promote the study and to promote the development of biomedical science

Eligibility and Term of Office

The President shall be a member of Council and shall be nominated by two further members of Council.

The President is elected biennially and the successful candidate assumes the role of President Elect from 1 January in the year after the election/ratification takes place and holds this position for a period of one year before becoming President for a period of two years.

The President shall hold office so long as they are a member of Council and elected to the position.

Role and responsibilities

The President is the head of the Institute and has an overarching responsibility for the Institute as a whole.

The President leads the Institute in the realisation of its strategy to introduce new initiatives and to champion change and developments.

The President should ensure that the development of the Institute is leading edge, competitive and appropriate for the delivery of modern laboratory medicine.

The President should ensure that the Institute is positioned to influence stakeholders effectively and he/she is the principal spokesperson and leading public face of the Institute.

The President is a full, voting member of Council and is also chair of the Council meeting as well as chair of the Remuneration Committee.

The President is a trustee of the Institute, which is a registered charity, and must ensure that the Institute acts in compliance with its governance structures, that Council fulfils its duties as trustees with the ultimate responsibility for directing the

affairs of a charity, and ensuring that it is solvent, well run, and delivering the charitable outcomes for the benefit of the public for which it has been set up. The President has significant internal and external duties. The President leads and coordinates the work of the Officers and is advised by the Chief Executive of the Institute and other senior staff. The President shares, with the Chief Executive, a full time Executive Assistant.

The President is also appointed as a director of IBMS (Professional Services) Ltd (PS Ltd), a wholly owned trading subsidiary of the Institute. It is a separate legal entity to the Institute and when acting in their capacity as a director of PS Ltd they are expected to take decisions in the interests of PS Ltd and act in accordance with the requirements of the Companies Act.

The President must ensure the Institute demonstrates an awareness and commitment to equality and diversity in all its actions both at an individual level and collectively

The role of President is an unpaid, voluntary position.

Internal duties

The President has a major role in developing and enhancing the reputation of the Institute with all its members and is responsible for leading the communication of the strategy to the membership.

The President leads the development of the Institute.

The President chairs the quarterly Council meetings and is responsible for ensuring openness and transparency in its dealings, for encouraging open, informed and respectful debate amongst Council members and ensuring Council is collectively accountable for its decisions. The President is also responsible for addressing any un-notified, non-attendance of Council members at governance meetings.

The President chairs the Remuneration Committee applying the same principles as to Council meetings.

The President leads on and chairs the Institute's Congress Committee.

In addition to formal meetings, the President should aim to have regular meetings with the Chief Executive.

External duties

The President has a key role in maintaining and developing relationships with all members of the Institute and should aim to visit the UK devolved nations and major regions during his/her term of office.

Communication with members includes updates and statements on current issues via the website and/or the e-newsletter.

The President has a major role in developing and maintaining external relationships with sister professional bodies, governments, medical laboratory providers, regulators and other key external stakeholders.

The President has a major role in developing and enhancing the reputation of the Institute with the public, healthcare professionals and those who commission and organise healthcare and laboratory medicine in particular.

The President is the media spokesman for the Institute on policy and political importance and may be called upon at any time to offer comment.

Time commitment

The following list identifies the current regular commitments of the President. The list is for indicative purposes only.

Council (four per annum and chaired by President)
Remuneration Committee (at least one per annum and chaired by President)
AGM (chaired by President)
Strategy development day (at least 1 day per annum)
Visit to devolved nations and regions as requested (circa 4 per annum)
Congress Committee (2 per annum and chaired by President)
Congress (4-day commitment including delivering the Albert Norman Lecture)
Vice Presidents' Lunch (one per term of office hosted by President)
President's Prize presentations (variable).

Pathology Alliance Meeting (minimum 3 per annum)
Council of Professional Bodies (minimum 2 per annum)
Health Education England Advisory Group (minimum 3 per annum)
CSO Meetings (ad hoc)
Meetings with associated professional bodies, ACB/RCPATH/IPEM (minimum 6 per year)

Preparation and travel time also needs to be factored into the time commitment required to undertake the President role.

APPENDIX J **Role Profile for Treasurer**

Reference – Roles and Accountabilities Role of the Treasurer

The Treasurer pays particular regard to and monitors the implementation of the Institute's financial resource and investment strategies.

Eligibility for Office

The Treasurer will be a corporate member of the Institute.

Term of Office

The Treasurer is appointed by Council and serves for a period of one year. At the end of the term of office, the Treasurer is eligible for immediate reappointment.

The Treasurer shall hold office so long as they are a member of the Institute and appointed to the position.

Duties and Functions

The Treasurer will fulfil all the duties, obligations and responsibilities of a trustee.

Additionally, the Treasurer monitors the implementation of the Institute's financial resource and investment strategies and provides advice and guidance to Council members on financial issues, including:

- approval of budgets, accounts and financial statements
- allocation of resources against strategic priorities
- financial performance and controls
- reserves and investment policies
- compliance with financial legislation.

The Treasurer will also make a formal presentation of the accounts at the Annual General Meeting of the Institute, drawing attention to any important points in an easily understandable way.

Skills Set for the Treasurer

In order to fulfil this role, the Treasurer should have a thorough understanding of the Institute's activities and of the business environment in which it operates.

