

Regulations



The Regulations of the Chartered Institute of Personnel and Development (CIPD), also referred to as the Institute.

Subject to the provisions of the Charter and the Bye-laws, the Board may make such Regulations as it considers necessary or desirable for the purpose of carrying out the objects of the Institute and shall specify when such Regulations are to come into effect. Such Regulations may revoke, amend or add to, the Regulations from time to time in force.

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GENERAL MEETINGS

The Institute shall in each year hold an Annual General Meeting in addition to any other meetings held in that year and shall specify the meeting as such on notices calling it. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

1 Proceedings at General Meetings

- 1.1 If, within 15 minutes of the time appointed for the holding of a general meeting, the quorum of 30 Chartered members (Chartered Companions, Chartered Fellows, Chartered Members) is not present, the meeting shall stand adjourned to the same day in the fourth week thereafter (or, if that day is not a working day, the next working day) at the same time and place or to such other time and place as the Board may determine. If, at the adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the meeting, the Chartered members present shall be a quorum.
- 1.2 The President or, in his absence, the Chair of the Board, shall preside as chair at every general meeting, but if neither is present and willing to preside within 15 minutes after the time appointed for holding the meeting, the Chartered members present shall choose a member of the Board, or if no such member of the Board is present or if all the members of the Board present decline to take the chair, they shall choose a Chartered member present to preside.
- 1.3 The Board may, if it sees fit, permit non-voting members of the Institute to attend general meetings of the Institute and, with the permission of the chair of the meeting, to speak, but not to vote.
- 1.4 The chair of the meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business that might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, at least seven clear days' notice shall be given to Chartered members specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Except as described above, it shall not be necessary to give notice of an adjournment.
- 1.5 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded:
 - by the chair of the meeting; or
 - by at least one-third of the Chartered members present and having the right to vote at the meeting

A demand by a person as proxy for a Chartered member will be the same as a demand by the Chartered member him/herself.

- 1.6 Unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect is made in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 1.7 The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the chair of the meeting. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 1.8 A poll should be taken as the chair of the meeting directs and the chair may appoint scrutineers (who need not be Chartered members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 1.9 In the case of an equal number of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
- 1.10 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at a time and place as directed by the chair of the meeting, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 1.11 No notice needs to be given of a poll not taken immediately if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given, specifying the time and place at which the poll is to be taken.
- 1.12 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise for any want of qualification in any of the persons present or voting at that meeting.

2 Voting at General Meetings

- 2.1 On a show of hands every Chartered member present in person shall have one vote. On a poll, every Chartered member present in person or by proxy shall have one vote.
- 2.2 No Chartered member shall be entitled to vote at any general meeting unless all monies presently payable to the Institute by the Chartered member have been paid.
- 2.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
- 2.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or such other form as may be approved from time to time by the Board or as near thereto as circumstances allow:

The Chartered Institute of Personnel and Development

I,.....

of.....

being a Chartered Member of the Institute

hereby appoint

of.....

or failing him/her.....

of.....

as my proxy to vote on my behalf at the Annual (or Extraordinary or adjourned, as the meeting may be) General Meeting of the Institute to be held on the ... day of ... , 20 ... , and at any adjournment thereof.

This form is to be used in favour of/against* the Resolution (if more than one resolution specify how the form is to be used in respect of each resolution).

Unless otherwise instructed the proxy will vote as he/she thinks fit.

Signed this ... day of ... 20 ...

*Delete whichever is not desired

- 2.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
 - 2.5.1 be deposited at the office or at such other place within the United Kingdom as specified in the notice convening the meeting or in any instrument or proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument propose to vote; or
 - 2.5.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as described above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - 2.5.3 where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting or to the Legal and Governance Director or to any member of the Board.

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 2.6 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institute at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is taken or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE BOARD OF THE CIPD

The CIPD's Board are directors and also charity trustees with all the associated legal responsibilities. All the directors except the Chief Executive are non-executive and unpaid. The Charter and Byelaws give the Board authority to exercise all the powers of the Institute. As charity trustees, the Board is entrusted with the management and administration of the charity. The day to day operational management of CIPD and development of its strategy is delegated to the Chief Executive supported by the Senior Leadership Team and their Directorates.

The Chair of the Board is elected by Council to serve for a three year term which is renewable. Council also elect seven members of the Board, for three year renewable terms.

The President of the CIPD is elected as Head of the Institute by the Members at AGM. Other AGM elected posts are the Honorary Treasurer (who has a particular role in monitoring financial performance, planning and control systems) and the Vice President Membership and Professional Development who provides leadership in the definition, development and promotion of the Institute's professional standards.

The Chief Executive is the only Executive Board member and is responsible for the strategic development and operational management of the CIPD within the framework set by the Board. This is further delegated as applicable to the Senior Leadership Team under their respective portfolios.

1 Role of the Board

This can be summarised as:

- setting the broad strategic framework for the CIPD
- ensuring good governance of the Institute, including that it acts within the Charter and Byelaws, Charity Commission requirements and good practice and meets its other legal obligations
- satisfying itself that the activities of the Institute are in accordance with the agreed strategic direction
- ensuring that the executive management has the capacity and resources to meet the CIPD's objectives
- determining the budget, reviewing financial performance and ensuring that effective financial control and risk management systems are in place
- reviewing operational performance regularly.

2 Duties of the Board

The CIPD follows the same requirements as directors of companies for its Board members, namely:

- 2.1 General duty to act within powers
- 2.2 Duty to Promote Success of the Company
- 2.3 Duty to exercise Independent Judgment
- 2.4 Duty to Exercise Reasonable Care, Skill and Diligence
- 2.5 Duty to Avoid Conflicts of Interest
- 2.6 Duty Not to Accept Benefit from Third Parties
- 2.7 Duty to Declare an Interest in a Proposed Transaction

The Board is expected to exercise its judgment in “good faith” and paying due care, having obtained advice and information from executive management and external professional advisers as necessary.

3 Delegation

The Board has four Committees to which it has delegated certain functions. More information on the role of these committees are in later sections of these Regulations.

4 General Competencies required of Board members

- 4.1 Strategic direction – able to contribute to realising the vision, values and purpose for CIPD, and ensure CIPD has the resources – people and financial – to achieve its goals. A person with the ability to think and plan ahead strategically.
- 4.2 Demonstration of broad HR and business leadership skills and acumen.
- 4.3 Business judgement – able to weigh evidence and analyse ideas before reaching an independent and objective conclusion, including an understanding of financial information at a complex business level, assimilating information quickly and effectively.
- 4.4 Governance – able to ensure CIPD is governed with integrity and probity, and bringing those qualities, independence and an appreciation of charity governance to the role.
- 4.5 Relationships – able to work supportively and build team cohesiveness with fellow Board members and the Senior Leadership Team, while at the same time, constructively probing, challenging and adding value to the strategic direction, decision-making and performance of CIPD.

In addition, members of the Board:

- must prepare for and attend meetings
- must be able to hold office for at least one term of three years. Terms are renewable subject to re-election by CIPD’s Council or Members in general meeting
- must abide by CIPD’s policies on Conflict of interest, matters of confidentiality and CIPD Board ground rules and behaviours
- must be eligible to serve as a charity trustee and director and execute the Trustees’ undertaking
- are not able to act in a representational capacity (this recognises the fact that membership of the Board carries with it collective responsibility).

5 Charity Trusteeship, conflicts of interest and disqualification

In summary, charity trustees are entrusted with directing the affairs of the Charity, 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. Trustees must ensure that the charity complies with charity law, with the requirements of the Charity Commission as regulator and that it does not breach any of the requirements of rules set out in its governing document (Charter).

It is also a rule of charity law that a charity trustee should not benefit from their charity or place themselves in a position where their duty as a charity trustee could conflict with their personal interest. There is a separate section on conflicts of interest within these Regulations.

By Section 178 of the Charities Act 2011, a person is disqualified from acting as a charitable trustee if he or she:

- has an unspent conviction for any offence involving dishonesty or deception
- is an undischarged bankrupt
- has made a composition or arrangement with creditors (for example, entered into an Individual Voluntary Arrangement [IVA] or a creditors' voluntary arrangement)
- has been removed from the office of trustee of a charity by an order made by the Charity Commission or the High Court on grounds of misconduct or mismanagement of a charity
- has been removed from being concerned in the management or affairs of any body by the Court of Session under the Charities and Trustee Investment (Scotland) act 2005
- is disqualified as acting as a company director.

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1 Purpose

The purpose of the Audit Committee, on behalf of the Board, is to ensure that the Institute operates effective processes of financial reporting and control, and of risk management, so that the Board is equipped to carry out its governance responsibilities.

2 Roles and responsibilities

The roles and responsibilities of the Audit Committee shall be:

2.1 Financial statements

To monitor the integrity of the financial statements of the Institute, reviewing significant financial reporting judgements contained in them, taking into account:

- the consistency of accounting policies both on a year-to-year basis and across the group
- decisions requiring a major element of judgement
- the extent to which the financial statements are affected by any unusual transactions
- clarity of disclosures
- significant adjustments resulting from the audit
- going concern assumptions
- compliance with accounting standards and charity Statement of Recommended Practice (SORP)
- compliance with legal requirements.

2.2 Risk management and internal control

To review the Institute's statement on internal control systems prior to endorsement by the Board and to review the policies and process for identifying and assessing business risks and the management of those risks by the Institute.

2.3 External audit

- 2.3.1 To make recommendations to the Board in relation to the appointment, remuneration and terms of engagement of the external auditor. This shall include any questions of resignation or dismissal.
- 2.3.2 The Audit Committee shall ensure that key partners within the appointed firm are rotated from time to time.
- 2.3.3 To keep the relationship with the auditors under review and to monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant UK professional and regulatory requirements.

- 2.3.4 This shall include discussion with the external auditors concerning such issues as compliance with accounting standards and any proposal the external auditors have made in respect of the company's internal auditing standards.
- 2.3.5 To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
- 2.3.6 To meet with the external auditors at least twice a year, once at the planning stage when the scope of the audit is considered, and once post-audit at the reporting stage, and ensure that any auditor's management letters and management's responses are reviewed.

2.4 Internal audit

- 2.4.1 Internal audit, although currently outsourced, is a management function reporting to and appointed by the Chief Executive.
- 2.4.2 Internal audit reports will be copied to the Honorary Treasurer and to the Legal and Governance Director.
- 2.4.3 A summary of internal audit recommendations and actions taken will be made at each meeting of the Audit Committee.
- 2.4.4 The internal auditors have right of access to the Honorary Treasurer as Chair of the Audit Committee (and vice versa) but do not normally attend the Audit Committee.

2.5 Pensions

To review the Institute's staff pension fund liabilities and the annual financial statements covering them, where not reviewed by the Board as a whole.

