



Board of Trustees, supporting committees and advisory group

Operational Procedures

1. Introduction

- 1.1 This document sets out the operational procedures for the Board of Trustees (Board) and its Finance Committee, Risk and Audit Committee, Appointments and Remuneration Committee and Membership, Learning and the Profession Advisory Group.
- 1.2 These Operational Procedures are made in accordance with the General Regulations.

2. Board of Trustees

- 2.1 The Board is the ultimate decision-making body for CIEH and any subsidiaries. The law defines the trustees (that is, the members of the Board) as “the persons having the general control and management of the administration of (the) charity”.
- 2.2 Trustees are responsible for ensuring the strategic direction, structures, systems and operation of CIEH accord with the law, CIEH’s Charter, Byelaws and General Regulations. The Board guides all aspects of CIEH’s work and decision making and ensures that CIEH remains true to its charitable mission, the objects in its Charter, solvent and sustainable.
- 2.3 CIEH has a wholly owned subsidiary company, CIEH Limited. It is the policy of the Board that the Board members of CIEH Limited will be the members of the Board of Trustees plus the Chief Executive. The Board shall exercise CIEH’s power as sole shareholder of CIEH Limited to appoint and remove its directors, in accordance with company law.

3. Composition of the Board

- 3.1 The Board consists of up to 13 trustees: the President, (appointed by the Board, subject to a confirmatory vote by members), up to nine trustees elected by members and up to three other trustees (appointed by the Board). The Appointments and Remuneration Committee is responsible for making recommendations, to the Board, for appointment of the President and appointed trustees. The Chief Executive is responsible for making arrangements for member elections, subject to any election rules that are agreed by the Board.
- 3.2 At all times, one member of the Board shall be a person who has recent and relevant financial experience. This experience shall be sufficient to allow them to engage competently with financial management and reporting in the organisation and associated assurances. This person may be either a member of CIEH or not.
- 3.3 All trustees serve a three-year term of office, from the date of their appointment taking effect. The maximum service is six years (consecutive or otherwise), as set out in clause 3.3. Service as President is subject to a three-year maximum term.
- 3.4 Any trustee having served six years in office is ineligible to seek election or appointment to the Board until a period of three years has passed between the end of that six-year term (consecutive or otherwise) and the date on which they would take up a new appointment to the Board.
- 3.5 Any trustees elected will take office on the day following that on which the election result is declared (where elected to fill a role that is currently vacant) or on the date following that on which a previous postholder demits office (where an election is held in anticipation of a forthcoming vacancy).
- 3.6 The election of persons to fill vacancies as an elected trustee shall be by a ballot of Members. The Board shall approve an electoral process to ensure that, where possible, elections to vacancies are planned in advance of such vacancies occurring.
- 3.7 Any member of CIEH of good standing shall be eligible to be nominated as a candidate in such an election, subject to being proposed and seconded by members of CIEH, in accordance with the relevant election rules.
- 3.8 In the event that there are insufficient candidates elected to fill the number of vacant elected Board roles at any particular election, any such remaining vacancies will be held unfilled and nominations will be sought, no sooner than 84 days after the closing date for nominations for the election where insufficient nominations were received and no later than 126 days after such date
- 3.9 In the event of an elected trustee ceasing to hold office, for whatever reason, before the date on which their term of office would otherwise have come to an end, nominations for the resultant vacancy will be sought no later than 84 days after such a vacancy arising.