The Treasurer's skill set should include:

- financial experience including organisation finance, income generation and pension schemes
- understanding of budget setting and monitoring
- understanding of the charity sector's reporting regime
- ability to think strategically
- effective interpersonal skills that allow for a productive working relationship with the Chief Executive and the Executive Head of Finance
- ability to present financial information clearly.

Additional Responsibilities

The Treasurer is Chair of the Finance and Risk Committee, is also a member of the Remuneration Committee and may, at the request of the Audit Committee chair, be invited to attend the Audit Committee.

The Treasurer is also appointed as a director of IBMS (Professional Services) Ltd (PS Ltd), a wholly owned trading subsidiary of the Institute. It is a separate legal entity to the Institute and when acting in their capacity as director of PS Ltd they are expected to take decisions in the interests of PS Ltd and act in accordance with the requirements of the Companies Act.

The Treasurer may deputise for another Officer as required.

APPENDIX K **Election of Past President**

Reference – Roles and Accountabilities Role of the Past President

The immediate past President of the Institute is called the Past President.

The Past President takes up office on the same day as the President takes up office and holds this office for a period of one year.

If the Past President is unable or unwilling to take up this role, then Council may elect any other Fellow of the Institute to act in this capacity.

In the event of the Past President being unable to fulfil this commitment, Council members will be invited to identify a suitable Fellow of the Institute who is willing to stand for election to the role.

Candidates should be nominated and seconded by a Council member.

Where there is more than one candidate, the Past President will be elected, by secret ballot, by Council members. The candidate with the most votes shall be duly elected. In the event of a tie in the ballot the in-coming President shall have the casting vote.

Where there is only one candidate, Council will be invited to ratify the candidate's appointment.

APPENDIX L Terms of Reference of Standing Committees

Reference – Standing Committees

Frequency of Meetings

The Education and Professional Standards Committee and the Membership and Marketing Committee shall meet four times a year on the same pre-agreed date, immediately prior to Council meetings.

The Finance and Risk Committee normally meets four times during the year at such times to allow timely reports to be made to Council.

Remuneration Committee will meet at least annually at a time complementary to the year-end appraisal scheme.

Audit Committee shall meet at least once a year at a time to complement the production of the accounts and the auditor's report.

Membership of Standing Committees

The Education and Professional Standards and the Membership and Marketing committees are reconstituted annually, usually after the Annual General Meeting.

The President will allocate Council members to the Education and Professional Standards Committee or to the Membership and Marketing Committee, taking account of an individual member's preference as far as possible. This process will be completed by the end of June. Election of Chairs and Deputy Chairs of these two committees will take place as soon as membership is confirmed, in the years where this is required.

The election processes required to confirm membership of these two standing committees shall be completed in advance of the first meeting scheduled to take place after the AGM.

Finance and Risk Committee comprises five members of Council, one of which is the Honorary Treasurer who chairs the Committee. The other four members are appointed by the Officers from Council members (excluding the President, President Elect, Past President and Audit Committee members) who have relevant experience and have expressed a wish to undertake the role. They are appointed for a period of up to three years and may be re-appointed.

Remuneration Committee comprises the Honorary Officers and two Council members elected by Council with each elected member serving a two-year term of office. The committee shall be constituted in sufficient time to meet completion of the year-end appraisal timetable. The President is the Chair of the Remuneration Committee.

Audit Committee membership comprises two Council members, who are not serving Officers and are not members of the Finance and Risk Committee, elected by Council and shall be chaired by one of the Institute's Vice Presidents, appointed by Council. In exceptional circumstances a deputy may be appointed to substitute for the elected members. Any deputy appointed must not be a serving officer of the Institute nor be a member of the Finance and Risk Committee. The Chair will appoint an additional committee member who is independent of the Council but is a member of the Institute. The term of office of the Chair shall be three years and for the elected members shall be two years. In order to ensure continuity of approach, there will be a phasing of the terms of office such that the elected members will stand down in alternate years. All members of the committee are able to serve more than one term of office subject to them securing re-election/re-appointment.

Chairs and Deputy Chairs of Standing Committees

The procedure for the election of the Chairs and Deputy Chairs of the Education and Professional Standards Committee and the Membership and Marketing Committee is to invite nominations for each position from the respective memberships. The period of appointment for both Chair and Deputy Chair is three years.

In the event of only one candidate being nominated, the membership of the respective committee will be asked to affirm that the candidate is duly elected.

If there is more than one candidate, then a secret ballot of the committee membership eligible to vote will take place and the candidate with the most votes will be duly elected.

If there is a tie, then the President shall have the casting vote.

The Treasurer is the Chair of the Finance and Risk Committee.

The President is the Chair of the Remuneration Committee.

Council appoints the Chair of the Audit Committee from its cohort of Vice Presidents.

TERMS OF REFERENCE

IBMS AUDIT COMMITTEE

Purpose

The Audit Committee acts as a bridge between the external auditor and Council. It provides the auditor with the opportunity to discuss any concerns it may have about the accounts with trustees before they are presented to Council for approval. It also provides the trustees with the opportunity to ensure that the Executive has resolved any concerns raised by the auditor.

The external auditor provides independent and objective assurance to members that the accounts give a true and fair view of financial performance and position and that the accounts also comply with the relevant accounting standards.