2.6 Whistle-blowing

To ensure that processes are in place to allow whistle blowing in the case of financial irregularity.

3 Authority and resources

- 3.1 The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Audit Committee.
- 3.2 The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise and experience if necessary.
- 3.3 The Board shall ensure that the Audit Committee is provided with sufficient resources to undertake its duties.

4 Membership, Chair, Secretary, Quorum

- 4.1 The Audit Committee shall consist of at least three and not more than six non-executive members of the Board, to include the Honorary Treasurer. All should have recent and relevant financial experience and be competent in business management. If necessary, they should undertake training and call upon such professional expertise as might be required to ensure they have available the skills to do the job.
- 4.2 The Chief Executive, Director of Operations and a representative of the external auditors shall normally be invited to attend meetings.
- 4.3 Members shall normally be appointed at the June meeting of the Board, on the recommendation of the Chair and Honorary Treasurer, and shall hold office for two years, subject to the members concerned continuing to serve on the Board. In appointing members, the Board should ensure that the members of the Audit Committee collectively have the necessary business, reporting, auditing and governance expertise to fulfil their responsibilities diligently, calling on external expertise as necessary.
- 4.4 The external auditors may request that at least part of a meeting be held without management present.
- 4.5 The Honorary Treasurer shall be the Chair of the Audit Committee.
- 4.6 The Legal and Governance Director shall be the Secretary of the Audit Committee.
- 4.7 A quorum shall be three members, including the Honorary Treasurer or nominee, who must be a member of the Board.

5 Frequency of meetings

Meetings shall be held not less than twice a year. The external auditors may request an additional meeting if they consider it necessary, as may any two members of the Audit Committee or the Honorary Treasurer.

6 Reporting

- 6.1 The Audit Committee shall make a report to the meeting of the Board immediately after each meeting of the Audit Committee.
- 6.2 The (statutory) Annual Report shall contain a section on the role, responsibilities and activities of the Audit Committee.
- 6.3 The Honorary Treasurer will deal with questions at the Annual General Meeting concerning the activities of the Audit Committee.

TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

1 Purpose

The Nominations Committee is a subcommittee of the Board.

The principal aim of the Committee is to establish succession planning for the Institute by ensuring a good supply of high quality candidates to serve on the Institute's Board. By doing so it will ensure a formal, rigorous and transparent procedure for their appointment.

2 Membership

The committee comprises the Chair of the Board (Chair), and two others, at least one of whom must be a current Board member. Appointments to the Committee are agreed by the Board and run concurrently with the remainder of an individual's Board term or two years (renewable) if not a Board member.

The Legal and Governance Director is the Secretary to the Committee.

3 Frequency of meetings

The committee shall meet at least once a year and otherwise as required. The majority of members will form a quorum. In between meetings wherever possible, it will form the interview panel to choose the recommended candidates for appointment.

4 Powers

The committee shall:

- 4.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes
- 4.2 give full consideration to succession planning for the Board in the course of its work and the skills and expertise needed on the Board in the future
- 4.3 be responsible for identifying and nominating (for the approval of Council or Members in general meeting as appropriate) via the Board, candidates to fill Board vacancies as and when they arise
- 4.4 before any appointment is made, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this evaluation, prepare a description of the role and capabilities for a particular appointment
- 4.5 In identifying suitable candidates for appointment, the committee shall:
 - use open advertising or the services of external advisers to facilitate the search
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time to devote to the position
 - ensure that business interests that may result in a conflict are disclosed.

5 Reporting responsibilities

The Chair will report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall make whatever recommendation it deems appropriate on any area within its remit where action or improvement is needed.

The President

Purpose of role

The principal duty of the President, as the most senior non-executive within the CIPD, will be to provide inspirational leadership in shaping its agenda and increasing its impact.

Overseeing the Chief Executive and working closely with the Chair of the Board and Honorary Treasurer, the role requires an ambassador with a natural ability to inspire those around them.

Role and responsibilities

The President is elected at the AGM to serve for a term of three years and during that time will actively guide and support the CIPD in the performance of its primary purpose: to champion better work and working lives by improving people management and development practices for the benefit of individuals, businesses, the economy and society.

The specific contribution which the President will bring to the role will undoubtedly be influenced by the candidate's background, experience and skills, but will include:

- acting as an ambassador of CIPD at the highest level, championing the organisation and its purpose
- enhancing CIPD's links with the wider business community
- promoting and sharing the vision, strategy and values of CIPD
- supporting the Chief Executive and Senior Leadership Team in leading the debate for HR and learning and development, able to adapt to the fast pace of change in the world of work and centrally placed to influence future developments in the HR profession
- actively overseeing the CIPD's strategic framework and the Chief Executive's objectives in support of its direction and focus
- encouraging open discussion and thought on key issues, new initiatives and innovations so that the CIPD remains relevant to its membership and the wider business community.

Specific responsibilities of the role include:

- acting as a critical friend and mentor to the Chief Executive
- working in a collaborative way with the Chair of the Board, giving advice and support as required
- agreeing the Chief Executive's objectives and managing his/her performance as well as approving the CEO's remuneration and contractual arrangements via the Remuneration Committee
- attending and participating in Board meetings on a quarterly basis (this is desirable as the President will be a Trustee of the CIPD, but not essential)
- presiding at the AGM (and any SGM's called), helping to formulate the agenda, direct proceedings and ensuring actions are effectively followed up
- attending other events, including those held at head office in Wimbledon, at branches and conferences, but, being mindful of the fact that the successful candidate is also likely to hold a demanding full-time role, there will be some flexibility in this respect.

Knowledge, qualifications and experience

The successful candidate will bring leadership skills gained at CEO or other high-executive level in a large organisation. Experience of operating in a complex stakeholder context is also important, whether in the private, public or voluntary sector.

The candidate should also be able to show evidence of active involvement or interest in HR and people development, and be in touch with the latest developments in this field.

Personal qualities

The successful candidate must possess the authority and gravitas, based on his/her professional standing in the business world as well as personal qualities, to be able to act as advocate and spokesperson for CIPD at both national and international levels.

The candidate must also model CIPD's values – purposeful, agile, collaborative and expert – in his/her day-to-day professional life.

Commitment and accountability

The President should be able to spend one to two hours per week on CIPD affairs. He/she would not be expected to hold another CIPD office during the three-year term of presidency.

The President is accountable in his/her role to the CIPD Membership.

The Chair of the Board

Purpose of role

The primary purpose of the Chair of the Board (Chair) is to provide strong leadership and direction to the CIPD's Board and its committees, ensuring that it operates to the highest standards of governance.

Working closely with the Chief Executive, President and Honorary Treasurer, the role requires a natural leader and skilful communicator.

Principal responsibilities

The Chair is elected by Council to serve for a term of three years and may be elected to serve a second term in office.

The principal responsibilities of the role will include:

- Chairing CIPD's Board meetings, held on a quarterly basis:
 - ensuring it works effectively in setting and achieving the CIPD's strategy
 - promoting a culture of discussion, balanced participation by all Board members and collective decision-making
 - ensuring that the Board as Trustees fulfil their responsibilities in the governance of the CIPD and it is run in accordance with their decisions, its Charter and appropriate legislation
 - liaising with the Legal and Governance Director with the drafting of agendas for Board meetings
 - calling on additional advice where required to facilitate Board decision-making with regard to charity or related compliance.
- supporting the setting of the Chief Executive's objectives and the management of his/her performance as well as approving the CEO's remuneration and contractual arrangements via the Remuneration Committee
- establishing a strong and open relationship with the Chief Executive and President providing leadership and support by demonstrating expertise and insight into the purpose, strategy and values of CIPD
- ensuring the effectiveness of the Board as a whole is reviewed on an annual basis, and that regular conversations take place with individual Board members on their contribution and impact
- chairing the Nominations Committee to ensure effective Board renewal and succession management
- attending and on occasion chairing the formal meetings of Council (usually held twice a year) and presenting the activities of the Board
- ensuring stakeholders are kept adequately informed of affairs of the CIPD and have confidence in the oversight provided by the Board.

Knowledge, qualifications and experience

The successful candidate will need to demonstrate leadership skills gained at a senior level and ideally have held a position on the decision-making body of an organisation whether in the private, public or voluntary sector.

The candidate is also likely to work in the field of people management and development, and should be in touch with the latest developments in this sphere.

Personal qualities

The successful candidate must possess the skills and experience to lead and inspire the Board in an engaged and informed manner.

It is also important that the candidate acts with high integrity and demonstrates CIPD's values – purposeful, agile, collaborative and expert – in his/her professional life.

Commitment and accountability

The Chair should be able to spend around two to three hours a week on CIPD affairs. He/she would not be expected to hold another CIPD office during the three-year term of office.

The Honorary Treasurer

Objective and scope of position

The primary objective of the Honorary Treasurer is to ensure that:

- Adequate funds are available to meet the immediate and long-term requirements of the Institute.
- The Institute's financial affairs are effectively planned, managed and controlled in relation to the objectives of the Institute and as laid down in the Charter and Bye-laws.

As a member of the Board, he/she will also contribute to the strategic direction of the Institute as a professional body and to the general oversight of its affairs.

Principal responsibilities

The Honorary Treasurer will advise the Board on financial policy and performance:

- recommending appropriate policies relating to the Institute's income and expenditure and the general management of its finances in relation to foreseeable requirements
- advising on the building-up of appropriate financial reserves to meet possible contingencies, rising costs and the future development of the Institute
- reviewing, in conjunction with the Chair of the Board and the Chief Executive, current investments held by the Institute and recommending any appropriate changes in investment policy.

The Honorary Treasurer will take the lead on behalf of the Board for the effective planning, management and control of the Institute's financial affairs within agreed policies, including:

- chairing the Audit Committee and liaising closely with the Chief Executive to ensure that effective financial control is maintained
- monitoring actual financial performance and forecasting against budget and advising the Board whether to authorise expenditure beyond the original budget or otherwise vary performance targets
- leading in ensuring that branch funds are properly used and that branch treasurers are resourced and competent to exercise their responsibilities
- overseeing preparation of the annual budget for the Institute for approval by the Board
- presenting annual accounts of the Institute to each Annual General Meeting of members.

Position relationships

The Honorary Treasurer:

- is elected at the Annual General Meeting to serve for three years
- has no direct control over CIPD headquarters staff although will work closely with them, in particular the Chief Executive and the Head of Finance. Visits headquarters regularly and scrutinises a range of reports covering current and future financial performance.

Person specification

The successful candidate:

- will ideally be a Chartered member (i.e. Chartered Companion, Chartered Fellow or Chartered Member) of the Institute
- is likely to be in a senior position in personnel and development and should be in touch with the latest developments in the field
- must have recent and relevant financial experience and be competent to supervise the financial affairs of the Institute and to chair the Audit Committee
- must be in a position to devote a reasonable amount of time to Institute affairs during his/her period in office, including visits to headquarters as required
- should be available to serve for three years in the interests of continuity
- must be eligible to serve on the Board.