- 3.10 Any trustees appointed will take office on the day following that on which their appointment is confirmed by the Board (where appointed to fill a role that is currently vacant) or on the date following that on which a previous postholder demits office (where an appointment is made in anticipation of a forthcoming vacancy). It shall be open to the Board to appoint such a member for a further term, subject to clauses 3.2 and 3.3.
- 3.11 A trustee shall vacate office immediately if:
- 3.11.1 Having been elected to the Board as a member of CIEH, they cease to be such a member
 - 3.11.2 They resign by notice in writing to the Chief Executive
 - 3.11.3 Having been elected to the Board, they no longer meet the eligibility criteria for that election
 - 3.11.4 If they become incapable by reason of any health impairment
 - 3.11.5 In accordance with the relevant CIEH procedure, they are found to have impaired fitness to practise or are found guilty of a disciplinary offence or have a licence to practise revoked by any other regulatory or professional body
 - 3.11.6 They are removed from office by decision of a panel convened under the provisions of the Code of Conduct for Governance Officeholders
 - 3.11.7 They have a criminal conviction or a caution (or the equivalent in any other jurisdiction), which is unspent under terms of the Rehabilitation of Offenders Act 1974
 - 3.11.8 A receiving order in bankruptcy is made against them or they make any arrangement or composition with his or her creditors (or the equivalent in any other jurisdiction)
 - 3.11.9 They have been absent from two consecutive meetings of the Board (otherwise than through illness or other reasonable cause) and the Board shall resolve to terminate their membership
 - 3.11.10 In respect of elected trustees, the Voting Members of CIEH in General Meeting resolve that they be removed from membership of the Board
 - 3.11.11 In respect of any trustee, the Board determines that they be removed from membership of the Board, in accordance with the provisions of Clause 3.13 of these procedures.
- 3.12 The Voting Members of CIEH in General Meeting may remove any elected trustee from their membership of the Board before the expiration of their period of office and may (by a simple majority of the Voting Members present in person or by proxy and voting at the Meeting) appoint another person to be a trustee in their place. The person so appointed shall hold office during such time only as the removed member would have held office if they had not been removed.
- 3.13 The Board may remove any trustee from their membership of the Board before the expiration of their term of office, in the event of concerns related to their performance in the role. A resolution to that effect 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. A simple majority is required for removal from office. Any person so removed is eligible subsequently to apply for reappointment or (if they meet the relevant membership criteria) to be nominated for election to the Board. Any vacancy arising as a result of

the removal of an elected trustee under the provisions of this clause will be filled by the election process set out at Clause 3.9 of these procedures.

- 3.14 No member of the staff of CIEH (or any of its subsidiaries) shall be eligible to become a trustee or a member of the Board's committees or its advisory group during the period of their employment, nor for a further three years after the end of their employment contract.
- 3.15 Members of the Board may serve on any of the Board's committees and its advisory group, having been appointed in their role as a member of the Board. They may not serve as a member of such a committee or group in any other capacity and any such appointment will end automatically on the date of their appointment to the Board.
- 3.16 Members of the Board may not be paid for any work for, or on behalf of, CIEH.

4. Chair and Deputy Chair

- 4.1 The Board will elect a Chair and Deputy Chair from amongst its number by simple majority vote. The Chair and Deputy Chair will hold office for three years, for a maximum of two full consecutive terms, subject to remaining members of the Board and not having reached the maximum term of office for Board members. In the absence of both the Chair and Deputy Chair, the Board will elect a chair for that meeting.
- 4.2 The Board may resolve to remove the Chair or Deputy Chair before the end of their term of office, in the event of concerns related to their performance in the role. A resolution to that effect 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. A simple majority is required for removal from office. Any person so removed is eligible to stand for re-election under the provisions of clause 4.3. Removal from either post does not revoke that person's membership of the Board.
- 4.3 When a vacancy occurs for the Chair or Deputy Chair, for whatever reason, the Board will elect a replacement, for a three-year term under the provisions of clause 4.1

5. Advisers to the Board

- 5.1 The Board will be supported and advised by the chairs of its committees and advisory group, the Chief Executive and members of their 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.

6. Chief Executive role and function of Executive

- 6.1 The Board shall make appropriate arrangements for the supervision, support and appraisal of the Chief Executive. This will be led by the Chair who will be supported by the Deputy Chair and the President.
- 6.2 The Board is responsible for ensuring that there is a formal mechanism for setting the remuneration of the Chief Executive, through its Appointments and Remuneration Committee.
- 6.3 The Chief Executive is responsible for the functioning and management of the organisation, with appropriate delegated authority from the Board effectively to undertake this function. The Chair will work closely with the Chief Executive to:
 - 6.3.1 Formulate, implement and review the organisation's mission and strategic plan
 - 6.3.2 Be responsible for overall leadership of the organisation.
 - 6.3.3 Ensure that the Board receives appropriate advice and information on all relevant matters to enable it to fulfil its governance responsibilities.