Constitution

Audit Committee is a standing committee of the Institute, composed of two Council members who are not serving Officers of the Institute or members of the Finance and Risk Committee, elected by Council, and chaired by a Vice President appointed by Council. The Committee Chair will appoint one additional member who is independent of Council but who is a member of the Institute.

In exceptional circumstances deputies may be appointed to substitute for the elected members from Council. Any deputy appointed must be on Council but not be a serving Officer of the Institute or a member of the Finance and Risk Committee. The term of office of the chair and the members shall be three years. In order to ensure continuity of approach, there will be a phasing of the terms of office such that one member (excluding the Chair) stands down each year.

The Chair and members of the committee are able to serve more than one term of office subject to securing re-election/re-appointment.

Audit Committee is accountable to and reports to Council on its activities.

The Committee will meet at least annually at a time to complement the production of the audit report. The Chair and two members must be present for the meeting to be quorate.

The Treasurer, Chief Executive and Head of Finance may be invited to attend the Audit Committee but are not members of the committee.

Key Responsibilities

1. To consider the appointment, resignation and dismissal of the external auditors, to approve their fee and to review their independence and objectivity for recommendation to Council.
2. To review and discuss the nature, plan and scope of the annual audit with the auditors prior to the audit.
3. To review the annual accounts in conjunction with the auditors focussing particularly on:
 - changes in accounting policies or practices;
 - major judgemental areas;
 - significant adjustments resulting from the audit;
 - the assumption that the Institute remains a going concern.
4. To discuss any problems or reservations arising from the audit and any matters the auditors wish to discuss (in the absence of management where necessary).
5. To consider the Audit Findings Report from the auditors and the Institute's management response and ensure appropriate action is taken.
6. To recommend the audited accounts to Council.
7. To commission and oversee any special investigations as required by Council and to advise Council accordingly.

Approved by Council: 24 April 2020

Reviewed: 20 March 2020

Review Date: March 2021

TERMS OF REFERENCE

EDUCATION AND PROFESSIONAL STANDARDS COMMITTEE

Purpose

1. To promote and develop criteria and standards for the accreditation of academic programmes for the pre- and post-registration education of practitioners of biomedical science.
2. To promote and develop criteria and standards for the assessment of individuals seeking statutory regulation with the Health and Care Professions Council.
3. To set the standards and guidelines for laboratory training, and for auditing the process of compliance.
4. To develop and review the Institute's standards for continuing professional development.
5. To ensure that education and training outcomes are consistent with regulatory and national benchmarks.
6. To be responsible for the quality assurance processes pertaining to HCPC approved Institute registration programmes and Institute examinations.
7. To provide expertise to ensure professional standards of education and training are consistent with Institute policy.
8. To be responsible for the strategy for developing and implementing the Institute's professional qualifications and examinations.
9. To be the awarding committee for the Institute's prizes, awards and research grants.
10. To be responsible for developing and monitoring Institute publications for professional standards and guidelines and make recommendations to Council.
11. To co-ordinate the provision of scientific advice and be the nominating and reporting committee for scientific representation on external committees, ensuring views are represented to Council.
12. Develop, and review Institute policies on professional standards associated with education and training, and recommend revisions to Council for approval.

Constitution

The Education and Professional Standards Committee is a standing committee of the Institute, composed of nine members of Council and reporting to Council on its activities.

The Committee will normally meet four times during its committee year at such a time as to allow timely reports to be made to Council.

A minimum of five Council members must be present for the meeting to have a quorum. If less than this number is present, notes, rather than minutes, of the proceedings will be taken and recommendations made to the absent members for subsequent discussion or Chairman's action.

In addition to members of Council, membership of the committee will include the following non-voting members:

- Executive Head of Education (Committee Secretary)

- Representative of HUCBMS (Head of University Centres for Biomedical Science) nominated by the HUCBMS Executive Committee.
- Academic representative from an IBMS accredited degree programme.
- Other Executive staff as required.

The Committee is accountable to Council for appointments and acceptance/rejection of recommendations.

The Committee will operate within budgetary control.

The Committee will ensure its activities are consistent with the work of other standing committees and meet Council's objectives.

The advisory panel and standing committees shall agree a work plan for the forthcoming year. This work plan will be discussed at the annual joint meeting with Education and Professional Standards Committee normally held at the beginning of the year. All standing committees are able to commission work from advisory panels, progress on which shall be reported back through Education and Professional Standards Committee.

Key points from the joint meeting with E&PSC will be reported at the next meeting of the advisory panels in order to plan the work identified, using sub-committees or focus groups as appropriate.

A second meeting of the Advisory Panel will be held in the autumn. Key issues and outcomes from the spring and autumn meetings will be reported respectively to the next scheduled meetings of the Education and Professional Standards Committee. A reciprocal arrangement will ensure key issues and outcomes of Education and Professional Standards Committee meetings are communicated to the panels for their next meeting.

Delegated Authority

1. Establishment and monitoring of education and professional standards of practice and professional development, including routes to voluntary registration and statutory regulation.
2. Accreditation of academic programmes.
3. Appointment of representatives for advisory panels (including Chief and Deputy Chief Examiners).
4. Appointment of representatives for qualification working groups.
5. Appointment of Institute nominees and representatives
6. Authorisation of annual research grants and awards up to the agreed limit of £25k in any one year.
7. Authorisation capital and non-capital expenditure up to a limit of £1k per single item or for a project £5k in any financial year.