It is desirable that no more than one honorary officer of the Institute should come from the same organisation at a given time.

Honorary Expert Advisers

There may be Honorary Expert Advisers of the Institute who shall be appointed as the Regulations shall prescribe. Their principal responsibilities in respect of their designated portfolio may include:

- ‘horizon scanning’ – acting as the eyes and ears of the HR profession regarding emerging trends and influences, providing commentary on what could add value and deliver results
- bringing additional focus and expertise on key issues facing CIPD and the world of HR and L&D, providing insights to inform CIPD research, public policy or campaigning
- acting as an ambassador, leverage point and critical friend for work done by viewpoints and outputs of the CIPD, giving voice and support in the public domain
- building and facilitating connections.

The nominated advisers will be agreed by the Board and will typically act for a period of one to two years.

TERMS OF REFERENCE FOR THE PEOPLE, CULTURE AND REMUNERATION COMMITTEE

1 Purpose, role and responsibilities

- 1.1 The People, Culture and Remuneration Committee is a subcommittee of the Board.
- 1.2 The purpose, role and responsibilities are:
 - 1.2.1 to keep succession planning for the CIPD Chief Executive under review and take responsibility for the process of recruiting a new Chief Executive when a vacancy arises, subject to specific authority being given by the Board when this responsibility is exercised
 - 1.2.2 to agree the Chief Executive's objectives and ensure his/her performance is effectively managed
 - 1.2.3 to review and approve the appointment of directors to the Senior Leadership Team as proposed by the Chief Executive
 - 1.2.4 together with the Chief Executive to keep succession planning for the Senior Leadership Team under review
 - 1.2.5 to determine, monitor and approve the remuneration and contractual conditions of the Chief Executive and Senior Leadership Team, ensuring that where applicable any termination terms are fair to the individual and the CIPD
 - 1.2.6 to consider any major change in employee benefit structures throughout the CIPD and ensure all provisions regarding disclosure of remuneration including pensions are fulfilled
 - 1.2.7 to approve the design of any performance related pay scheme implemented by the CIPD and any bonuses payable to members of the Senior Leadership Team under the terms of any schemes
 - 1.2.8 to analyse performance in terms of the directors' contribution to the performance and success of the CIPD, ensuring these are key considerations in the level and structure of pay awarded
 - 1.2.9 to monitor and review all issues relating to the organisational culture and values of the CIPD, drawing as necessary on data and narrative insights from the People and OD directorate, to ensure that the culture of the CIPD and well-being of the workforce are consistent with the long-term strategy and purpose
 - 1.2.10 to ensure an understanding of stakeholder insights when monitoring the organisational culture. These insights should include, but are not limited to, insights from members and evidence from the stakeholder communities
 - 1.2.11 to review and approve the People Report within the CIPD Annual Report.

2 Composition and professional advice

- 2.1 The committee comprises the Honorary Treasurer, the Chair of the Board, an independent Board member and a staff member. The quorum for meetings is three and meetings may be held by teleconference.
- 2.2 The committee may determine what external professional advice is required to assist its work, taking into account the professional expertise on the committee. Such professional advice will be paid for by the CIPD.
- 2.3 Other individuals such as the Chief Executive, Director of People and OD, and external advisers may be invited to attend all or part of any meeting as and when required.
- 2.4 Appointments to the committee shall be for a period of three years, extendable for no more than one additional three-year period, so long as members (other than the Chair of the Board) continue to be independent.

3 Frequency of meetings and reporting

- 3.1 The committee shall meet a minimum of twice a year and report back to the Board, making whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 3.2 The Trustees' report within the annual report and accounts shall include a section on the role, responsibilities and activities of the People, Culture and Remuneration Committee.

TERMS OF REFERENCE FOR THE QUALIFICATIONS ADVISORY GROUP (QAG)

1 Main aim

To provide advice and guidance to the Board via the Vice President Membership and Professional Development (MP&D) on the design, assessment and quality assurance of CIPD awarded and approved qualifications and apprenticeships, and the policies and procedures that ensure compliance with Regulatory Bodies.

2 Terms of reference

- 2.1 To provide effective oversight of the Awarding Body function within CIPD and ensure its compliance with all regulatory requirements, including the General Conditions of Recognition of Ofqual, Qualifications Wales and the Council for Curriculum, Examinations and Assessment (CCEA). Also to ensure its compliance with the regulatory bodies CIPD is linked with internationally and with the Quality Assurance Agency for Higher Education (QAA).
- 2.2 To consider regulatory requirements and review all annual self-evaluation reports, associated evidence and action plan, monitoring progress against them.
- 2.3 To consider reports from the Responsible Officer on any issues of non-compliance, risks or significant incidents, for example in relation to malpractice. To support the Responsible Officer in the process of resolution, ensuring that the relevant regulators have been informed where appropriate and any potential for non-compliance or actual non-compliance is resolved efficiently and effectively with an agreed action plan.
- 2.4 To review policies and procedures relating to the approval, re-approval and monitoring of centres and qualifications and ensure these are implemented effectively and in line with regulatory requirements.
- 2.5 To reinforce the CIPD's policy on quality assurance and enhancement to existing and potential centres and other stakeholders so as to enhance the CIPD's reputation for quality.
- 2.6 To ensure the processes used to develop qualification specifications and assessments are fit for purpose and provide advice and guidance on proposed new qualifications and assessment strategies. To review qualification specifications and assessments if required.
- 2.7 To oversee, through the appointed Chief External Quality Adviser, the development and implementation of verification processes for educational programmes at all levels, ensuring that these meet requirements set out by the Regulatory Bodies.
- 2.8 To review reports on the outcomes of verification activities, and review and endorse actions to address areas of concern.
- 2.9 To review reports and trends on candidate achievements of CIPD exams, units/modules and qualifications, help identify priorities for attention, and review and endorse actions to address areas of concern.
- 2.10 To review apprenticeship end point assessment activity and be aware of any associated risks which may impact compliance with the Education and Skills Funding Agency (ESFA) and/or the external quality assurance regulators.

- 2.11 To provide advice on how external developments in business, education and training systems and organisations, regulatory frameworks, and funding arrangements may impact on CIPD qualifications and resources.
- 2.12 To escalate to the Board, via the Vice President MP&D any issue of significant concern.

3 Chair, Membership, Quorum

The Group will consist of:

- 3.1 A Chair appointed by the Vice-President MP&D from the membership of QAG.
- 3.2 Up to six other members of CIPD, appointed by the Vice-President MP&D and including the Chief External Quality Adviser. Members must be chartered or academic equivalent members of the CIPD (i.e. Chartered Companion, Chartered Fellow or Chartered Member; Academic Fellow or Chartered Member; Academic Fellow, Academic Member) and have knowledge and/or experience of academic and/or vocational programmes in education development establishments through their roles as academics and/or L&D practitioners.
- 3.3 The CIPD Responsible Officer.
- 3.4 Up to two other persons co-opted to the Group who may or may not be members of CIPD and have expertise in one or more of the following areas: qualifications; assessment; apprenticeships; quality assurance; regulation.

Members will be appointed for an initial term of three years and may be reappointed for a further term subject to review.

A quorum will be four members, including the Chair or nominee, who must be a member of the Group.

4 Frequency of meetings

- 4.1 The Group will meet at least three times a year to input to regulatory activity and evolving qualification and apprenticeship issues. Secretariat and other professional input will be provided through the Responsible Officer and his/her team.

MEMBERSHIP

1 Chartered Members

The sub-categories below are Chartered Members of the Institute:

(a) Chartered Companion

The Board may, at its discretion, upgrade a Chartered Fellow to a Chartered Companion in recognition of outstanding or distinguished service to the Institute or contribution to the advancement of the profession.

(b) Chartered Fellow

The CIPD may appoint as a Chartered Fellow an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create long term value for organisations or the profession.

(c) Chartered Member

The CIPD may appoint as a Chartered Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create medium to long term value for employees and organisations, or the profession.

2 Non-voting Members

The sub-categories below are Non-voting Members of the Institute:

(a) Associate Member

The CIPD may appoint as an Associate Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create short-term value for employees and organisations.

(b) Affiliate

This grade gives individuals access to prescribed services.

(c) Student

This grade gives individuals access to prescribed services and indicates that an individual is working towards a professional level of membership.

(d) Academic Member (Academic Associate, Academic Member and Academic Fellow)

This is a recognised grade of membership for academics who have met a set of criteria based on their contribution to researching, developing and/or facilitating the acquisition of knowledge and skills in a defined area of HR.

(e) Honorary Fellow

The Board may appoint as an Honorary Fellow an individual who has made a significant contribution to the world of business or to society and/or whom the CIPD wants to connect with at a strategic level.

Further details are set out in the Membership Criteria which will be reviewed by the Board from time to time.

3 Designatory Letters

- 3.1 The following designatory letters may be used:
- Chartered CCIPD for a Chartered Companion
 - Chartered FCIPD for a Chartered Fellow
 - Chartered MCIPD for a Chartered Member
 - Assoc. CIPD for an Associate Member
 - Academic FCIPD for an Academic Fellow
 - Academic MCIPD for an Academic Member
 - Academic Assoc CIPD for an Academic Associate
 - Hon. CIPD Fellow for an Honorary Fellow
- 3.2 The Board, at its absolute discretion, reserves the right to bar any member from using designatory letters.
- 3.3 The range of penalties open to a Conduct Panel of the CIPD shall include the power to bar a member from the use of the designatory letters for a defined time.

4 Use of designatory letters

Use of the designatory letters is subject to the Institute's Regulations in respect of continuing professional development.

5 Professional Standards

- 5.1 The current Professional Standards are those outlined in the new Profession Map launched November 2018.
- 5.2 For existing Chartered members the professional standards relevant to gaining membership are those which were required to be met at the time of their election to Chartered membership.
- 5.3 In the case of members whose membership lapses, the Institute reserves the right to require evidence the individual is able to meet the current professional standards described in the regulations at their time of readmission.

6 Gold Medal

This is an occasional award made by the Board to someone who has earned the Institute's very special respect. It is given to no more than one person a year and even this is unusual. Recipients will be self-evident rather than having to be sought.