7. Frequency of meetings

- 7.1 Trustees will meet a minimum of three times per year, but as often as the Board determines to be appropriate.
- 7.2 The format of Board meetings will be determined by the Board and may include "virtual" meetings using video or audio communication media (where participants can, as a minimum, hear each other clearly).
- 7.3 A quorum of six trustees is required at each meeting. If a quorum is not achieved the Chair shall adjourn the meeting and seek an alternative date to meet, such date to be determined by the Chair. Members present by other communication media form part of the quorum.
- 7.4 The Chair and Chief Executive, acting jointly, may vary the date and/or time of any scheduled meeting if required.
- 7.5 Additional meetings of the Board will be called at the request of the Chair or by a written request supported by a majority of members of the Board.
- 7.6 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 CIEH unless specifically authorised to do so.
- 7.7 The Chair shall have a casting vote, that is to say a second vote which they may choose to use in the event of a tie in any vote. The Chair shall not be obliged to use their initial or casting vote and, in the event that they do not, any resolution or proposal which results in a tied vote will fail.

8. Role of the Board of Trustees

- 8.1 The role of the Board includes, but is not limited to:
- 8.1.1 Ensure that the organisation complies with the Charter, Byelaws and all applicable law
 - 8.1.2 Further the charitable objectives of the organisation in the pursuit of public benefit
 - 8.1.3 Regularly review and approve the strategic objectives of the organisation in collaboration with the Chief Executive and the Executive Management Team
 - 8.1.4 Approve and ensure that the policy and practices of the organisation are in keeping with the charitable objectives and monitor performance against them
 - 8.1.5 Ensure that the needs of members and stakeholders are considered in the development of policy and practices
 - 8.1.6 Oversee the development and delivery of policies and campaigns designed to raise awareness of the environmental health profession, and those who work within it, for the benefit of the public
 - 8.1.7 Support the annual meeting and other special meetings as required
 - 8.1.8 Take legal and financial responsibility to safeguard the assets and the continuity of the organisation including the duty of prudence to ensure that the charity is and will remain solvent. Use charitable funds and assets reasonably and only in the furtherance of the organisation's objectives
 - 8.1.9 Approve CIEH's annual budget and any changes to that
 - 8.1.10 Be satisfied, through reporting from the Finance Committee and the Risk and Audit Committee, that financial information is accurate and controls are robust and appropriate
 - 8.1.11 Set and maintain a framework of delegation, approving business cases and expenditure that falls outside that framework and, also, investment strategy, policy and mandates including the appointment of investment consultants and managers
 - 8.1.12 Act always in the interests of the organisation
 - 8.1.13 Approve risk appetite and risk policy and take appropriate steps to manage the organisation's exposure to significant risks (including the taking of professional advice, where appropriate)
 - 8.1.14 Ensure that no payments (other than the reimbursement of expenses in connection with their role as a trustee, committee member or advisory group member) are made to individual trustees, in accordance with clause 3.13
 - 8.1.15 Safeguard the wellbeing of the employees including workplace safety and other relevant legal requirements
 - 8.1.16 Ensure appropriate procedures are undertaken in the appointment, appraisal, personal development and performance monitoring of the Chief Executive, in accordance with clause 6.1
 - 8.1.17 Uphold and apply principles of equality and diversity and ensure that the organisation is fair and open to all sections of the community in all its activities
 - 8.1.18 Develop and implement a policy to review and assess its own performance, that of individual trustees and of all relevant supporting committees and groups.
 - 8.1.19 Periodically carry out strategic reviews of all aspects of the organisation's work and use the results to inform positive change and innovation
 - 8.1.20 Nominate representatives on other relevant bodies

9. Delegated powers

- 9.1 Trustees have the ultimate responsibility for the governance of CIEH. 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, advisory groups and employees as appropriate. The Board will maintain a Schedule of Delegations to record such delegation. The Board has the power to review decisions made under that scheme (other than those relating to fitness to practise matters and matters related to decisions under the Code of Conduct for Governance Officeholders).
- 9.2 The Board shall delegate such duties and responsibilities to enable the Chief Executive effectively to manage the organisation and implement agreed policies and plans in accordance with the mission and objects.