Key Responsibilities

1. Accreditation of Academic Programmes

- 1.1 Develop and maintain criteria and standards for accreditation of undergraduate and postgraduate qualifications.
- 1.2 Assimilate UK wide government initiatives into the development of the Institute's education and training strategy.
- 1.3 Ensure standards of education and training are consistent with the current requirements of the profession.
- 1.4 Monitor compliance to ensure maintenance of accreditation criteria and standards.
- 1.5 Actively respond to consultations initiated by the national and local government projects, regulatory bodies, quality assurance agencies and other professional organisations that are appropriate to education and training of the profession.
- 1.6 Ensure the outcomes of programmes are consistent with accreditation standards, national developments and the Health and Care Professions (HCPC) regulatory requirements.
- 1.7 To consider workforce planning initiatives in line with policy development for education and training.
- 1.8 Development, monitoring and quality assurance of IBMS Certificate of Competence routes to registration that are approved by the HCPC.

2. Development and monitoring of laboratory training policy

- 2.1 Develop and review criteria and standards for the delivery and quality assurance of clinical laboratory training.

3 Development and Monitoring of CPD policy

- 3.1 Ensure Institute guidelines and content for continuing professional development scheme are consistent with the requirements for professional regulation and quality awards.
- 3.2 Develop and review criteria, standards and content for the Institute's CPD scheme to ensure they are consistent with the requirements of professional regulation and licensed awards.
- 3.3 Develop and review criteria for the on-going training and development of local CPD officers.

4. Professional Qualifications and Examinations

- 4.1 Define guidance for scope of professional practice.
- 4.2 Develop and maintain qualification framework to underpin scope of professional practice.
- 4.3 Approve examination syllabi and study guides for internal quality control purposes, whilst ensuring they map to the Institute's membership structure.
- 4.4 Be responsible for the process of delivering and quality assuring Institute qualifications.
- 4.5 Develop and review the professional and person specification of Institute assessors and examiners.
- 4.6 Be the appointing committee for Institute assessors and examiners.

5. Prizes, Awards and Research Grants

- 5.1 Develop and monitor the criteria for Institute prizes, awards and research grants

- 5.2 Responsible for the consideration of applications for research grants and the allocation of funds.
- 5.3 Responsible for the consideration of nominations for Institute prizes and awards
- 5.4 Receive reports on research projects for which the Institute has awarded a grant.
- 6. Reporting Panels and Committees**
- 6.1 Develop and review the mechanism by which individuals are appointed to represent the Institute in a scientific capacity on external committees or working groups.
- 6.2 Responsible for the appointment of Institute scientific representatives to external committees, groups or interview panels including receipt and action of reports.
- 6.3 Reporting committee for the advisory panels and Examination Boards.
- 6.4 Make advisory panel appointments on authority delegated by Council.
- 6.5 Accreditation Panels for undergraduate and postgraduate qualifications.
- 6.6 Chief and Deputy Chief Examiners.
- 7. Development and Review of IBMS Policies and Guidance**
- Indicative examples are:
- Institute’s Code of Conduct
 - Good Professional Practice
 - Supervision of Biomedical Support Staff
 - Staffing and Workload for Clinical Diagnostic Laboratory Services
 - IBMS Representatives and Nominees
 - Patient Sample Request Form and Identification Criteria
 - Management of Laboratory Training

Approved by Council: January 2020

Reviewed by E&PS January 2020

Review Date: January 2021

TERMS OF REFERENCE

FINANCE AND RISK COMMITTEE

Purpose

1. Formulate and recommend to Council the financial strategy for the Institute. This includes the periodic review of the reserves policy and the budget and subscription proposals.
2. Monitor the implementation of the financial strategy, receive regular financial reports and advise Council of actions required.
3. To determine the financial strategy for Congress including agreeing the delegate and exhibitor rates. Monitor financial performance against expectations and advise Council of any actions required.
4. Review the group's financial policies and procedures and, where appropriate, recommend to Council for approval.
5. Monitor the performance of the Institute's investments, receive updates from the investment managers and identify any actions that are required.
6. Formulate, monitor and review the effectiveness of the organisation's risk management and advise Council on any actions required to ensure that these follow good practice.
7. Give initial consideration to any financial, legal or governance issues and make recommendations to Council.

The Audit Committee is responsible for overseeing the external audit process and reviewing the accounts before presentation to Council, ensuring that appropriate actions are taken to address any issues raised by the external auditors and to commission and oversee any special investigations required by Council.

Constitution

The Finance and Risk Committee is a standing committee of the Institute composed of five members of Council, one of which is the Honorary Treasurer who chairs the Committee. The other four members are appointed by the Officers from Council members (excluding the President, President Elect, Past President and Audit Committee members) who have relevant experience and have expressed a wish to undertake the role. They are appointed for a period of up to three years and may be re-appointed.

The Committee is supported by key members of the senior management team, including the Chief Executive and the Executive Head of Finance. The Chief Executive will appoint a secretary to the Committee who will be a member of Institute staff.