CONFLICT OF INTEREST AND CONFIDENTIALITY INVOLVING CIPD MEMBERS

1 Introduction

- 1.1 As the Institute's membership is very large, continues to grow and comprises many who are employed or self-employed in selling professional services to a variety of organisations, inevitably the proportion of the Institute's active membership whose interests could come in conflict with it increases. Such interests, particularly service on Council, Board, Committees, sub-committees and working parties, provide access to information about the Institute, its intellectual property and its operations. Members must treat with discretion information obtained as a result of their involvement with the Institute. The possibility of information being used for purposes which conflict with, or prejudice the aims, objects and interests of the Institute must be recognised and declared.
- 1.2 Information about the Institute and all its activities of all kinds held by virtue of any member's participation in any office shall be treated as confidential and shall be used solely for the purpose of the Institute and its members. In particular, confidential and proprietary information shall not be used by any member for their own and/or the Institute's benefit and shall not be passed to any other person, firm or organisation, except to the extent that it is meant and approved for public dissemination.
- 1.3 Members must not derive financial gain from their work with the Institute, either at all if they are members of the Board or certain branch officials or, in all other cases, except as a result of open competition in a transparent and fair procedure.
- 1.4 For the protection of their own personal reputations as well as for the Institute's position, it is important that the Institute is not and is seen not to be favouring a member by virtue of that member's active involvement in any official position in making appointments or awarding contracts. This paper reflects that need and does not imply any lack of propriety on the part of existing or former active members on whose hard work, without reward, and commitment the Institute depends. At the same time such work must not result in members finding themselves in embarrassing situations of conflict of interest. The purpose of this paper is to prevent that happening.

2 The constitutional position

- 2.1 This is set out in clause 5 of the Charter, the text of which appears at the end of this document.

In summary:

- 2.1.1 no income of the Institute shall be paid by way of profit to members
- 2.1.2 with the exception of the Chief Executive, no member of the Board shall be appointed to any paid office of the Institute or receive any remuneration or other benefit in money or money's worth from the Institute
- 2.1.3 reasonable and proper remuneration may be paid to any member, officer or servant of the Institute not being a member of the Board

- 2.1.4 interest on money lent and rent for premises demised or let by a member of the Institute may be paid in certain circumstances
- 2.1.5 fees, remuneration or other benefits may be paid to a company of which a member of the Board may be a member holding no more than 1/100th part of the capital of the company
- 2.1.6 reasonable travelling, hotel and other out-of-pocket expenses may be paid to honorary officers and members of Council, Board and Committees
- 2.1.7 provisions in respect of Directors' indemnity insurance may be paid in certain circumstances.

3 Declaration of interest

- 3.1 A member of the Institute who is invited to hold or who holds an appointment or is involved in any way with an appointment or the arranging or operation of a contract concerning the Institute must declare any interest that he/she may have in relation to the appointment or contract itself or to the people or organisation making the appointment or to whom the contract may be let. That declaration of interest must be made at the meeting of Council, Board, Committee, sub-committee or working party as appropriate, or otherwise in writing as soon as the individual member becomes aware of a current or impending relationship between the Institute and the people or organisation concerned.
- 3.2 The appropriate body of the Institute, on receiving the declaration of interest, shall decide on the action to be taken vis à vis the member concerned. That decision may include a declaration that the member concerned may not, during the currency of the interest that has been declared, serve on the body or bodies responsible for the work undertaken. Under no circumstances shall a member, having declared an interest, vote on any decision-making about the conclusion or operation of a contract in which he/she is directly or indirectly interested.
- 3.3 It is the duty of every member, particularly those on Council, Board, Committees, sub-committees and working parties, and every member of staff, to bring the foregoing requirements to the attention of any non-member to whom they might apply e.g. in the case of Forums.
- 3.4 Members of Council, Board, Committees, sub-committees and working parties, and non-members where appropriate e.g. of Forums, will be expected not to pitch for Institute business. Where they or their organisations do so, the staff member concerned will ensure open competition in a visible procedure that will require the approval of the Chief Executive. This may be refused, particularly where the member holds a senior office within the Institute and/or is a proprietor, director or influential person within their organisation.

4 Exclusions

- 4.1 In applying these criteria, there are at least three situations where their strict application would not be appropriate:
- 4.1.1 The first of these is a general exclusion for the trading activity carried out through CIPD Enterprises Limited. In the day-to-day invitations to prospective authors, speakers at courses, conferences etc, it would be inappropriate to seek competitive tenders. The Board of CIPD should therefore ensure that the spirit of these criteria is followed in that they are satisfied that improper influence or undue bias is not brought to bear in selecting those who undertake paid work on behalf of the company at this day-to-day level. Where the company is engaged in major contractual relationships e.g. selection of distributors, joint ventures etc, the Board of CIPD must take particular care to ensure that transparent and fair criteria are followed.
 - 4.1.2 The second exclusion concerns the case of a 'sole supplier'. There are occasions where a body or individual has highly specialist expertise and it is that expertise which the Institute wishes to utilise. Where such an example applies it will be for the staff member concerned to ensure that a visible procedure is adopted that will require the approval of the Chief Executive. Reference to the award of a contract in these circumstances will be made in the operations report of the management team, which the Chief Executive will present to the next meeting of the Board.
 - 4.1.3 The Institute is actively involved in developing links and joint activities with many other bodies, which can add to its influence and impact. Many of the Institute's serving active members are involved in voluntary or contractual relationships with such bodies. In circumstances where joint activity is undertaken in which another institution is responsible for part-funding and in which that institution expresses a firm preference for a potential supplier, then that preference should be given strong weight in any decision-making, irrespective of the 'active member' status of the potential supplier.

5 Extract from the Royal Charter

[Clause 5]

The income and property of the Institute from whatever source shall be applied solely towards the promotion of its objects as set forth in this, Our Charter, and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members (and save as hereinafter provided no members of its Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute). Provided that this does not prevent the payment in good faith by the Institute:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Institute (save as hereinafter provided not being a member of its Board) for any services rendered to the Institute;

- (b) of reasonable and proper remuneration to the Chief Executive of the Institute for the time being (notwithstanding that he or she may be a member of the Board) for services rendered to the Institute on condition that he or she shall not attend any meeting or vote on any resolution relating to his or her appointment or employment or to any payment made or to be made to him or her by the Institute;
- (c) of interest on money lent by any Member (or member of its Board) at a reasonable and proper rate;
- (d) of any reasonable and proper rent for premises demised or let by any Member (or member of its Board);
- (e) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding no more than 1% of the capital of the company;
- (f) of reasonable and proper premiums in respect of trustee's indemnity insurance paid or in furtherance of Charter clause 4.23; and
- (g) to any member of Council, the Board and committees of reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in connection with the discharge of their duties.

THE CIPD CODE OF PROFESSIONAL CONDUCT

As the professional body for HR and people development, the CIPD is the voice of a worldwide community of more than 145,000 members committed to championing better work and working lives. We set high standards of entry for membership and require all of our members to adhere to the standards and behaviours ('obligations') set out in this Code of Professional Conduct.

These obligations are grouped into principles of Professional Competence and Behaviour, Ethical Standards and Integrity, Representative of the Profession and Stewardship. They apply universally – at all stages of a CIPD member's career, regardless of size, sector or specialism, and your membership commits you to upholding and maintaining these. We take concerns regarding alleged breaches of the Code very seriously. In order to consider allegations of misconduct, Investigation and Conduct procedures apply and these are set out in the next section of these Regulations.

1 Professional Competence and Behaviour

Members of the CIPD shall:

- 1.1 maintain professional knowledge and competence through continuing professional development, to ensure they provide a professional, up to date and insightful service
- 1.2 seek appropriate support if business needs require involvement in new areas of activity
- 1.3 accept responsibility for their own professional actions and decisions
- 1.4 apply professional high standards of relevance, accuracy and timeliness in the information and advice they provide to stakeholders.

2 Ethical Standards and Integrity

Members of the CIPD shall:

- 2.1 establish, maintain and develop business relationships based on confidence, trust and respect
- 2.2 exhibit and role model professional and personal integrity and honesty at all times
- 2.3 demonstrate and promote sensitivity for the customs, practices, culture and personal beliefs of others
- 2.4 champion employment and business practices that promote equality of opportunity, diversity and inclusion and support human rights and dignity
- 2.5 safeguard all confidential, commercially sensitive and personal data acquired as a result of business relationships and not use it for personal advantage or the benefit or detriment of third parties.

3 Representative of the profession

Members of the CIPD shall:

- 3.1 always act in a way which supports and upholds the reputation and values of the profession

- 3.2 uphold their responsibilities as professional people towards the wider community
- 3.3 comply with prevailing laws and not encourage, assist or collude with others who may be engaged in unlawful conduct, taking action as appropriate
- 3.4 exhibit personal leadership as a role model for maintaining the highest standards of ethical conduct
- 3.5 be mindful of the distinction between acting in a personal and professional capacity.

4 Stewardship

Members of the CIPD shall:

- 4.1 demonstrate and promote fair and reasonable standards in the treatment of people who are operating within their sphere of influence
- 4.2 challenge others if they suspect unlawful or unethical conduct or behaviour, taking action as appropriate
- 4.3 ensure that their professional judgement is not compromised nor could be perceived as being compromised because of bias, or the undue influence of others
- 4.4 promote appropriate people management and development practices to influence and enable the achievement of business objectives
- 4.5 ensure those working for them have the appropriate level of competence, supervision and support.

INVESTIGATION AND CONDUCT PROCEDURES

Introduction

By virtue of its Charter and Bye-laws, the CIPD is empowered to establish, promote and monitor standards of competence, good practice, conduct and ethics. Our Code of Professional Conduct ('Code') sets out the obligations of professional conduct and ethical behaviour relating to the maintenance of these obligations.

The Code, Investigation Procedures and Conduct Procedures only apply to individuals who are members of the CIPD at the time the Complaint is raised.

When a potential breach of the Code comes to our attention, the allegations are dealt with under the Investigation Procedures and reviewed by the Professional Conduct Manager (PCM) who determines whether the matter can be referred for **Investigation**. If, as a result of an Investigation, it is concluded that there is sufficient evidence that the Code may have been breached, the CIPD takes on the case and it is dealt with under the **CIPD's Conduct Procedures**.

In establishing these procedures, the CIPD has incorporated a number of key elements to ensure that:

- a) they are fair and reasonable to all the parties involved with proceedings intended to be inquisitorial rather than adversarial;
- b) they are conducted expeditiously and with thoroughness, with the CIPD responsible for prosecuting cases under the Conduct Procedures;
- c) Conduct proceedings are only invoked where a member appears, from the evidence obtained during the Procedures, to have demonstrated conduct that is in breach of the Code;
- d) Conduct Panels operate independently from the Board of the CIPD;
- e) Members found to have breached the Code are subject to appropriate penalties;
- f) there is an appropriate balance between transparency, timeliness of disclosure and maintenance of confidentiality.