10. Agenda setting

- 10.1 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.
- 10.2 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 that the Board consider the item.

11. Financial impact

- 11.1 The finances and the accounts of CIEH including the activities and liabilities incurred by the Board, supporting committees, advisory group and employees will be managed according to the current Financial Regulations.

12. Amendment of Operational Procedures

- 12.1 These Operational Procedures may be amended 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.

13. Delegated Structure below the Board

- 13.1 The delegated structure below the Board will consist of an advisory group and two committees:
- 13.1.1 Membership, Learning and the Profession Advisory Group
 - 13.1.2 Finance Committee
 - 13.1.3 Risk and Audit Committee

13.1.4 Appointments and Remuneration Committee

- 13.2 Groups and Committees are governed by this clause as well as their individual regulations. In the case of an inconsistency between this clause and the individual regulation, the terms of the individual regulation will prevail.
- 13.3 The term of office on each Group/Committee shall be three years, renewable, provided that no member may serve for more than six years on the Group/Committee.
- 13.4 A member of the Group/Committee shall cease to be such if:
- 13.4.1 Being appointed as a member by the Board, that appointment is ended; or
 - 13.4.2 They fail to attend two consecutive meetings of the Group/Committee without the prior consent of the Chair of that Group/Committee.
 - 13.4.3 They offer their resignation from the Group/Committee.
- 13.5 The Group/Committee shall meet as often as it deems necessary to conduct its business.
- 13.6 The Group/Committee shall have a Chair who shall be appointed, and may be removed, by the Group/Committee (other than the Chair of the Finance Committee who shall be directly appointed to that role by the Board). The Chair shall serve for a term of office of three years, which may be renewed.
- 13.7 The quorum of each Group/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 Group/Committee will appoint a Chair for that meeting only from those present of its members.
- 13.8 The Group/Committee shall regulate its proceedings in accordance with the Charter, Bye-laws, and all other operating procedures and subject to any other direction from the Board.
- 13.9 The Group/Committee shall cause minutes to be made of all proceedings at meetings of the Group/Committee, including the names of the members present at each meeting.
- 13.10 Meetings of the Group/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.
- 13.11 All members of Groups/Committees are members in their own right, be they elected or appointed. There is no procedure for alternative attendees.
- 13.12 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.
- 13.13 Meetings of the Group/Committee may be held by teleconference or videoconferencing, or any other means that enables its members to participate at the same time.

- 13.14 The President, Chair and Deputy Chair of CIEH shall be entitled to attend meetings of the Group/Committee and participate in discussions. Unless appointed as a member of the Group/Committee they shall not be entitled to vote.
- 13.15 The Chief Executive, or their representative, shall normally be in attendance at meetings of the Group/ Committee (other than the Appointments and Remuneration Committee) and the Chair may also ask others to attend in a non-voting capacity.
- 13.16 Unless detailed elsewhere in this operational procedure, the Group/Committee shall be advisory only.
- 13.17 The Group/ Committee shall be accountable to the Board and will submit regular reports, along with the approved minutes of all meetings.

