



# Environmental Health Welfare Fund Board and Welfare Fund Committee

## Operational Procedures

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### 1. Introduction

- 1.1 This document sets out the operational procedures for the Board of the Environmental Health Welfare Fund (the Welfare Fund Board or Board) and the Welfare Fund Committee (the Committee).

### 2. Board of Trustees

- 2.1 The Board is the ultimate decision making body for the Environmental Health Welfare Fund. Trustees are responsible for ensuring the strategic direction, structures, systems and operation of the charity accord with the law.
- 2.2 The Board consists of up to 13 trustees: these shall be the members for the time being of the Board of CIEH. The Chair and Deputy Chair of the Board shall be the Chair and Deputy Chair of CIEH.
- 2.3 The Board will be supported and advised by the Chief Executive and members of his/her staff, and external advisors, as the Board determines necessary. Other than the Chief Executive (who has a right to attend all meetings of the Board, subject to any conflicts of interest), these people attend Board meetings only when invited by the Board.
- 2.4 Advisers as identified above, (unless they are trustees in their own right) do not have voting rights on the Board but are there solely to offer advice.

### 3. Frequency of meetings

- 3.1 Trustees will meet a minimum of once a year and will agree to meet at such other times as are appropriate. The format of these meetings will be determined at the time and may include "virtual" meetings using other communication media (where participants can all hear each other clearly).
- 3.2 A quorum of six trustees will be required at each meeting. If a quorum is not achieved the Chair shall adjourn the meeting and seek an alternative date to meet. Members present by other communication media form part of the quorum.
- 3.3 The Chair and Chief Executive, acting jointly, may vary the date and/or time of any scheduled meeting if required.

3.4 Additional meetings of the Board may be requested by the Chair or through a written request supported by majority agreement of members of the Board.

3.5 Decisions are taken by a simple majority of trustees. Trustees are jointly responsible and, as the Board, must act together. No trustee acting alone may bind fellow trustees or the Fund unless specifically authorised to do so.

3.6 The Chair shall have a casting vote.

## 4. Delegated powers

4.1 Trustees have the ultimate responsibility for governance of the Environmental Health Welfare Fund. In practice this means that they will have information presented to them in a form that allows them to exercise the function of their office and they will delegate certain powers to committees or employees (of CIEH) as appropriate. The Board will maintain a Schedule of Delegations to record such delegation. The Board has the power to call in decisions or issues of concern.

4.2 The Board shall delegate such duties and responsibilities to enable the Chief Executive to effectively manage the Fund and implement agreed policies and plans.

## 5 Agenda setting

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

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

## 6. Amendment and Suspension of the Operational Procedures

6.1 These Operational Procedures may be amended or suspended by the Board. A resolution to amend may be proposed (as an agenda item but not, for the avoidance of doubt, as an item of 'other business') by any member of the Board.

## 7. CIEH Welfare Fund Committee

7.1 The delegated structure below the Board will consist of a Welfare Fund Committee.

7.2 The term of office on the Committee shall be for three years, renewable, provided that no member may serve for more than six years on the Committee.

7.3 A member of the Committee shall cease to be such if:

7.3.1 Being appointed as a member of the Board, s/he ceases to hold that office; or

7.3.2 Being appointed as a member by the Board, that appointment is ended; or

7.3.3 S/he fails to attend two consecutive meetings of the Committee without the prior consent of the Chair of the Committee; or

7.3.4 They offer their resignation from the Committee.

7.4 The Committee shall meet as often as it deems necessary to conduct its business.

- 7.5 The Committee shall have a Chair who shall be appointed, and may be removed, by the Committee. The Chair shall serve for a term of office of three years, which may be renewable.
- 7.6 The quorum of the Committee shall be three. If the Chair is unable or unwilling to Chair the meeting (or in the event of a vacancy in the office of Chair), the Committee will appoint a Chair for that meeting only from those present of its members.
- 7.7 The Committee shall regulate its proceedings in accordance with these operating procedures and subject to any other direction from the Board.
- 7.8 The Committee shall cause minutes to be made of all proceedings at meetings of the Committee, including the names of the members present at each meeting.
- 7.9 Meetings of the Committee may be convened by either the Chair or the member of the Executive team acting as Secretary and at least seven days' notice of the meeting shall be given to members.
- 7.10 All members of the Committee are members in their own right. There is no procedure for alternative attendees.
- 7.11 In the event of the need for a vote, it will be by the voting of those members present in person or via other communication media, alone. The Chair shall have a casting vote.
- 7.12 Meetings of the Committee may be held by teleconference or videoconferencing, or any other means that enables its members to participate at the same time.
- 7.13 The President, Chair and Deputy Chair of CIEH shall be entitled to attend meetings of the Committee and participate in discussions. Unless appointed as a member of the Committee they shall hold no voting rights.
- 7.14 The Chief Executive, or his/her representative, shall normally be in attendance at meetings of the Committee and the Chair may also ask others to attend in a non-voting capacity.
- 7.15 The Committee shall be accountable to the Board and will submit regular reports, along with the approved minutes of all meetings.
- 7.16 The primary function of the Committee is to assess, consider and determine applications for awards made to the Environmental Health Welfare Fund. It shall ensure that there is a clear and transparent process in place and appropriate provision for data management and the confidentiality of applications.
- 7.17 From time to time (and no less than once every two years), the Committee shall seek the approval of the Board to the processes outlined at 7.16.
- 7.18 The Committee shall have up to five members, and will compose of:
  - 7.18.1 An independent member (with relevant experience in fundraising or grant-making, who may not be a member of CIEH nor its Board), appointed by the Environmental Health Welfare Fund Board.

7.18.2 A member of the Environmental Health Welfare Fund Board, appointed by that Board.

7.18.3 Up to three other persons, (all of whom must be members of CIEH, but none of whom may be members of the Environmental Health Welfare Fund Board nor employees of CIEH), appointed by the Board.

7.19 The policy of the trustees of the Fund is that appointments to the Committee (other than that of the Environmental Health Welfare Fund Board member) will be made on the recommendation of CIEH's Appointments and Remuneration Committee, using processes similar to those in place for CIEH's committees and advisory groups.

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**Agreed** by the Environmental Health Welfare Fund Board on 26 April 2018.

**To be reviewed before 31 March 2020.**