CIPD recognises and designates individuals, not organisations. A member is not automatically accountable if their organisation departs from expected standards or accepted practices. In order for there to be a breach of the Code, there should be a demonstrable element of discredit upon the member's behaviour. The approach of the CIPD is that establishing a case for disciplinary action, the degree of any departure from the CIPD Code is taken into account. It is not the role of the CIPD to review or act in an appellate capacity over decisions made in other related proceedings (legal or otherwise, including employment, recruitment or disciplinary disputes).

The CIPD is committed to a courteous exchange of communications at all times. It recognises that there are two sides to every story and the process of raising allegations or responding to an investigation can cause anxiety for both parties. In operating these procedures, dialogue or behaviour which is considered offensive or intimidating by the CIPD or any of our volunteers may delay the outcome while action is considered, which can include the abandonment of proceedings. At no time will it be acceptable to make direct or social media contact with volunteers or those connected with them outside of the professional communication channels.

All records connected with the operation of these procedures are confidential, including documentation generated by the CIPD and all documents provided by a complainant, Member or a third party if these are not already in the public domain. All parties are expected to respect this and should be aware that any breach of confidentiality may affect CIPD proceedings and could in serious cases lead to legal action for such a breach.

An Annex to the Procedures and definitions can be found at the end of the document.

STAGE 1. RAISING ALLEGATIONS

Allegations of potential breach(es) of the Code will begin at the enquiry stage to determine if the matter can be dealt with by the CIPD.

1 Enquiries

- 1.1 The Code, Investigation Procedures and Conduct Procedures only apply to individuals who are Members of the CIPD at the time the **allegation** is raised.
- 1.2 An allegation of professional misconduct may be raised by any person or organisation. The Institute itself may raise a matter for investigation.
- 1.3 The Chief Executive and Vice President Membership and Professional Development are the **Designated Officers** of the Institute who shall raise a matter for investigation if all of the following apply:
 - a) there is evidence of a potential breach of the Code,
 - b) there is no existing Complainant relating to the breach,
 - c) taking it forward would usefully serve to promote the objectives underpinning the Code,
 - (d) they are in agreement.

In such cases the Institute itself becomes the Complainant.

The Designated Officers may also raise a matter for investigation where they are satisfied there are risks to personal security or employment preventing an individual from identifying themselves as Complainant to the Member.

- 1.4 Before any allegations are taken forward, the CIPD's Professional Conduct Manager ('PCM') will clarify and, if necessary, ask for supplementary details (including the completion of a Referral form). The Complainant should redact documentation sent to the CIPD, to remove personal data relating to other individuals. The Complainant should ensure that they have all required permissions to share any data that is submitted.
- 1.5 If the alleged breach of the Code is subject (or about to become subject) to legal proceedings, other employment matters (such as disciplinary or grievance hearings) or any other related proceedings, these are known as parallel proceedings and the matter is likely to be placed on hold until after they have finished. The CIPD will consider departing from this policy on parallel proceedings where the circumstances of any individual case justify doing so.
- 1.6 The CIPD does not usually consider alleged breaches of its Code on matters that occurred, or that could reasonably have come to the attention of the Complainant, more than 12 months prior to them notifying the CIPD about the matter. This is to ensure the accurate recall of facts and evidence by both Complainant and Member. Exceptions are made by the PCM on a case-by-case basis, having regard to any legal and professional advice which may be taken.
- 1.7 In some circumstances the existence of a compromise or settlement agreement may also mean that allegation(s) cannot be referred. Although the CIPD does not encourage such provisions, some agreements contain a specific clause preventing the raising of a complaint.

- 1.8 Complainants should always attempt to resolve the matter with the Member (or organisation as applicable) in the first instance. In order to raise allegations with the CIPD it will be necessary to provide evidence of attempting to resolve the complaint with the organisation concerned. This may mean that matters raised with the CIPD are not progressed until such evidence can be provided.
- 1.9 The Institute will not normally refer for Investigation, counter allegations.

STAGE 2. REFERRING THE ALLEGATIONS

Allegations of potential breach(es) of the Code will be reviewed to determine if the allegations can be referred for investigation.

2 Review of allegations

- 2.1 Once the necessary details have been provided, the Professional Conduct Manager shall determine if there is sufficient information for the matter to be dealt with under the Investigation Procedures. This is the Referral process by which advice will be taken and/or technical assistance to determine whether the allegation(s):
- can be taken forward, in which case the Institute will make a referral for Investigation; noting that some allegations may be referred and not others, or
 - should stay ‘on hold’ awaiting completion of any parallel proceedings such as pending civil or criminal action in tribunal or court, and/ or completion of any internal conduct or grievance cases in an organisation, or
 - cannot be referred as:
 - a) the allegations are inadmissible as the evidence provided has not clearly supported a potential breach of the code; and/or
 - b) the allegations do not refer to specific behaviour or actions covered by the Code; and/or
 - c) the allegations are a misuse of the CIPD’s Investigation and Conduct Procedures; and/or
 - d) the allegations are ‘out of time’ and/or
 - e) the allegations fall outside the CIPD’s functions as a complaints handling body.

Notifying the Member

- 2.2 The PCM may notify the Member that allegations have been raised at the point of:
- a referral to an investigation; or
 - allegations being placed on hold pending parallel proceedings; or
 - a decision by the PCM not to refer the allegations for investigation.

STAGE 3. INVESTIGATIONS

Investigations will determine if there is a case to be heard.

3 Investigation

- 3.1 At the point of a referral of allegations to an Investigation, the Member will be sent a copy of the allegations and will be given an opportunity to respond. The allegations will be redacted if necessary to remove personal data relating to other individuals, or allegations that have not been referred.

In preparing their response to the allegations, the Member will be offered the support of a Code of Conduct Volunteer. Any interaction between the Volunteer and the Member will be independent from the CIPD. The Volunteer will not be permitted to exchange documentation with the Member and will not constitute legal advice nor commentary on the specific allegations or prospects of the case. The use of this support is entirely at the Member's discretion and confidential.

- 3.2 Once a referral for investigation has been made, the PCM will form an Investigation Panel to investigate the allegations. With the agreement of the PCM and the Legal and Governance Director, the Investigation Manager can outsource the matter if it is particularly sensitive or complex, or send a draft investigation report for external scrutiny prior to its finalisation.
- 3.3 One of the **Investigation Panel** members will be appointed to lead the investigation as Investigation Manager. They will manage the Investigation as they see fit, subject to these Procedures. The other Panel member(s) will be referred to as **Investigation Officer(s)** and the minimum size of the Panel will be two.
- 3.4 The Complainant and Member will be notified in writing as soon as reasonably practicable of:
- the name of the **Investigation Manager**;
 - supporting CIPD staff;
 - the procedure for investigation;
 - the expected timescale for the completion of the **Investigation report**.
- 3.5 The investigation will comprise a full assessment of the referral and any other relevant matters that emerge. The Investigation Panel may add or subtract to this against the Code as a whole. The Investigation Panel will determine the relevant areas that appear to have been breached from the following:

1 Professional Competence and Behaviour

Members of the CIPD shall:

- 1.1 maintain professional knowledge and competence through continuing professional development, to ensure they provide a professional, up to date and insightful service;
- 1.2 seek appropriate support if business needs require involvement in new areas of activity;

- 1.3 accept responsibility for their own professional actions and decisions;
- 1.4 apply professional high standards of relevance, accuracy and timeliness in the information and advice they provide to stakeholders.

2 Ethical Standards and Integrity

Members of the CIPD shall:

- 2.1 establish, maintain and develop business relationships based on confidence, trust and respect;
- 2.2 exhibit and defend professional and personal integrity and honesty at all times;
- 2.3 demonstrate sensitivity for the customs, practices, culture and personal beliefs of others;
- 2.4 champion employment and business practices that promote equality of opportunity, diversity and inclusion and support human rights and dignity;
- 2.5 safeguard all confidential, commercially sensitive and personal data acquired as a result of business relationships and not use it for personal advantage or the benefit or detriment of third parties.

3 Representative of the profession

Members of the CIPD shall:

- 3.1 always act in a way which supports and upholds the reputation of the profession;
- 3.2 uphold their responsibilities as professional people towards the wider community;
- 3.3 comply with prevailing laws and not encourage, assist or collude with others who may be engaged in unlawful conduct, taking action as appropriate;
- 3.4 exhibit personal leadership as a role model for maintaining the highest standards of ethical conduct;
- 3.5 be mindful of the distinction between acting in a personal and professional capacity.

4 Stewardship

Members of the CIPD shall:

- 4.1 demonstrate and promote fair and reasonable standards in the treatment of people who are operating within their sphere of influence;
- 4.2 challenge others if they suspect unlawful or unethical conduct or behaviour, taking action as appropriate;
- 4.3 ensure that their professional judgement is not compromised nor could be perceived as being compromised because of bias, or the undue influence of others;

- 4.4 promote appropriate people management and development practices to influence and enable the achievement of business objectives;
- 4.5 ensure those working for them have the appropriate level of competence, supervision and support.

- 3.6 The Investigation Panel will seek supporting and substantiated evidence in writing and/or orally, as appropriate, from the Complainant, the Member concerned and any other appropriate source.

Any information received will be redacted if necessary to remove personal data relating to other individuals.

The Panel may determine that no further contact with the Complainant or Member is necessary during the course of the investigation.

- 3.7 From notification of the allegation(s), the Member will be invited to submit their response to the alleged breach(es) of the Code including supporting evidence and details of any witnesses that the Investigation Panel may contact. The Member will usually be required to supply this information within 21 days of notification. The Member should redact documentation sent to the CIPD, to remove personal data relating to other individuals. The Member should ensure that they have all required permissions to share any data that is submitted.

The Complainant **will not** be provided with a copy of the Member's response and any supporting documents provided to the Investigation Panel.

Where a matter is referred to a Conduct Hearing, the relevant sections of the Member's response and supporting documents referred to in the final Investigation Report **only** will be provided to the Complainant, Case Officer and Conduct Panel. Documentation will be redacted if necessary to remove personal data relating to other individuals.

- 3.8 In considering the allegation(s), the Investigation Panel should take account of legal and technical advice as is considered necessary by the Investigation Manager in agreement with the CIPD staff member supporting the Investigation Panel. The PCM will advise the Panel on proportionality applicable to the allegation(s) in relation to previously considered allegation(s). The Panel will also consider the referral in light of public interest, the public perception of the Institute and the profession and its reputation and in reviewing the elements of the Code that appear to have been breached.

The decision reached should have the agreement of a majority of the Panel (or where two, be unanimous) and shall be recorded in writing.

- 3.9 Following completion of the investigation, a report will be compiled by the Investigation Panel, on the basis of the evidence collected. The conclusion of this report shall explain either the alleged breaches of the Code to be taken forward into Conduct Proceedings, or whether the allegation is to be dismissed.

Some parts of the referral may be dismissed and others may be taken forward and progressed through the Conduct Procedures, the allegation in each case being a breach of a section of the CIPD Code.

