



## **Role and Person Specification: CIPP Board Director**

### **1. The Role**

The CIPP Board comprises of Board Directors including the Chair, the Vice-Chair, Past-Chair and Institute Secretary. The Chief Executive Officer (CEO) also sits on the Board as a Director. The Board is able to co-opt up to four members.

The Board is the governing body of the Institute, and is responsible *inter alia* for establishing strategy, monitoring the Institute's finances and ensuring the achievement of objectives.

### **2. Reports**

The Board Directors report to the Chair of the CIPP Board.

### **3. Time Commitment**

The role involves a commitment to attend four quarterly Board meetings, plus occasional ad-hoc meetings (some of which may be held by telephone or videoconference), as well as representing the Institute at a number of events and conferences. In the course of a year, the total commitment can be expected to be approximately 12 days plus time for reading Board papers and preparing presentations (if required). The role will involve travel within the UK to meetings. There may, from time to time, be an occasional overseas trip to represent the CIPP, but this is exceptional.

### **4. Vision and Mission**

The Institute's mission statement is: "Leading payroll and pension professionals through education, membership and recognition".

### **5. Role Context**

Following a review and recommendation by the Nominations and Appeals Committee a Board Director is elected from the membership, and holds office for three years. A Board Director may stand for re-election subject to a maximum of three terms of office.

## 6. Responsibilities

As a member of the Board a Director is required to:

- Ensure that the CIPP upholds and pursues the Mission Statement
- Exercise regulatory and law enforcement duties
- Make proposals to develop strategy and policy in the interests of the profession as a whole and the public, generating ideas and constructively building on those of others
- Take decisions about the prioritising of strategy according to the importance of the issue to the CIPP and the Payroll and Pensions professions and the availability of resources
- Support policies and strategy agreed by the Board and work positively and constructively to progress them
- Monitor the implementation of policies, procedures and the effectiveness of the agreed strategy including the activities of those committees who act on the Board's behalf
- Represent the CIPP's policies and views in a positive way to external audiences
- Communicate with the membership, representing the views and policies of the CIPP and bringing issues back to the Board thus acting as a source of information as to membership views
- Consider and take decisions on matters referred to the Board, by the CEO or the Heads of Departments who report to him or her.
- Consider, as appropriate, highly sensitive matters relating to staff
- Inform the Chair / Vice-Chair / Past-Chair of any work being carried out outside of the Board meeting, which may cause a conflict of interest.
- Consider and support the work of the Policy and Research function
- Set the framework for resource strategy
- Ensure the financial viability of the CIPP
- Take responsibility for addressing the items that appear on the Board agenda by reading the papers beforehand, adhering to the agenda item and contributing to discussions for the development of the CIPP.
- Work with the Chair, fellow Board members and senior staff to resolve issues/ differences of view so that clear and collective decisions can be reached and action points can be attributable to individuals
- Work constructively as part of a team – both on the Board and for the CIPP as a whole

- If required, to act as a mentor/coach to help assist new Board members to settle in quickly.
- Attend all Board meetings.
- Participate in Board sub-committees as appropriate
- Represent and present on behalf of the Board at CIPP events and other membership meetings

## **7. Sanctions**

Non-fulfilment of the responsibilities set out above or a breach of the Code of Conduct (see 9 below) will be subject to disciplinary sanction and may result in the Director being removed from office.

Possible sanctions may include:

- (a) excluding the Board Director from portions of all meetings and discussions that relate to the stated disciplinary issue or conflict of interest; and/or
- (b) private or public censure of the Board Director; and/or
- (c) removal of the Board Director from office
- (d) removal of the Board Director for failing to attend 2 Board meetings within a period of 12 months.

## **8. The Person**

- Elected Board Members must be Members of the CIPP (i.e. those in the categories of associate, full, fellows and Chartered Members).
- CIPP staff are not permitted to become Directors and former staff members may not stand for election until at least one year has elapsed since they left CIPP employment. For the avoidance of doubt CIPP tutors are not regarded as 'CIPP staff' for the purpose of this restriction.
- CIPP Board Directors are not to be considered to become CIPP staff until at least one year has elapsed since they stood down as a CIPP Board member. For the avoidance of doubt CIPP tutors are not regarded as 'CIPP staff' for the purpose of this restriction

### **8.1 Skills and knowledge**

- Knowledge and understanding of the objectives and range of activities of the CIPP, the role of Board and the key internal and external stakeholders
- Ability to think at a strategic level, understanding both the process of development and implementation of policy and the implications of strategic and policy decisions on the CIPP's resources
- Ability to understand budgets and the financial wellbeing of the CIPP
- Analytical understanding and a logical approach to problem solving
- Ability to see the external environment objectively
- Ability to promote the CIPP internally and externally in a positive and constructive way
- Leadership ability, influencing others and taking decisions as necessary
- Understanding of a team member role, so as to listen/work constructively with others
- Specific skills to enhance professionalism including presentation (technical and practical), oral communication (including summarising) and interpersonal skills