The Committee is accountable to Council and reports to Council on its activities after each meeting. It normally meets four times during the year at such times as to allow timely reports to be made to Council. The Chair of the Committee may call additional meetings if this is considered to be necessary.

A minimum of three members of Council must be present (either in person or remotely) for the meeting to be quorate. If less than this number is present notes rather than minutes will be taken and recommendations made to the absent members for subsequent discussion or Chairman's action

In the absence of the Honorary Treasurer, those members present shall identify one of their number to act as the Chair for the meeting.

Delegated Authority

1. Authorisation of unbudgeted revenue expenditure during the financial year up to a total cumulative maximum of £30,000 incl VAT in any one financial year.
2. Authorisation of capital expenditure up to a total cumulative maximum of £50,000 incl VAT in any one financial year.

Key Responsibilities

The Committee will take external professional advice where appropriate. It will ensure that its activities are consistent with the work of the other Standing Committees and any objectives set by Council.

Financial

1. To develop the Institute's financial strategy for recommendation to Council.
2. Periodically review the Institute's reserves policy
3. Monitor performance against the strategy, receive regular financial reports and advise Council of actions required.
4. Consider the Institute's budget and subscription proposals and make a recommendation to Council.
5. Determine the financial strategy for each biennial Congress to maximise the income potential and manage the risk of financial loss and reputational damage.
6. Ensure that financial controls are in place to maintain financial stability and mitigate the risk of loss.
7. Ensure that the Institute operates in a tax efficient manner, having regard to its charitable status.

Investments

1. Periodically review the Institute's investment objectives and statement of investment principles and recommend changes to Council for approval.
2. Review the performance of the investment managers against the agreed objectives and peer group benchmarks. Make recommendations to Council on any actions required.
3. Receive an update presentation from the investment managers at least annually.

Risk

1. Formulate, review and assess the strategic risks faced by the organisation and the plans for the management of those risks.
2. Review of the Institute's risk register and provide regular updates to Council.

Governance

1. To consider any financial, legal or governance issues that may arise in advance of a discussion by Council.

Approved by Council: 24 April 2020

Reviewed: 16 March 2020

Review Date: March 2021

Terms of Reference

MEMBERSHIP AND MARKETING COMMITTEE

Purpose

1. To create and monitor the implementation of the Institute's membership strategy.
2. To adjudicate membership applications as required, ensuring the required standards for membership are met.
3. To promote the Institute's Code of Conduct and associated professional standards.
4. To develop and drive the Institute's strategy for the promotion of its international, national, regional, and local activities.
5. To promote, develop and maintain the Institute's corporate and public identity.
6. To promote and 'approve' the award of Chartered Scientist, Registered Scientist and Registered Science Technician to appropriately qualified Institute members.
7. To develop and deliver marketing activities to promote the Institute and its products and services.
8. To develop and promote the Institute's commitment to diversity, equality and inclusion.

Constitution

The Membership and Marketing Committee is a standing committee of the Institute, comprised of nine members of Council and reporting to Council on its activities.

The committee will elect a Chair and Deputy Chair from its membership using the procedure specified in the IBMS Governance Document. The term of office for the Committee Chair and Deputy Chair is three years and is renewable.

The committee will normally meet four times a year.

A minimum of five Council (voting) members must be present for the meeting to have a quorum. If less than this number is present, notes, rather than minutes, of the proceedings will be taken and recommendations made to the absent members for subsequent discussion or Chairman's action.

In addition to members of Council, membership of the committee will include the Executive Head of Marketing and Membership (as a non-voting member) who will act as Committee Secretary.

Electronic circulation of documents for information, comment and agreement will be used to facilitate the work of the committee.

The committee is accountable to Council for discharging its key responsibilities

The committee is accountable to Council for ratification of appointments and acceptance or rejection of recommendations.

The committee will operate within budgetary control.

The Membership and Marketing Committee will ensure its activities are consistent with the work of other standing committees and meet Council's objectives.

Delegated authority

1. Authorisation of capital and non-capital expenditure up to a limit of £1000 for a single item or project.
2. Authorisation of capital and non-capital expenditure up to a limit of £5000 in any one financial year.
3. Admittance of appropriate applicants to any grade of membership.
4. Award to appropriately qualified members the status of Chartered Scientist, Registered Scientist and Registered Science Technician.
5. Award of Honorary Fellowship, Life Membership, Honorary Membership and any other awards relating to Institute membership grades.

Key Responsibilities

1. Membership

- 1.1 Advise Council on the appropriate categories and grades of membership.
- 1.2 Approve and monitor the process for admitting new, upgrading and re-joining applications for individual or company membership.
- 1.3 Monitor membership statistics and provide regular reports to Council on the profile and number of Institute members.
- 1.4 Adjudicate on applications for membership as required.
- 1.5 Adjudicate on appeals against membership class and make recommendations to Council.
- 1.6 Develop and monitor the Institute's disciplinary process.
- 1.7 Be responsible for the approvals process for all applications for the award of Chartered Scientist; Registered Scientist and Registered Science Technician applications.
- 1.8 Adjudicate on non-standard Chartered Scientist, Registered Scientist and Registered Science Technician applications.

2. Corporate Identity

- 2.1 Establish and maintain a corporate identity for the Institute.
- 2.2 Award and detail the conditions of a 'licence' to use any of the Institute's trademarks.
- 2.3 Approve the design of professional literature and Institute promotional material.