- 3.10 Allegations shall only be taken forward into Conduct Proceedings where the Investigation Panel considers there is evidence to show that a Member appears to have demonstrated conduct that is in breach of the Code. A referral shall not be taken forward where the Investigation Panel considers:
- a) there is insufficient evidence to show that a Member appears to have demonstrated conduct that is in breach of the Code; and/or
 - b) the allegations to be vexatious or trivial in substance; and/or
 - c) the allegations to be a misuse of the CIPD's Investigation and Conduct Procedures; and/or
 - d) the allegations do not justify further action.
- 3.11 Where the Investigation Panel considers that there is sufficient evidence to show that a Member appears to have demonstrated conduct that is in breach of the Code, but has determined that the referral should not be taken forward into Conduct Proceedings, it may select one or more of the following:
- a) advise the Member as to their future conduct and/or direct the Member to apologise;
 - b) require conditions for membership to continue (such as completing further training or periods of mentoring and similar). The Panel shall also determine how a review of compliance will be undertaken; the period given to ensure compliance; and the sanction to be imposed if the Member does not comply.
- 3.12 Within 14 days of the completion of the investigation, the Investigation Panel will send:
- a) a copy of the full report to the Professional Conduct Manager with the relevant evidence as an appendix; and
 - b) if dismissed, a summary of the full report will be sent to the Complainant and Member but not the supporting evidence. If the allegation(s) are upheld, the Complainant and Member will be sent a full report and supporting evidence. Documentation will be redacted if necessary to remove personal data relating to other individuals.
- 3.13 If the Investigation Panel determines that Conduct Proceedings shall commence, then:
- a) the case will be dealt with under the CIPD's Conduct Procedures;
 - b) a full copy of the Investigation Report and relevant evidence will be sent to the Member;
 - c) a **Case Officer** will be appointed and issued with a copy of the full report and supporting evidence and will be responsible for presenting evidence of the alleged breaches of the Code to the Conduct Panel;
 - d) a written summary will be sent to the original Complainant, who may be called as a witness, but will not have a right to attend the full Conduct Hearing.

4 Review of Investigation Panel Conclusions

- 4.1 If the decision of the Investigation Panel is to dismiss the referral, the Complainant or one of the

Designated Officers of the CIPD has the option of asking that the decision of the Investigation Panel be reviewed. Such review must be requested within 10 days of the notification of the decision, indicating their reasons for the decision to be reviewed. The reasons must be one or more of the following and supported with proof:

- the Investigation Procedures have not been followed or correctly applied;
 - the Investigation Panel either failed to take into account a relevant matter or improperly took account of a particular matter;
 - there is substantiated new evidence that was not available previously;
 - the decision of the Investigation Panel was one which no reasonable Investigation Panel could have arrived at.
- 4.2 The review will not be a re-investigation except if substantive new evidence has been brought to the attention of the PCM which leads him/her to consider that the referral should be re-submitted to the Investigation Panel, in which case the Investigation Procedures will be applied.
- 4.3 If no new evidence has been submitted, then an ‘Investigation Reviewer’ will be appointed by the PCM within seven days of the review being requested. They shall review the Investigation Report and the evidence in the light of the reason(s) for review submitted and will report back within 28 days of being appointed.
- 4.4 The Investigation Reviewer will send a copy of the review report to the PCM and a summary of his/her conclusion to the Complainant and the Member in writing. The decision of the Investigation Reviewer shall be final and absolute.
- 4.5 If the Investigation Reviewer determines that a Conduct Hearing should take place, then the matter will be dealt with under the Conduct Proceedings.

5 Resubmission of Allegation(s)

- 5.1 Any decision taken under these Procedures to dismiss allegation(s) is final and absolute either at the screening stage or following an investigation (subject to the Investigation review procedures where applicable set out above). If allegations are dismissed at screening or investigation stage, allegations relating to the same incident or behaviour can only be raised again where, in the opinion of the PCM, substantive new evidence, which was not available at the time of the first allegation(s), is presented to the CIPD and which in his/her judgment (in consultation with the Designated Officers where appropriate) should lead the CIPD to investigate. In this instance, the matter shall be regarded as new allegation(s) and dealt with again under the Investigation Procedures.

STAGE 4. CONDUCT PROCEDURES

The grounds for a case being referred to a Hearing are that an Investigation Panel has found evidence of a potential breach of the Code.

1 Conduct Hearings

- 1.1 **Conduct Proceedings** will commence when an Investigation Panel/Reviewer has concluded that there is sufficient evidence following a referral (investigated under the Investigation Procedures) to suggest that a **Member** has demonstrated conduct that is in breach of the Code.
- 1.2 The Member will be notified within **14 days** of the decision of the Investigation Panel/Reviewer that the referral has been dismissed or that Conduct Proceedings are to commence. If the latter, a full copy of the Investigation Report (and if in existence an Investigation Review Report) will be sent to them.
- 1.3 A current or former member of CIPD staff will be selected by the **Professional Conduct Manager (PCM)** to take on the role of **Case Officer**. The Case Officer will be responsible for presenting the investigation report and supporting evidence of the alleged breaches of the Code to the Conduct Panel.
- 1.4 The original Complainant may be called as a witness, but will not have a right to attend the full Conduct Hearing.
- 1.5 A **Conduct Panel** will be drawn by the PCM to hear a case. One of the Conduct Panel members will chair the Conduct Hearing (the 'Hearing').
- 1.6 The PCM shall manage arrangements before and during the Hearing and ensure no conflicts of interests in current or previous dealings with any of the parties concerned.

2 Preparation

- 2.1 The PCM shall **fix a date and location for the allegations to be considered and at least three months before the Hearing give notice to the Member and Case Officer of the date, time, place, and proceedings of the Hearing.**
- 2.2 Within seven days of receipt of the information set out in 2.1 above, the Member may notify the PCM of any objections to members of the Conduct Panel, the timing of the hearing and the reasons for such objection. Upon receipt of such objection the PCM if satisfied that the objection is upheld, shall require the Panel member in question to abstain from taking part in the Conduct Proceedings. The Member shall be informed of the identity of any alternate appointed in the place of the original Conduct Panel member and shall have the right to object to such new Conduct Panel member.
- 2.3 The PCM will provide the investigation report and supporting evidence to the Case Officer (the Member will already have been sent it at the conclusion of the Investigation Procedures).

- 2.4 No later than six weeks before the Hearing date:
- a) The Member is required to inform the PCM whether they will attend and whether they will bring any other person with them to the Hearing as a Supporter;
 - b) The Member may make a written submission to the Conduct Panel responding to the Investigation Report, which will be provided to the Case Officer and Conduct Panel. Documentation will be redacted if necessary to remove personal data relating to other individuals;
 - c) The Member, Case Officer and Conduct Panel may call witness(es) in person, or by telephone, or provide witness statements (if such witnesses will not be in attendance, such statements to also be with the CIPD no later than six weeks before the Hearing date);
 - d) The Conduct Panel must confirm any advisors they wish to attend the Hearing.
- 2.5 The PCM may invite the Member and the Case Officer to participate in a pre-Hearing meeting. This is an informal meeting with the Conduct Panel Chair to identify any questions or issues, and confirm arrangements and documents for the final Hearing. The meeting will not include discussion or review of any evidence or the case to be presented by the Case Officer or any response from the Member to the Case. The Member may be supported by any other person, including a legal adviser, at their own cost. That person cannot however represent them, or speak for them, in any way.
- 2.6 Any written submissions, responses to enquiries and details of witnesses shall be circulated to all parties by the CIPD at least 14 days before the Hearing. . Documentation will be redacted if necessary to remove personal data relating to other individuals. Should the CIPD receive this or additional submissions closer to the date of the Panel, it will be presented to the Conduct Panel Chair who will introduce this information during the Hearing itself.

3 The Hearing

- 3.1 The Hearing is usually conducted during a meeting of the parties however, with the agreement of the Member, the Case Officer and the Conduct Panel Chair, the Hearing may be conducted by correspondence or by teleconference.
- 3.2 The Member may be supported by any other person, including a legal adviser, at their own cost. That person cannot however represent them, or speak for them, in any way.
- 3.3 If the Member does not attend the Hearing and the Conduct Panel is satisfied that correct notice was given, the Conduct Panel may proceed with the Hearing in his/her absence.
- 3.4 The Conduct Panel may have the assistance of its own legal adviser (who may be appointed by the Conduct Panel Chair) to advise on matters of law and procedure as it sees fit. The legal adviser may be present at the Hearing, and may advise the Conduct Panel in private. Where the legal adviser advises the Conduct Panel in private, they will inform the Member and Case Officer of the advice given to the Conduct Panel. The Conduct Panel may also have the assistance of technical advisers, who shall be appointed and advise in the same way, and it may also call for expert witnesses via the Professional Conduct Manager.

- 3.5 The Conduct Panel Chair may postpone or adjourn the Hearing at any point. The Case Officer or the Member can request an adjournment, stating the reason why. The Chair shall give due consideration to such requests, but it shall be his or her final decision whether or not to adjourn.
- 3.6 A nominated member of CIPD staff shall act as secretary to the Conduct Panel and shall be responsible for ensuring that a record of the Conduct Proceedings at a Hearing is kept and made available to the Member, if she or he requests it, within one month of the date of completion of the Hearing.
- 3.7 Subject to this framework the procedure of the Hearing shall be determined by the Conduct Panel Chair.

4 Decisions of the Conduct Panel

- 4.1 The decisions of the Panel shall be made by majority vote. A ruling shall be made in respect of each alleged breach of the Code that forms the Case. In the event of a tied vote, the Chair shall not have a casting vote; in these circumstances the allegation shall be regarded as dismissed. The standard of proof required by the Conduct Panel is 'balance of probabilities' and it will make its decisions accordingly.
- 4.2 The Conduct Panel shall have powers to dismiss a case, or to uphold a case in full or in part. If a case is upheld, in full or in part, the Conduct Panel may exercise one or more of the following conduct decisions, in combination or as alternatives:
 - a) advise the Member as to their future conduct and/or direct the Member to apologise;
 - b) reprimand the Member;
 - c) permit membership to continue, subject to special stated conditions (for example completing further training or periods of mentoring and similar);
 - d) expel the Member from the Institute.

If the sanction requires action or compliance by the Member, the Conduct Panel shall also determine how a review of compliance will be undertaken; the period given to ensure compliance; and the sanction to be imposed if the Member does not comply.

Where the Conduct Panel does not find a breach of the Code has occurred, it may still advise the Member as to their future conduct and/or direct the Member to apologise to the Complainant.