- Understands the range of the CIPP's activities and the role of Board Directors and staff
- An ability to develop an understanding of the wider implications of the issues discussed by the Board
- Thinks strategically and logically
- Able to prioritise
- Communicates ideas and views effectively to others that need to know

## **8.2 Personal qualities**

- Accepts the need for collective responsibility for decisions taken
- Works to achieve results and is willing to compromise in the name of progress
- Respects 'expert' role of staff and others in advising committees/Board and consults as appropriate
- Good networker, relationship builder with a high level of interactive skills
- Is open to new ideas, willing to learn and able to admit errors
- Capable of reasoned judgement, tact and diplomacy
- Ability to negotiate and reach agreement with others
- The ability to handle confidential information sensitively

## **9. Code of Conduct for Board Directors on the CIPP Board**

- Board Directors must at all times, while acting in that capacity, ensure that their activities are directed toward the fulfilment of the CIPP's mission statement, its members and the interests of its public
- Board Directors must be mindful that at all times they are representing the CIPP Board, and therefore must maintain suitable conduct in their behaviour both to external and internal stakeholders, including the public and staff
- Board Directors must ensure that the funds of the CIPP are properly applied to the furtherance of the purpose of the CIPP
- Board Directors who wish to engage in litigation against the CIPP, the Board or any member thereof, or any employee of the CIPP in their capacity as such, must resign from the Board Director role before taking such action
- Board Directors must not make use of information acquired solely by virtue of their position as such for personal gain, whether financial or non-financial
- Board Directors must not use their position as such to promote their personal, professional or business interests
- Board Directors must declare any real or potential conflict of interest with regard to any matter brought before the Board or discussed during a CIPP meeting, viz:

If the Chair of a meeting decides at any time that a Board Director has a real, perceived or potential conflict of interest\*, the Board Director will not participate in the discussion, and will leave the meeting for the topic under consideration

- Board Directors must ensure, when speaking in their capacity as such at any meetings of the CIPP, its committees or outside, that they declare any personal or business interests relevant to the matter in hand
- Board Directors must respect the confidentiality of information identified as confidential, acquired by them solely by virtue of their position as such
- Board Directors must not use their position as such to seek to influence the conduct of any aspect of the Board's business for the benefit of any individual, body corporate or other association other than for the benefit of the profession as a whole
- Board Directors must avoid any conduct that impairs the ability of the Board to perform its functions or to enjoy the confidence of the membership, the staff, the profession or government
- Board Directors must ensure that prompt and effective action is taken through appropriate channels to investigate any allegation of maladministration within the CIPP reported to them
- Board Directors should support in public the policies of the Board. Where a Board Director feels compelled publicly to oppose a Board policy, the Board should be informed in advance. The Board Director may then express his or her personal views on the matter but, in so doing, must first explain the Board policy and the reasons for the Board's decision. Board Directors must in any case avoid any action that would undermine confidence in the competence of the Board and its members or in the Board's decision-making process
- Board Directors must comply with the CIPP's Equal Opportunities Policy and Statement on Harassment and Bullying and any other Policy Statements contained in the Employee Handbook
- Board Directors must take action to be familiar with the governing documents of the CIPP so that they may act in an informed capacity
- Board Directors will submit for reimbursement only those expenses that are reasonable, justifiable, legitimate, and in accordance with the CIPP's Expense Policy
- Board Directors must not accept personal gifts, favours or benefits, except those of a nominal value (less than £50), from any business associate or company, offered because of their position with the CIPP
- Board Directors will not use their position as a Board Director to suggest to any CIPP employee any entitlement to, or expectation of, any special treatment beyond that accorded to the membership of the CIPP
- Board Directors must adhere to the Nolan Committee Principles of Public Life attached here as Appendix 1.

\* A conflict of interest may arise in situations where:

- a) A Board Director makes a decision or act motivated by considerations other than the best interests of the CIPP and/or its membership
- b) A Board Director is directly involved in an issue under discussion or associated with the issue in a substantive way and stands to benefit personally or financially from the decision
- c) A Board Director, his / her place of employment or other personal or professional affiliation might derive special privileges or considerations
- d) A Board Director has in any way, whether directly or indirectly, an interest in a proposed contract that may benefit him / her personally or financially

## **10. Remuneration**

- The Board Director will receive on a quarterly basis an honorarium as a contribution towards the time and effort required in their role as Board Director.
- The honorarium will be reviewed annually
- All expenses incurred in the duty of a Board Director will be remunerated in line with the CIPP Expenses policy.

## Appendix 1

### The Nolan Committee Principles of Public Life

#### 1. Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### 2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### 3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### 4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### 5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### 6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### 7. Leadership

Holders of public office should promote and support these principles by leadership and example.

Excerpt from the Nolan Committee's First Report on Standards in Public Life, 1995