3. Publicity and Marketing

- 3.1 Recommend and approve the public relations, communications, and marketing strategies of the Institute.
- 3.2 Facilitate the organisation of Congress and other Institute-led conferences or meetings.
- 3.3 Facilitate the work of the Institute's regions and branches network.
- 3.4 Liaise with and advise external organisations about the aims, objectives, and work of the Institute.
- 3.5 Develop and implement marketing plans working with the relevant staff throughout the Institute to promote the Institute and its products and services.

4 Reporting Panels and Committees

- 4.1 Reporting committee for the History Committee.
- 4.2 Reporting committee for the Congress Committee.
- 4.3 Reporting committee for Company Members Liaison Group.
- 4.4 Reporting committee for Editorial Boards.

Approved by Council January 2020

Reviewed January 2020

Review Date January 2021

TERMS OF REFERENCE

REMUNERATION COMMITTEE

Purpose

Remuneration Committee is the committee responsible for determining the Institute's remuneration strategy. Committee also has responsibility for reviewing the terms and conditions of employment of the Chief Executive and reviewing the application of performance related pay within the executive staff.

Constitution

Remuneration Committee is a standing committee of the Institute, composed of the honorary officers and two Council members, elected by Council, and is accountable to and reports to Council on its activities. The term of office of the elected members shall normally be 3 years.

The Committee will meet at least annually at a time to complement the year-end appraisal system. Other meetings may be called as necessary.

The President is the chair of the Committee.

A minimum of 3 members, one of whom must be the President, must be present, either in person or remotely, for the meeting to be quorate.

Key Responsibilities

1. To determine the remuneration strategy of the Institute.
2. To review the performance of the Chief Executive following appraisal by the President.
3. To approve and apply any agreed uplift to the Chief Executive's salary.
4. To approve and apply any performance related pay element to the Chief Executive's salary.
5. To receive the details of the application of PRP to eligible executive staff.

Approved by Council April 2019

Reviewed April 2020

Review Date April 2021

APPENDIX M Code of Conduct for Institute Members

Reference – Committee Structure
Membership and Marketing Committee

All individuals working in biomedical science are members of a scientific profession and as such are expected to maintain and uphold professional standards. Membership of the Institute of Biomedical Science brings with it additional responsibilities; all members are expected to display the highest standards of professionalism and a commitment to ethical conduct, giving at all times due care and consideration to others and putting the interests of the patient first.

These professional attitudes and behaviours are embodied in the Institute’s Code of Conduct, by which all members are bound to abide and uphold.

Application The Code applies to all members of the Institute (Associates, Student Associates, Licentiates, Members and Fellows)

Scope The Code applies at all times to members’ conduct in their work, but will also be taken into consideration where their conduct in other contexts could reasonably be considered to reflect on the profession.

Purpose The Code consists of principles, which Institute members are expected to observe in the interests of patient care and in order to promote confidence in the profession of biomedical science.

Code of Conduct

A member of the Institute of Biomedical Science will:

1. Professionalism

1.1 Uphold the name and reputation of the Institute of Biomedical Science and the biomedical science profession and practise according to its responsibilities, standards, ethics and laws.

1.2 Maintain the highest standards of professional practice and act in the best interests of patients, the service and other professionals.

1.3 Respect the confidentiality of patients, employer, and service users unless disclosure is permitted by law and justified in the patient’s interest.

1.4 Not practise, nor impose upon others to practise, in conditions where professional integrity, standards and laws would be compromised.

2. Competence

- 2.1** Understand and work within the limits of their professional knowledge, skills and experience.
- 2.2** Never delegate a task or duty to anyone who is not trained, qualified or experienced sufficiently to undertake it without supervision.
- 2.3** Ensure that colleagues under their management are fully supervised and supported.
- 2.4** Exercise and continually develop their professional knowledge and skill throughout their professional life.
- 2.5** Communicate effectively and meet all applicable reporting standards.

3. Behaviour

- 3.1** Not allow bias, conflict of interest, or the undue influence of others to override their professional judgement.
- 3.2** Take action without delay if patient safety or service delivery is at risk according to local and national 'whistleblowing' guidelines.
- 3.3** Treat all patients, service users and colleagues respectfully and equally without any discrimination or prejudice that could compromise their professional roles or duty of care.
- 3.4** Cooperate with employer and professional colleagues in the interests of providing a safe and high-quality service.

APPENDIX N **Standing Orders of Council**

Reference – Conduct of Council and Standing Committee Meetings Standing Orders

Duties and Powers

The business of the Institute is managed by the Council which may exercise all such powers of the Institute as defined in the Memorandum and Articles of Association.

Members of the Institute are able to attend, as observers, the open sessions of Council, Education and Professional Standards Committee, and Membership and Marketing Committee meetings provided they give advance notice of their intention to attend.

Frequency of Meetings

The Council meets at least four times in each calendar year at a time, date and place as it chooses.

Notice of Meetings

The Chief Executive shall notify members of Council in writing of the time, date and place of a meeting at least seven days in advance of the meeting.

The Chief Executive shall publish details of the meetings and the agenda of the open business part of the meetings on the Institute's website four working days in advance of each meeting.