- 4.3 The Conduct Panel Chair shall prepare a written report within 14 days of the Hearing. The report shall outline the events of the Hearing and explain the reasons for the Conduct Panel's decision. It shall form part of the record of the Conduct Hearing and be kept accordingly. The report will be sent to the Member and the Case Officer within 21 days of the completion of the hearing process. The original Complainant shall also be sent, in confidence, notification of the decision of the Conduct Panel. Decisions of the Conduct Panel will not usually be notified to the Member on the day of the Hearing.

5 Appeal

- 5.1 CIPD (via its Case Officer), or the Member, can appeal the decision of the Conduct Panel. Such an appeal must be received within 21 days of the notification of the decision. The appeal must set out the reasons why the decision is being appealed and provide supporting evidence. The reason(s) must be one or more of the following:
- the Conduct procedures have not been followed or correctly applied;
 - the Conduct Panel failed to take into account a relevant matter, or improperly took account of some matter and;
 - the decision of the Conduct Panel, and/or the penalty that it determined, was one which no reasonable Conduct Panel could have arrived at.

The **Conduct Appeal Panel** will only consider these matters and will not consider new evidence, unless that evidence had been wrongly disregarded by the Hearing. An Appeal will not be a rehearing of the case.

- 5.2 A sanction imposed by the Conduct Panel shall not come into effect until the time limit for bringing an appeal has expired and, where an appeal is brought, until the appeal has been determined by the Conduct Appeals Panel.
- 5.3 A Conduct Appeal Panel will be appointed by the PCM, none of whom has been involved with the Conduct Hearing. A Conduct Appeal Panel will be established within 28 days of the Appeal being received by the PCM.
- 5.4 The Conduct Appeal Panel will aim to consider the appeal within 28 days of being appointed. It can consider the case either by written submissions, or at a hearing, as determined by its Chair. If a hearing is held, the person seeking the Appeal and all other parties shall be entitled to attend any hearing and make representations to it. They may be supported by another individual in the same way as at the Conduct Hearing. They will be given at least 14 days' notice of any hearing. Relevant documents will be circulated to all parties before any appeal hearing.
- 5.5 If an Appeal Hearing is held, the PCM shall fix a date and place for the Hearing and, at least 14 days before the Hearing give notice to the Member and Case Officer of the date, time and place, and proceedings of the Hearing.
- 5.6 The Member shall be informed of the identity of the Conduct Appeal Panel members and shall have the right to give notice to the PCM within seven days objecting to any of the Members, stating his or her objections. Upon receipt of such a notice the PCM, if satisfied that the objection should be upheld, shall require the Conduct Appeal Panel member in question to abstain from taking part in the proceedings. The Member shall be informed of the identity of any alternate appointed in the place of the original panel member and shall have the like right to give notice of objection.
- 5.7 The decision of the Conduct Appeal Panel will be final and absolute and shall be made by simple majority. Where no such majority is obtained, the appeal fails and the original decision stands.
- 5.8 The Conduct Appeal Panel may overturn the Conduct Panel's decision, vary or uphold it.
- 5.9 The parties concerned will be informed in writing within 14 days of the decision of the Conduct Appeal Panel.

ANNEX TO INVESTIGATION AND CONDUCT PROCEDURES

Resignations, withdrawals and delays

- 1 If a Member resigns from CIPD Membership whilst an allegation is being considered, the matter will continue as if the Member had remained in membership. If an Investigation or Conduct Panel determines that there is good reason not to proceed, the allegation(s) will be closed until and unless the previous Member re-applies for membership of the Institute.
- 2 Whilst the Complainant may withdraw the allegation(s) at any time, if the CIPD has commenced the Procedures, it may nonetheless choose to proceed.
- 3 The CIPD will continue within its timescales even if the Member, Complainant or Witness(es) fail to respond to correspondence. If one of the above has an illness, injury or a medical condition, the CIPD will make reasonable adjustments during the arrangements following confirmation from a recognised Medical Practitioner. The confirmation should include: the medical condition; the recommended treatment; the treatment being taken; the expected length of time that applies to the condition and the adjustments to accommodate that can be made by the CIPD.

Information and records

- 4 A Complainant should be aware that, when allegation(s) are raised the CIPD will contact the Member to inform him/her of the allegation(s) raised against them. The identity of the Complainant will become known to the Member at this stage.
- 5 It is not usually possible for a Complainant to remain anonymous, although there may be some instances in which the Designated Officers will raise allegation(s) if they are satisfied that there are circumstances preventing an individual from identifying themselves to the Member. In these situations the CIPD is unable to correspond with the individual who originally raised the allegation(s).
- 6 The CIPD will aim for transparency and timely disclosure of information to both the Complainant and the Member concerned. Upon receipt of information from any party, the CIPD will redact personal data relating to individuals, or allegations that have not been referred.

The presumption shall be that evidence will not be considered unless it is available to all of the parties. However the Complainant will not automatically be provided with a copy of the Member's response and any supporting documents provided to the Investigation Panel.

Where a matter is referred to a Conduct Hearing the relevant sections of the Member's response and relevant supporting documents referred to in the final Investigation Report only will be provided to the Complainant, Case Officer and Conduct Panel.

- 7 Any legal advice received shall not be disclosed except advice given to a Conduct Panel during a Conduct Hearing.
- 8 Following the end of an investigation or conduct process, CIPD files will be redacted of all personal information except contact details for the Member and Complainant. Files will be held for 6 years from the end of the process.

- 9 The CIPD is responsible for protecting the public interest and reserve the right to retain records of concerns raised against members. The CIPD will exercise discretion but may have to consider concerns raised previously in determining whether to refer an individual matter for investigation.

Publication and Records of Decisions

- 10 Cases referred to a Conduct Hearing will be published on the CIPD website for a period of six years. The case will be anonymised except for the case number. If a Conduct Panel finds that the Code has been breached by a Member, the CIPD shall consult with each Conduct Panel Chair or Conduct Appeal Panel Chair to determine whether it is in the public interest, or the interests of the profession, to publish specific details of the case, the Member and the sanction applied. Where publication is agreed, the information will be published on the CIPD website. The CIPD does not publish the outcome where an allegation of a breach of the Code has not been found or the allegation has not been taken forward.
- 11 If a case is upheld by a Conduct Panel and a sanction agreed, this shall be placed on the individual record of the Member for a period of six years.
- 12 Breaches of the Code are published in aggregate through the CIPD's Annual Report to include a summary of the cases upheld. An operational update is provided to the CIPD Council on annual basis.

Costs

- 13 If a member is found to have breached the Code, the CIPD cannot pay any compensation nor require a Member to do so. Potential penalties for Members found to have breached the Code are limited to those described in these procedures.
- 14 With the exception of Investigation Managers or where a case is outsourced, Investigation Panel members are not paid and operate in a voluntary capacity with reasonable expenses reimbursed in line with the Institute's expense policy. Conduct Panel members are not paid and operate in a voluntary capacity with reasonable expenses reimbursed in line with the Institute's expense policy. Payment may be introduced for non CIPD Members on the Panel.

Disputes

- 15 The Legal and Governance Director has overall responsibility for the operation of these Procedures. If any question or difference arises with regard to their interpretation or application it shall be referred to and settled conclusively by a Past President nominated for these purposes by the CIPD, who shall take whatever advice thereon considered necessary.

Definitions

Allegation	A claim of professional misconduct/ breach of CIPD's Code.
Case	Allegation(s) which have been investigated by an Investigation Panel, who have then determined that there is sufficient evidence that the Code may have been breached. Cases are heard under the CIPD's Conduct Procedures.
Case Officer	The individual selected by the PCM from current or former CIPD staff who presents the investigation report and supporting evidence of a potential breach(es) of the Code to the Conduct Panel.
CIPD (or the Institute)	The Chartered Institute of Personnel and Development.
Code of Professional Conduct ('the Code')	The Code of Professional Conduct of the CIPD that was in effect at the time the matter complained of occurred.
Complaint	Allegation(s) made by any person or organisation (including a matter raised by the CIPD via its Designated Officer(s)) about the conduct of a CIPD Member.
Complainant	The person, or organisation who raises the allegation(s) against the Member. (If Conduct Proceedings commence, this is the CIPD).
Confidentiality	All records relating to an allegation(s), referral or case are confidential. Both the Complainant and the Member are expected to respect this confidentiality and will be made aware that any breach of confidentiality may affect the Proceedings and may in serious cases lead to legal action for such breach.
Day/s	Day shall include weekends and bank holidays. In relation to the period of a notice, it is that period including the day when the notice is deemed to be given and the day for which it is to take effect. Notices are deemed to be given or take effect on the day it is given if given electronically, by hand or by fax, and two days after being sent, if sent by first class post.
Designated Officer/s	The Chief Executive and/or the Vice President Membership and Professional Development of the CIPD who are under a duty to raise allegation(s) on its behalf in certain circumstances.
Conduct Procedures	The procedures that are followed after a conclusion by the Investigation Panel that there is sufficient evidence that the Code may have been breached. NB. The operation of these Procedures is referred to as Conduct Proceedings.
Conduct Appeal Panel	The panel appointed to consider an appeal to the decision of the Conduct Panel.
Conduct Hearing	The consideration of a case by the Conduct Panel
Investigation	The process followed by the Investigation Panel to decide whether a Referral shall become a Case, and therefore submitted to Conduct Proceedings.
Investigation Manager	The Chair of the Investigation Panel who shall lead or has led on the investigation.
Investigation Officer	An individual drawn from a pool who works within an Investigation Panel and reports to the Investigation Manager.

Definitions

Investigation Panel	The group of persons drawn from a pool who investigate a Referral from the Professional Conduct Manager.
Investigation Procedures	The steps that will be followed by the CIPD to determine if allegation(s) will progress to Conduct Proceedings.
Investigation Report	The report created by the Investigation Panel in considering the Referral which will contain the allegation(s), any evidence gathered and the Investigation Panel's decision.
Investigation Reviewer	A member of the Investigation Pool who is appointed to review the decision of the Investigation Panel if the decision of the Investigation Panel is challenged.
Investigation Review Report	The report of the Investigation Reviewer which will contain the Investigation Report, any additional evidence and the Investigation Reviewer's decision.
Member	The Member of the Institute about whom the referral is made or who is being investigated.
Professional Conduct Manager (PCM)	A CIPD member of staff responsible for the management of allegations, advisors, Case Officers and Investigation and Conduct Panel Members.
Records	Records of allegations will be kept which the CIPD may call upon if the matter is not resolved at this stage
Referral	Allegation(s) that has been referred to an Investigation Panel.
Writing	Anything written, printed or lithographed, or partly one and partly another and other means of representing or producing words in a visible form.

CIPD BRANCHES TERMS OF REFERENCE

1 Name

The branch shall be named ‘the CIPD.....Branch’ (referred to as ‘the branch’).

