

Membership Committee: Terms of Reference

The Membership Committee (The Committee) is responsible for assessing and recommending to the CGIUKI Board (The Board) candidates to be admitted to membership or upgraded to Fellowship within CGIUKI. It also makes recommendations to the Board on the systems and procedures established to implement admissions policy, provides guidance on member benefits and monitors the Continuing Professional Development and Public Practice Scheme.

1. Membership

- 1.1 The Committee shall have a minimum of three members. These can be Fellows, Associates and Affiliated of the Institute and non-members. However, the proportion of Board members must always be two thirds of the membership.
- 1.2 Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Membership Committee.
- 1.3 Membership of the Committee shall be regularly reviewed by the Chair of the Committee with input from the Head of Membership.
- 1.4 Appointments to the Committee shall be for a period of up to three years, which may be extended, subject to Board approval, for up to an additional three-year period.
- 1.5 Only members of the Committee have the right to attend Committee meetings. However, the Head of Membership and her/his deputy shall be invited to attend meetings of the Committee on a regular basis. Other individuals might be invited to attend all or part of any meeting as and when appropriate.
- 1.6 The CGIUKI President shall be invited to attend all meetings as guest.
- 1.7 The Chair of the Committee shall be appointed by the Board for a period of three years which may be extended subject to Board approval, for up to an additional three-year period.

2. Secretary

- 2.1 The Head of Secretariat or her/his deputy shall be the secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1 The quorum of the Committee at any meeting shall be two members, one of whom should be Board member.
- 3.2 If the Chair of the Committee is not present then those present will decide which of their number is to take the chair to the conclusion of that meeting only.
- 3.3 A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

- 4.1 The Committee shall meet at least three times a year.
- 4.2 Meetings can be held by electronic means.
- 4.3 Decisions can be made by the Committee by written resolution.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the secretary of the committee at the request of the Committee Chair or at the request of the CGIUKI President.
- 5.2 Unless otherwise agreed, notice, agenda and papers shall be forwarded no later than five working days before the date of the meeting.

6. Minutes of meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 The Chair and Committee members shall disclose the existence of any potential conflicts of interest, at the beginning of each meeting and or at the beginning of the item they may have an interest in, and the secretary shall minute them accordingly.
- 6.3 Minutes of the Committee shall be circulated within five days to the Chair of the Committee and within 10 days to all members of the Committee.

7. Duties

- 7.1 The Committee shall review:
 - 7.1.1 Fellowships applications on a regular basis, and agree either by written resolution or at a duly convened meeting, to recommend the election of suitable candidates to the Board.
 - 7.1.2 All non-standard Associate applications and make recommendations to the Board.
 - 7.1.3 All non-standard re-election applications and make recommendations to the Board.
 - 7.1.4 The operation of the Special Entry Examinations Scheme. Its responsibilities include the receipt and review of applications, professional assessment of the applicants and recommendations to the Board following the process attached as appendix A.
 - 7.1.5 That the Public Practice Scheme is fit for purpose.
- 7.2 The Committee shall ensure that the Continuing Professional Development scheme is fit for purpose and that a process to monitor members' compliance is in place and it is being managed by the Membership Team.
- 7.3 The Committee shall report annually and when necessary, make recommendations for improvement to the Board on the issues below. These recommendations shall be discussed in advance with the Head of Membership:
 - 7.3.1 The systems and procedures established to implement admissions policy.
 - 7.3.2 Graduates falling within byelaw 19.1 (i.e. exceeding 10 years as a Graduate).

7.4 The Committee shall also:

- 7.4.1 Audit a representative sample of the Associate and re-election applications checked and submitted monthly to the Board by the Membership Team.
- 7.4.2 Provide advice and guidance on services and benefits being offered to Members including those in public practice discussing these ideas with the Head of Membership as applicable.
- 7.4.3 Ensure an appropriate professional indemnity policy is available for members holding practising certificates, and that it is maintained to an acceptable standard and report annually to Board on the operation of the policy, including the claims history, the terms of the policy and its level of minimum cover and the number of members covered.

8. Reporting responsibilities

8.1 The Committee Chair or their alternate shall:

- 8.1.1 Report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.1.2 Every month, the secretary shall submit a list of Fellows and non-standard Associates recommended by the Committee for approval, to the Board.
- 8.1.3 Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

9.1 The Committee shall:

- 9.1.1 Have access to sufficient resources in order to carry out its duties, including access to staff as reasonably required.
- 9.1.2 Resources shall include an agreed provision to facilitate at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

10.1 The Committee has authority to:

- 10.2 Seek any information it requires from any employee of the Group in order to perform its duties.
- 10.3 Obtain, at the Group's expense, outside legal or other professional advice on any matter within its terms of reference subject to the available provision. Any expenditure required to be agreed with the Chief Executive and the CGIUKI President.

Special Examination Entry Scheme (SEES)

(Approved by UKRIAT Committee on 12 February 2019 with changes to the composition approved on 12 June 2019)

SES process is currently under review following the approval of changes to the criteria by the Council of the Global Institute.

1. Background and use of the Special Examination Entry Scheme (SEES)

SEES was introduced in 1994. It was revised by the Council in 2009 and certain elements of the scheme were changed. In June 2018 SEES was extended to Associate membership.