14. Finance Committee

- 14.1 The primary function of the Committee is to assist the Board in its duty to supervise the broad direction of CIEH's financial affairs and advise the Board on CIEH's financial sustainability and short-term financial recovery.
- 14.3 The Committee shall have up to five members, and will compose of:
- 14.3.1 A qualified accountant or a person with recent, relevant financial management experience (who must not be a member of CIEH nor of its Board), appointed by the Board
 - 14.3.2 A member of the Board, appointed by the Board as Chair of the Committee
 - 14.3.3 Three other persons, (two of whom must be a member of the Board of whom one must have recent and relevant financial experience as outlined at 3.2 above and a further person who must not be a member of the Board but may be a member of CIEH), appointed by the Board
- 14.4 The terms of reference for the Finance Committee are to:
- 14.4.1. Review the financial operating model for CIEH to ensure financial viability of the organisation and make recommendations thereon to the Board
 - 14.4.2 Review annual business plans and budget and make recommendations thereon to the Board
 - 14.4.3 Review financial performance against plan and budget
 - 14.4.4 Approve financial reforecasts within limits agreed by the Board, or make recommendations for Board approval where the reforecast falls outside of those agreed limits
 - 14.4.5 Review CIEH's Delegated Authority schedule and make recommendations thereon to the Board
 - 14.4.6 Approve, within limits agreed by the Board, business cases of a significant nature on new initiatives, or make recommendations for Board approval where the reforecast falls outside of those agreed limits
 - 14.4.7 Review the investment strategy, policy and mandate and make recommendations thereon to the Board

- 14.4.8 Recommend the appointment of investment consultants or managers to the Board
- 14.4.9 Review the performance against long term objectives and ensure compliance with policy and mandate
- 14.4.10 Review, periodically, investment fees and value for money
- 14.4.11 Monitor liquidity to ensure that spending commitments can be met
- 14.4.12 Report to the Board after each meeting on relevant matters
- 14.4.13 Obtain any necessary external professional advice to enable the Committee to carry out its responsibilities effectively
- 14.4.4 Review its own effectiveness and make recommendations to the Board

15. Risk and Audit Committee

- 15.1 The Board will be supported in its governance work by a Risk and Audit Committee. The Committee will be responsible for making recommendations to the Board in respect of risk appetite and risk policy and ensuring that CIEH's risk policy and management is operating effectively through regular review of the risk register.
- 15.2 The primary function of the Committee is advisory, to work with the Chief Executive and the Executive Management Team to review, monitor, evaluate, analyse and report on findings. The Committee acts as "a critical friend" of CIEH and provides an independent review process and considers action necessary both to mitigate and oversee effectively the risks to the organisation.
- 15.3 The Committee shall have up to five members, and will compose of:
 - 15.3.1 A qualified accountant (who need not be a member of CIEH but must not be a member of the Board), appointed by the Board
 - 15.3.2 A member of the Board, appointed by the Board
 - 15.3.3 Three other persons, (one of whom must be a member of CIEH and one of whom must not be a member of CIEH, but none of whom may be members of the Board), appointed by the Board
- 15.4 On at least one occasion in each calendar year, the Committee shall meet the external auditors without any members of the executive management team present. It may choose to do this more frequently if it wishes.
- 15.5 The terms of reference for the Risk and Audit Committee are to:
 - 15.4.1 Scrutinise and advise the Board on the external audit plan and subsequent audit report
 - 15.4.2 Approve the management letter and management's response
 - 15.4.3 Review the performance of the auditors and advise the Board of any changes to be made to their terms of reference
 - 15.4.4 Ensure that, on a date no later than five years after the previous review, a review and retender exercise of the providers of external audit services is undertaken and an appropriate proposal put to the next AGM

- 15.4.5 Review a framework for effective internal audit coverage and make recommendations to the Board thereon
- 15.4.6 Approve the internal audit plan
- 15.4.7 Ensure that audits are carried out in line with the internal audit plan
- 15.4.8 Examine reports on any special investigations and to advise the Board
- 15.4.9 Report to the Board after each meeting on relevant matters
- 15.4.10 Obtain any necessary external professional advice to enable the Committee to carry out its responsibilities effectively
- 15.4.11 Review its own effectiveness and make recommendations to the Board