2 Scope

- 2.1 The branch and its property shall be administered and managed as stated in these terms of reference, agreed by the Council of the CIPD whilst conforming to the CIPD’s Charter and Bye-laws.
- 2.2 Where there is inconsistency between these terms of reference and the CIPD’s Charter and Bye-laws, the CIPD’s Charter and Bye-laws will take precedence.
- 2.3 The day to day running of branches is covered in separate documents available from the CIPD’s branch development team and published on the branch officers’ extranet.

3 Purpose

- 3.1 The primary purpose of the branch is to act as a channel for member and potential member engagement at a local level, in accordance with the CIPD’s strategic priorities and in support of its purpose.
- 3.2 The CIPD’s purpose is to champion better work and working lives by improving people management and development practices for the benefit of individuals, businesses, the economy, and society.
- 3.3 The branch will achieve this by encouraging local networks for practitioners, building capability, gaining new members, running events, providing visibility and input into public policy agendas, and working collaboratively with other branches.
- 3.4 The CIPD encourages branches to be innovative in the furtherance and support of our purpose.

4 Business planning and funding

- 4.1 The CIPD is committed to investing in the branch network. Branches shall have access to funds subject to submission and approval of a business plan and budget (see 4.2). Branches can generate income in order to supplement their funds to use in year as outlined in the business plan and budget templates, accessible on the branch officers’ extranet.
- 4.2 Each year, branches will submit a business plan and budget by the end of May, approved by the branch committee and in accordance with the business plan template. Branch plans and budgets will be reviewed and if appropriate approved prior to commencement of the branch financial year in July. If the initial submission is not approved the branch will be required to resubmit its amended plans and budget prior to funds becoming accessible.
- 4.3 The branch committee in general and their Treasurer in particular shall exercise proper and careful control of the finances of the branch within arrangements laid down by the CIPD.

- 4.4 The funds of the branch shall be administered by the CIPD and held centrally in a bank account operated by the CIPD. Branches will maintain local control of their finances, supported by the CIPD's finance team and in accordance with the branch finance toolkit, accessible on the branch officers extranet.
- 4.5 The CIPD may from time to time also make available additional investment funds. These funds may be subject to specific conditions. Branches can access these funds by completing the appropriate investment approval process form, accessible on the branch officers' extranet.

5 Branch activities

- 5.1 Members can request to join any branch but would normally, in the first instance, be assigned to the branch associated with their home address. Members can however elect to attend branch events wherever the CIPD operates.
- 5.2 Following the year end, the branch committee will present a report of branch activities including financial update to a meeting where branch members are in attendance.
- 5.3 The appointment of officers and committee members shall take place in a timely manner to ensure these are listed in the annual business plan and budget. This should take place at an open meeting of all branch members ('Branch Annual Meeting') and likely to take place during April or May. Branch members should be notified of which officer and committee roles are subject to appointment at the Branch Annual Meeting along with details of the nomination process.
 - 5.3.1 Notice of the Branch Annual Meeting along with details of any matters requiring a vote or special business to be conducted, and nominations received for officer and committee roles shall be posted on the branch website at least 10 days before it takes place.
 - 5.3.2 Should a vote be required on any business, members of the CIPD present will be allowed to vote. There must be at least 15 chartered members of the CIPD in attendance. In the event of an equality of votes, the presiding chair of the meeting shall have a second or casting vote.
 - 5.3.3 Members must attend the meeting in order to vote.
- 5.4 Extraordinary branch meetings can be called in exceptional circumstances. This requires substantive member support (at least 10 branch members) and sufficient notice of the date and object of the meeting (at least 21 days) to their Secretary.
- 5.5 Auditor

CIPD's internal auditors may from time to time review and/or visit local branches and/or groups.

6 Branch officers, committee members and committee meetings

6.1 Composition

Every branch must have a branch committee, in order to function as a branch. This needs to include the following officers:

- Chair
- Vice-chair
- Secretary
- Treasurer
- Council member (usually Chair)

All above roles should be chartered members (i.e. Chartered Companion, Chartered Fellow, Chartered Member or Academic membership equivalent).

6.1.1 Unless otherwise resolved by the committee, the Chair shall be the Council member. No other individual may hold more than one office without the approval of the CIPD's Head of Member, Branch and Community Engagement. Such approval will, where granted, be for a period not exceeding 12 months.

6.1.2 All positions held by branch officers, or co-opted members shall be voluntary.

6.1.3 The roles and responsibilities of branch officers are covered in separate documents available from the CIPD's branch development team and published on the branch officers' extranet.

6.2 Appointment and term of office

6.2.1 The branch committee will, in accordance with good governance practice, have no more than 15 appointed officers and committee members.

6.2.2 The branch committee may co-opt additional committee members not exceeding a third of its number and to a maximum of five, to assist its activities. These committee members must be members of the CIPD. Co-opted members may help with ad hoc and operational activities, and would be subject to appointment into substantive roles at the next Branch Annual Meeting.

6.2.3 Branch committee members and officers may be appointed to serve for up to three years. The initial term of appointment should be decided at the annual meeting at which the appointment is made. Appointments are renewable upon expiry of the initial term, but other than in exceptional circumstances such further terms should be subject to annual renewal and in any event no individual should normally hold the same office for a period in excess of six years.

6.2.4 Branches should practice appropriate succession planning, and committee members should normally serve for a maximum consecutive period of nine years. This period may be extended by the period of appointment to offices of Chair or Vice Chair. It is expected that prior to appointment as branch Chair or Vice Chair a member will have served as a committee member or branch officer for a minimum period of three years.

- 6.2.5 Exceptions to the above must be discussed and agreed with the branch committee and thereafter discussed and agreed with the Branch and Membership Development Manager.
- 6.2.6 The branch committee may fill casual vacancies for branch officers or other committee members resulting from any cause, by co-option of branch members who are qualified for the relative office. In the case of a co-opted officer, the year in which co-option took place shall not count as year one in calculating the maximum normal term of office.

6.3 Branch Committee Meetings

- 6.3.1 The branch committee shall be responsible for the leadership and management of the Branch in accordance with best practice, good governance and guidelines produced by the CIPD's branch development team, and aligned to the strategic objectives of the CIPD.
- 6.3.2 The branch committee shall hold a minimum of two committee meetings a year. A special branch committee meeting may be called at any time by the branch Chair or by any four members of the branch committee with not less than 14 days' notice being given to the other members of the committee of the date, time, place of the meeting and matters to be discussed.
- 6.3.3 The Chair or, in his/her absence, the Vice-Chair, shall act as chair at meetings of the branch committee. If both the Chair and the Vice-Chair are absent from any meeting the members of the branch committee present shall choose one of their number to be the chair of the meeting before any other business is transacted, if the Chair has not previously designated a Chair.
- 6.3.4 All branch committee members shall be entitled to vote at branch committee meetings. In the event of an equality of votes, the presiding chair of the meeting shall have a second or casting vote.
- 6.3.5 The quorum for a branch committee meeting is one-third of the committee. Business may be transacted if less than one-third is present, but decisions must be ratified at the next meeting.

7 Payments and expenses

- 7.1 Branch committee members are entitled to receive payment for reasonable and proper out of pocket expenses in line with the CIPD's travel and subsistence policies. In the event of doubt, no expense shall be incurred without the prior approval of the Branch Chair. No other remuneration shall be received.

8 Conduct of Branch, its officers and committee members

- 8.1 The branch, its officers and committee members will act in accordance with the guidelines and conduct provisions set down in the branch induction pack, accessible on the branch officers' extranet. As CIPD members, they will at all times operate and promote the standards set down in the CIPD's Code of Professional Conduct.

- 8.2 Members must act with integrity and in a professional manner, and must be seen to be ambassadors for the CIPD at all times. They must not place themselves under an obligation that might influence or be perceived to influence the conduct of their duties, and must declare any potential conflicts of interest to the Chair. If in doubt as to whether a conflict of interest exists, the Chair will refer it to the CIPD's Branch and Membership Development Manager who will liaise with the CIPD Secretary as appropriate.

9 Minutes

- 9.1 Minutes of branch meetings shall be recorded and retained by the branch, so that there is a proper record of key decisions made.
- 9.2 Minutes shall be circulated and/or accessible via the branch website to all branch officers and committee members.

10 Groups

- 10.1 The Branch Committee shall be empowered to form or dissolve groups within the area of the branch. For example, these may be geographical and/or special interest groups:
 - 10.1.1 All branch groups shall be formed and dissolved by resolution of the branch committee, which shall ensure that the group acts within the charitable objects of the CIPD. All activities and proceedings of any group shall be fully and regularly reported to and minuted at all relevant branch committee(s).
 - 10.1.2 Branches and/or groups may also decide to work collaboratively across branch boundaries, in furtherance of the CIPD's strategic priorities, by establishing a volunteer-led cross-branch committee (e.g. Northern Area Partnership, Midlands Area Partnership).
 - 10.1.3 All cross-branch initiatives shall be commenced and ceased by resolution of the relevant cross-branch committee, which shall ensure that the group acts within the charitable objects of the CIPD. All activities and proceedings of any such group shall be fully and regularly reported to and minuted at all relevant branch committee(s).
 - 10.1.4 All cross-branch groups must have terms of reference which have been approved by all participating branch committees, and the relevant cross-branch committee, and reported to the CIPD's Branch and Membership Development Manager.
 - 10.1.5 When a cross-branch group is formed, the branch shall notify the CIPD's Branch and Membership Development Manager, and include the notification and an operational report in the annual business plan.
 - 10.1.6 All groups (geographical, special interest and volunteer led cross boundary) shall at all times be bound by these terms of reference and ultimately, the Charter and Bye-laws.

11 Dissolution

On dissolution of the branch, any assets will remain with the CIPD.

12 Dispute

Any dispute as to the interpretation of these terms of reference shall be referred to the Legal and Governance Director, whose decision shall be final.

SEAL SIGNING AUTHORITY

Legal Formalities

There are legal formalities for the execution of deeds by charitable Royal Charter bodies such as CIPD.

These corporate bodies are either what is known as ‘corporations aggregate’ or ‘corporations sole’ (e.g. an office constituted in a single person, such as an archbishop or a Secretary of State); CIPD is for these purposes a corporation aggregate.

Often, the execution formalities of corporations aggregate are dealt with under the Companies Act 2006, which provides for the execution of documents by certain non-Companies Act corporations, which it terms as ‘unregistered companies’, as well as ‘Companies Act companies’.

However, as a registered charity, CIPD is not included in the statutory definition of an ‘unregistered company’ and therefore the Companies Act 2006 requirements for the execution of deeds are not applicable.

The Board have therefore resolved that, in order to be able to attest documents under seal expediently when required, the Chief Executive or two members of the Senior Leadership Team together with the Legal and Governance Director/Head of Legal are able to execute documents under seal or sign as a deed on behalf of the CIPD.



CIPD

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