

## **CILEx Charterred Institute Group Board**

### **Terms of Reference**

#### **Purpose**

##### **Matters reserved for the board**

Save as expressly delegated to a committee of the Board or by direction of the Board from time to time, the Board acts in the public interest and exercises the powers and responsibilities under the Institute's Royal Charter and Bye Laws, which include, but are not limited to the following:

#### **Strategic Leadership**

1. Responsibility for setting the Group's overarching strategy and business plan and Group budget.
2. Ensure compliance with the objects and duties of the Chartered Institute's Charter and Bye Laws, and with all other relevant constitutional, legal and regulatory requirements.
3. To protect the reputation, brand and values of the Chartered Institute.
4. Approval of any strategy to expand the remit of any part of the CILEx Group, beyond that defined within its objects, as a principle, before any commitments on expenditure are made.
5. Approval of major changes to the corporate structure of the Group or any of its subsidiaries.

#### **Financial reporting and monitoring**

6. Ensure the financial health and good performance of the Group.
7. Through approval of the Group budget, ensure the provision of adequate resources to achieve the Group's objectives and monitor performance against them.
8. Approval of all group financial announcements.
9. Approval of the group annual report and accounts and associated documents.
10. Approval of significant changes in group accounting policy or practices.
11. Approval of Group Policies relating to:
  - Investment
  - Reserves
  - Authorisation levels
  - Tax
12. Overall approval of all major capital projects and major expenditure of the Group in accordance with the thresholds established within the Reserves Policy.
13. Approvals of all acquisitions and disposals of companies and businesses, whether all or part of the company/business.

14. To have oversight of and receive reports from the Group Finance and Audit and Risk Committees in respect of those functions delegated to it from the Group Board as stated in the Committee's Terms of Reference.

### **Communication and Stakeholder Management**

15. Approval of any external communications strategy relating to changes to the Royal Charter and Bye Laws
16. To oversee the Group stakeholder engagement strategy

### **Board membership and other appointments**

17. To have oversight of and receive reports from the Appointments and Scrutiny Committee in respect of those functions delegated to it from the Group Board as stated in the Committee's Terms of Reference.
18. Appointments to the Group Board and its Committees, following recommendations by the Appointments and Scrutiny Committee.
19. Appointment of the Executive Chairman of the Group Board, following recommendation by the Appointments and Scrutiny Committee.

### **Remuneration**

20. Approval of the Group Executive Pay and Reward framework, on the advice of the Appointments & Scrutiny Committee
21. Oversight of the process used by the Appointments & Scrutiny Committee for setting fees of the non-executive directors

### **Delegation of authority**

22. To determine through the Scheme of Delegation, the division of responsibilities between the Independent Executive Chairman, the Group Executive and subsidiary company Boards.
23. To approve the Terms of Reference and membership of each of the Group Board Committees.

### **Corporate governance matters**

24. Ensure the effectiveness of the Group's Corporate Governance arrangements in accordance with the Royal Charter and designated status as an Approved Regulator under the Legal Services Act
25. Keep under review the effectiveness of the Corporate Governance arrangements including: independence of directors and formal, rigorous review of the Board's performance, that of the Audit & Risk, Appointments and Finance Committees and subsidiary companies.
26. Approval of Group Corporate Compliance Policies including Health and Safety, Data Protection, Freedom of Information and Information Security.

27. Approval and oversight of the Group risk management policy and risk appetite statement.
28. Approval of the policy on insurance coverage.
29. Approval of the recommendations for Group pension policy and management.

### **Other**

30. To hold the collective Group Executive to account for the performance and management of the group in accordance with its terms of reference and the scheme of delegation
31. 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:

- 4 Independent members,
- 3 Professional members (being officers of the CILEx Professional Association Board: the President, Vice President and Deputy Vice President)

Chair: Independent Chair to be appointed by the Appointments & Scrutiny Committee

### **Quorum**

- 3 Independent members (including Chair)
- 1 Professional member

### **Frequency of meetings**

Minimum of 3 meetings per annum