Any further meetings, outside the agreed schedule, shall be notified in writing to members of Council by the Chief Executive upon the direction of the President or upon the direction of at least 10 members of Council.

Business of the Meeting

The President shall be the Chair of the Council meeting and shall preside at any meeting of Council.

In the absence of the President, the President Elect/Past President shall chair the meeting.

The business of the meeting shall be divided into open business, which shall be conducted in open, and confidential business, which shall be conducted in accordance with this handbook.

Quorum

The quorum for the Council is set out in the Memorandum and Articles of Association such that it may be fixed by Council and if it is not fixed then it is nine when the full Council exceeds twelve in number and in any other case is the full Council.

No business shall be transacted at a meeting of the Council unless the requirements for a quorum are met. The quorum can include those joining virtually.

If a meeting is, or becomes, inquorate the meeting shall be suspended for up to thirty minutes pending the re-establishment of a quorum. If this does not occur, the Chair may call an additional meeting by giving at least seven days' notice of a meeting in which the requirements for a quorum shall not apply, otherwise the meeting will be adjourned and outstanding business will be conducted at the next meeting.

Declarations of Interest

All members of Council shall complete, and keep up to date, a register of interests. Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.

In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member shall declare such an interest as soon as s/he becomes aware of it.

In any case of doubt the member should declare the possibility of interest.

The Chair will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.

If a member of Council believes that another member present has a direct or indirect interest in an item for discussion or determination and that interest has not been declared, they should inform the Chair.

The Chair will establish whether or not there is an interest that should have been declared and will, if necessary, make a ruling in accordance with the process outlined in the paragraph above.

Minutes of Council Meetings

The Chief Executive shall be responsible for the production of minutes, which once confirmed, when read in conjunction with the papers presented to the meeting, shall provide a correct and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Council and the decisions taken.

The Chief Executive shall appoint the secretary to the Council meeting and s/he shall be a member of Institute staff.

The minutes of the previous Council meeting shall be agreed at the next following scheduled meeting.

Any inaccuracies in the minutes of the previous meeting should be drawn to the attention of the secretary before the next meeting.

Questions relating to matters arising shall be for the purposes of information only and no debate on the policy outlined in the minutes shall take place.

Approved minutes of the open session of Council shall be published on the Members' Only section of the Institute's website.

Conduct of Meetings

The President shall preside as the Chair of any meeting of Council.

If the President is absent from, or is otherwise unable or unwilling to preside at a meeting, the Past President/President Elect shall fulfil the role.

If neither the President nor the President Elect/Past President is able to take the chair, then the meeting shall elect one of the members of Council to the chair and the member so elected shall preside at the meeting.

The Chair's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chair will be made in accordance with the provision of these standing orders and the Code of Conduct for Members in Governance.

In discussion of agenda items, the intention is to reach agreement by consensus. The Chair will conduct the meeting in such a way as to ensure all Council members have the opportunity to contribute and that no member or members dominate the discussion. If there are a number of contributions supporting one viewpoint, the Chair shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chair may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chair shall ask the Council to confirm this verbally.

At the discretion of the President, meetings of the Council may be held in the form of a teleconference or using other remote conference facilities, which allow members participating to hear and address one another. Such meetings will be deemed to take place at the location of the Chair.

Voting and Recording of Votes

Should a consensus not be reached or if, in the Chair's view, it is expedient to do so, a vote shall be taken on any proposals before the Council.

A vote on any issue before the meeting of Council shall be determined by a show of hands, unless a member of Council demands a ballot (the collection of written votes at the meeting). When a vote is taken it shall be determined by a simple majority of votes cast.

On the motion of a member of Council, duly seconded, names of members of the Council voting for and against a recommendation or resolution and those abstaining from voting will be recorded. The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

Any Other Business

Items of any other business should be notified to the Chair in advance of the meeting and will be considered at the sole discretion of the Chair.

Conduct of Council Members

All members of Council are subject to the Code of Conduct for Members in Governance and shall conduct themselves in accordance with the provisions of the Code.

Dealing with Confidential Matters

Confidential business is conducted in private and in the presence of relevant members of staff and, where appropriate, expert advisors to the Council.

The Council may, in the course of open business, decide a particular item should not be reported. In these circumstances the Council shall defer discussion of this item to confidential business, or shall ask those observers present to leave the meeting for the duration of the discussion of the matter.

Suspension of Standing Orders

Any Standing Order may be suspended in case of urgency by resolution of the Council carried by a majority of two-thirds of the members present and voting. If agreed the suspension shall be for the duration of the item under discussion.

Member Access to Meetings

Members of the Institute may observe meetings of Council but may not participate in them. They will be excluded from part of a meeting during any item of business to be dealt with in the confidential proceedings. Electronic recording of the Council meetings without prior permission from the Chair is not permitted.

The Council may resolve that any observer be required to withdraw from a meeting if the person's conduct is such that it disrupts the Council's consideration of the business of the meeting.