16. Appointments and Remuneration Committee

- 16.1 The role of the Committee is to advise and make recommendations to the Board for appointments to the Board, its committees and advisory groups, to ensure that the skills and experience required for these roles are identified and to recommend to the Board matters related to remuneration and employment policy.
- 16.2 The Committee shall consist of:
 - 16.2.1 A member of the Board, appointed by the Board
 - 16.2.2 Two members of CIEH (who must not be a member of the Board), appointed by the Board
 - 16.2.3 Two non-members of CIEH (who must not be a member of the Board), appointed by the Board on the basis of their experience relevant to the role, for example an HR professional
- 16.3 The terms of reference of the Appointments and Remuneration Committee are:
 - 16.3.1 To review the composition (including the skills, knowledge and experience) required on the Board and identify any skills gaps on the current Board, whilst taking into account what skills and expertise are needed on the Board in the future.
 - 16.3.2 Once agreed, to assist in highlighting the key skills required by the Board, in correspondence relating to the election of new Board members
 - 16.3.3 If the skills gaps are not filled by election, to take a lead in identifying and recommending candidates for appointment in order to fill those skills gaps
 - 16.3.4 To recommend all appointments to Committees and Groups, other than where the Board is required to appoint one of its own members and those roles filled by election
 - 16.3.5 To recommend to the Board the framework policy for the remuneration package (including pension provision and performance related pay) of the Chief Executive and review the ongoing appropriateness and relevance of that policy
 - 16.3.6 To approve the design of and determine targets for any performance related pay schemes and approve the total annual payments made under any such schemes.
 - 16.3.7 To review and propose to the Board any significant changes in employment policy and employee benefits structures for CIEH staff

17. Membership, Learning and the Profession Advisory Group

- 17.1 The Advisory Group will support the Board by contributing to the review and formulation of strategy in respect of membership and the wider profession and for CIEH's qualifications and learning portfolio. It will assist the Board in ensuring that CIEH has a professional membership and qualification framework that support entry to and progression in a career in environmental health, underpinned by robust standards of conduct and ethics, in the public interest.
- 17.2 The Advisory Group shall consist of:
 - 17.2.1 A member of the Board, appointed by the Board
 - 17.2.2 Three voting members of CIEH (who must not be members of the Board), appointed by the Board
 - 17.2.3 Two academics in the field of environmental health (who may not be members of the Board and who may or may not be members of CIEH), appointed by the Board
 - 17.2.4 One person who is able to reflect the views of employers in the field of environmental health (but who is not eligible for appointment as an academic nor is a member of the Board and who may or may not be a member of CIEH), appointed by the Board
 - 17.2.5 One person who is neither a member of CIEH, nor of its Board, appointed by the Board
- 17.3 The terms of reference of the Advisory Group are to:
 - 17.3.1 Advise the Board of customer needs in the areas of membership, professional registration, learning, qualifications and the wider profession and to support CIEH in creating services and qualifications to respond to those needs
 - 17.3.2 Recommend to the Board policies relating to membership recruitment, engagement, retention, learning and qualifications and continuing professional development
 - 17.3.3 Ensure that there is a robust, transparent and fair policy for implementation of the ethical codes of CIEH
 - 17.3.4 Monitor actions taken in respect of the processing of complaints made against members of CIEH under the code of ethics and code of conduct for elected members, making recommendations to the Board when appropriate
 - 17.3.5 Advise the Board on membership grades, fee structure and the entry criteria for each grade
 - 17.3.6 Advise the Board on the structure, entry criteria and standards relating to the Chartered Registers as defined in Part 4 of the Byelaws
 - 17.3.7 Advise the Board on the governance of any sector or geographic groups
 - 17.3.8 Advise on matters relating to academic integrity of CIEH learning, including advising the Board on the approval of new learning programmes and qualifications and changes to existing qualifications; monitor the integrity of the examination process; receive and review examination statistics; review syllabi of existing qualifications and their assessment
 - 17.3.9 Report to the Board on the fulfilment of quality assurance compliance against those assurance mechanisms agreed for CIEH accredited qualifications

- 17.3.10 Assist CIEH in building strong and positive relationships with the HE and FE community
- 17.3.11 Review FE/HE policy and to consider the implications for CIEH's provision, advising of changes where appropriate.
- 17.3.12 Give on-going advice on entry requirements, exemptions and associated processes for CIEH accredited qualifications.

Agreed by the Board of Trustees on 30 November 2023

To be reviewed before 31 December 2024