

CILEx Group Services Board Terms of Reference

Purpose

CILEx Group Services Board is a subsidiary company of the CILEx Group. Its key terms of reference are:

1. To provide infrastructure support to the CILEx Group of companies
2. To specifically manage, on behalf of the Group, the functions relating to:
 - Finance and accounts
 - Human Resources
 - IT
 - Facilities (print, telephony, building maintenance)
3. To act commercially by marketing the provision of the same back-office support services to other similar professional bodies and institutions for whom sub-contracting such support may be attractive/cost-effective.

Remit

Strategic Leadership

4. Responsibility for the strategic direction and leadership of Group Services.
5. Responsibility for the governance and management of Group Services with delegated operational functions to the Director.
6. Development of relevant strategy and business plans to enable it to operate and develop efficiently.
7. Monitoring the performance of the Strategy and Business Plans, updating the latter at least once annually.

Financial reporting and monitoring

8. Ensuring financial prudence and accountability to the Group Board (through the Group Finance Committee), taking due care and responsibility for its budget from the Chartered Institute's assets and mindful of the Group financial obligations and policies;
9. Developing an annual budget.

10. Accounting for performance against budget and plan.
11. Maintaining and reviewing a risk register to demonstrate adequate means of identifying, assessing, mitigating, monitoring and managing all local risks for onward consideration by the Group Board.
12. Ensuring that the Group Services Board complies with all relevant constitutional, legal and regulatory requirements.

Management and Compliance

13. Ensuring that all CILEx Group companies it supports comply with any relevant financial, regulatory, legal or other requirements.
14. Specifically, supporting the remit and work of the Group Finance Committee as it plans. Controls and monitors Group finances.
15. Keeping under review the Group's accommodation requirements and monitoring the maintenance of its premises.
16. Reviewing the Group's banking facilities.
17. Supporting the Audit & Risk Committee in reviewing the Group's insurances, business continuity planning and appointment of external auditors.
18. Supporting the Professional Group Board with any guidance in relation to Branch financial management.
19. Supporting the Finance Committee in monitoring and management of the Group pension scheme.

As a Subsidiary Company

1. Act as a Board of Directors for the subsidiary company.
2. Advise the parent Group Board of any exceptional matters relating to the operation of CILEx Group Services Board as a subsidiary company.
3. Take responsibility for any matters delegated by the Group Board
4. Ensure that it works effectively within the infrastructure of the Group, particularly in relation to the reporting requirements to the Finance and Audit and Risk Committees and the process of selection and appointment to the Board overseen by the Appointments Committee.
5. Agree to recommend any extension of the subsidiary's activities into new business or any decision to cease to operate all or any part of the subsidiary's business to the Group Board.
6. Ensure that its own strategic direction is within the overarching framework of the Group's strategic vision.
7. Be accountable to Group policies and processes including those around corporate compliance such as Health and Safety Policy, Data Protection, Freedom of Information, Information Security, Corporate Complaints.

Other

8. Act with integrity, avoid any personal conflict of interest and ensure that the Group's assets are not used for any purpose other than the pursuance of its objects.

Members

Maximum:

- 2 Independent members
- 1 Professional members

Chair

Independent Chair to be appointed by the Appointments & Scrutiny Committee

Frequency of meetings

Minimum of 2 meetings per annum

Commitment

1. You should be prepared to read and/or attend any relevant induction or training materials or events as reasonably required to enhance the governance of CILEx;
2. You should attend all scheduled meetings for the Board;
3. Where you find you are unable to attend a meeting, you should inform the executive team 1 month ahead of that meeting;
4. You should ensure that you have read and digested the content of relevant meeting papers sent to you ahead of meetings with the agenda. Where you have any query as to their content, you should raise those queries in advance of the meeting;
5. When attending meetings, you should engage in debate and make contributions to discussions;
6. You should be respectful of the position of the Chair, of the collective responsibility of Board decisions and of the majority any prevailing votes;
7. You should be prepared to participate in the Board's performance and evaluation exercise, under the auspices of the Appointments & Scrutiny Committee, including annual performance appraisal and the end of term of office review at the end of your 3 years appointment