APPENDIX O **Register of Interests, Gifts and Hospitality**

Reference – Conduct of Council and Standing Committee Meetings Register of Interests, Gifts and Hospitality

The purpose of this register is to enable members in governance to make a clear declaration of any interests, gifts or hospitality that could, or could be thought to, affect their performance of their duties. Declaration of an interest does not necessarily prevent a member in governance from speaking on a subject related to that interest, but it ensures that there can be no perception that a member in governance may be seeking improperly to influence decisions for personal benefit. Declarations of interest should include interests of close family members where such may be relevant. Each member in governance is responsible for ensuring that any amendment to the register is made.

Senior staff, given their role in governance committees, should also make declarations on interests, gifts or hospitality and for ensuring amendments to the register are made in a timely fashion.

The register is available for inspection on request.

For clarity, if you have nothing to register for any section, it is necessary to make a nil declaration by writing 'Nothing to declare' or 'None' under each relevant heading.

The following provides guidance on how the declarations should be completed.

INSTITUTE OF BIOMEDICAL SCIENCE (IBMS)
ANNUAL DECLARATION OF RELATED PARTY INTERESTS AND FIT AND PROPER
STATUS
FINANCIAL PERIOD ENDING 31 DECEMBER 2017

Introduction

It is a requirement of both Financial Reporting Standard 102 and the Statement of Recommended Practice for charity accounting that the Institute identifies who are its related parties AND whether there have been any related party transactions in the reporting period. We are required to identify the names of all related parties, whether or not there have been any transactions.

To fulfil this obligation trustees and senior staff (Executive Heads and above) are asked to make an annual declaration, even if it is a nil return. As part of the declaration trustees and senior staff are also asked to confirm they remain a fit and proper person to hold office.

Who is a related party?

A related party is a person or entity which is closely connected to the IBMS or its trustees or senior staff. This includes close family members of trustees or senior staff (such as sibling, spouse, civil partner and children of working age) and entities in which they or their close family member control or have a significant interest in. Having control or significant interest might include power over more than 50% of voting rights, power to appoint or remove the majority of the governing body or power over the financial and operating policies.

What is a related party transaction?

This is a transfer of resources, services or obligations between the related parties, regardless of whether a price is charged. This might include:

- The purchase or sale of goods
- Donations of money or other assets
- Supply of services
- Provision of loans and guarantees

Business and other interests

This is any interest which would or could be perceived as being likely to interfere with the exercise of your independent judgement and should be disclosed. This enables disclosure in a manner which is open and transparent and demonstrates that such interests have not influenced the Council's decision making process.

In considering whether a declaration is appropriate the key question is whether, knowing the facts of the interest, an impartial external observer could reasonably conclude that your judgement in considering the business if the Council might be influenced.

The information made on this declaration will be held in the Register of Interests which is maintained by the Chief Executive's office.

Declarations

1. I list below the names of any related parties (whether or not there have been any transactions) and details of any related party transactions there have been with the IBMS:

Name of Related Party	Nature of Relationship	Description of any transaction

2. I wish to declare the following business dealings or other financial transactions between myself and the IBMS during the year:

.....

.....

.....

NOTE: *The reimbursement of expenses incurred on IBMS business do not need to be reported.*

3. I list below my business and other interests:

Nature of interest	Information disclosed and details of any transactions	Date interest disclosed	Date interest changed or ceased
Paid employment. Name of employer, office, activity or profession			
Self-employment. Names of significant customers/clients accounting for more than, say, 5% of income of individual or firm			
Consultancies (whether or not paid). List of consultancies			
Directorship of commercial companies. Names of companies			
Partnership in a business or professional partnership. Name of business			
Significant shareholdings. Names of companies in which the Corporation Member owns, say, 5% or more of the issued share capital			
Elected office. Name of authority			
Trusteeships or participation in the management of charities and other voluntary bodies. Name of body			
Public appointments (paid or unpaid) e.g. local authority, health authority, NHS trust, school or college governing body. Name of body			
Membership of professional bodies and trade or other associations. Name of body			

Nature of interest	Information disclosed and details of any transactions	Date interest disclosed	Date interest changed or ceased
Gifts or hospitality offered by outside bodies and arising from your position as a Member of the Council or senior staff. List of hospitality or gifts received			
Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust. List of positions			

4. I confirm that I am a fit and proper person to act as a Trustee/Director/Senior Team Member of the IBMS. In this respect I confirm that:

- I am not disqualified from acting as a charity trustee;
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is regarded as legally spent);
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance;
- I have not been involved in designing and / or promoting tax avoidance schemes;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors for which I have not been discharged;
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a Company Director;
- I will at all times seek to ensure that the IBMS's funds, and charity tax reliefs received by the IBMS, are used only for charitable purposes

NAME.....

TRUSTEE / SENIOR MANAGER (delete as appropriate)

SIGNED.....

DATE.....

About this version

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Change History

Version	Changes	Updated by:	Date
7.1	Remuneration Committee Terms of Reference	CEO's office	June 2016
7.2	Terms of Reference (Audit, E&FC, E&PSC)	CEO's office	March 2017
7.3	Revised to reflect Council and standing committee arrangements	CEO's office	February 2018
7.4	Revised to reflect establishment of Finance and Risk Committee and revised terms of reference for Audit and Remuneration	CEO's office	April 2019

7.5	Revised to reflect the revised terms of reference for the E&PSC and the updated review dates for the other committees' terms of reference. Revised matters reserved to Council and addition of matters reserved to CEO and Executive Heads.	CEO's office	August 2020
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