SEES for Fellowship

SEES candidates for Fellowship should be employed at a senior managerial level, occupying a senior management role within fields related to areas where Institute members might be practising and/or working. There are two broad categories of candidates, "influencers" and "contributors", although some candidates might fall into both categories:

- "Influencers": These candidates should be individuals whose current or previous roles demonstrated the achievement of considerable experience and seniority, to a level at least as high as that expected of a Fellow of the Institute.
- "Contributors": These nominees, while in some instances unable to demonstrate a senior managerial position, have contributed greatly to the profession by providing their knowledge and the giving of advice (often for Government papers), writing books and guides and contributing to our students programme, etc.; and their nomination was to recognise their contribution over the years and to encourage their continued involvement in furthering the Institute's objectives.

Suitable candidates can be drawn from any sector, for example:

- Listed companies
- GC 100 (this is the group for general counsel and company secretaries of FTSE 100 companies)
- Influential individuals/entrepreneurs in small cap and private companies
- Local government
- NHS
- Charities
- Education and/or research
- Influential individuals working with institutional investors
- Armed Forces

2. Process

A - Nomination

In order to ensure the quality of the candidates a specific senior group is appointed to initially propose potential candidates and receive nominations from members and Heads of Department staff.

The nominating group consists of:

- CGIUKI President or a Past President
- Chair of the Membership Committee
- Another members of the Board
- Business Development Director
- Policy & Research Director

When a suggestion for a nomination is received, the Chief Executive shall write to the relevant individual to ascertain their interest, requesting a profile and/or CV for consideration. In this initial contact, the Chief Executive shall emphasise that admission is a matter for the membership committee, reporting to the UKRIAT Committee and is not within his/her gift or that of any other individual or the nominating group.

If a proposed candidate confirms their interest and is unanimously approved by the nominating group, the Chief Executive shall then email details of the candidate, including their profile and/or CV, to all members of the membership committee confirming whether the individual is proposed for Fellowship or Associateship and including details of:

- the rationale for the proposing the candidate (how the candidate's membership is expected to assist the Institute), and
- a summary of the candidate's experience and career (information in the public domain and/or known to the Institute).

Upon receipt of the Chief Executive's email, members of the membership committee shall have 7 working days in which to raise objections to, or request further information about, a proposed candidate.

B – Invitation and application

If approved by the nominating group (without unresolved objection from any member of the membership committee), the Chief Executive shall invite the proposed candidate to submit their Fellowship or Associateship application (as appropriate) for consideration.

Upon receipt of an application, the membership team shall review and score the application using the Fellowship or Associateship marking scheme as appropriate and shall check that the proposed candidate:

- is not precluded from SEES, including by current or previous membership of the Institute; and
- meets the 'fit and proper person' tests.

Provided the candidate achieves the marking scheme threshold score for Fellowship, or meets all relevant criteria for Associateship (as the case may be) and meets the essential membership requirements (fit and proper, etc), the candidate will then proceed to interview.

If the candidate does not achieve the relevant threshold score for Fellowship or meet all the criteria for Associateship, the candidate application and marking scheme shall be submitted to the next membership committee meeting for review and a decision on whether to proceed to interview, reject the application or request further information.

C - Interview

All candidates for membership are subject to byelaw 5 or 6 and are therefore required to attend an examination in the form of an Assessment Interview.

The membership team shall make arrangements for an assessment interview to be conducted by two members of the membership committee or, if two members of the committee are not available, by one member of the committee and a Fellow of some years' standing (the interview panel).

The interview panel will be provided with a copy of the candidate's CV, application form and marking scheme for information in advance of interview. The interview should cover the following areas:

- the candidate's background and interest in governance & compliance matters
- the ability of the candidate to influence/promote governance matters and in what sectors/organisations
- the candidate's understanding and knowledge of the Institute and its mission
- the candidate's prior involvement with the Institute
- the nature of the candidate's future commitment to the Institute and how s/he intends to support the Institute, advocate the Institute membership and/or promote the wider governance agenda
- how the candidate feels the Institute membership will benefit them and their career
- any other relevant points to support candidate's application
- any questions the candidate may have.

Following interview, the interviewers should agree and complete the interview template (appendix) and return it to the membership team.

D – Membership committee consideration

At the next membership committee meeting following completion of the interview, the membership team should submit the following documents in respect of the candidate:

- application form and CV
- marking scheme
- completed interview template.

The membership committee shall consider the application and determine whether to recommend admission to Fellowship or Associateship by the Board. The membership committee shall confirm the decision of the membership committee to the candidate and complete the usual admission procedures.

Admission of Associate members via SEES is limited to 20 candidates per annum.

E – Subsequent contribution by SEES candidates

As part of the SEES process, the ways in which candidates can subsequently assist the Institute are explored. These should be recorded by the membership team and communicated to relevant colleagues (e.g. events).

A log of actual versus anticipated contributions from SEES members should be maintained and reported annually to the membership committee.

APPENDIX

Interview template for SEES candidates

Candidates name: _____

Interview date : _____ Location: _____

Application for Fellowship / Associateship* _____

Interviewer representing Membership Committee: _____

Interviewer representing Membership Committee/Fellow*: _____

*delete as appropriate

Pre-interview	For comments by interviewers
Nomination paper	
Research by administration	
Application paper	
Marking scheme	

At interview	For comments by interviewers
<p>What is the candidate's background and interest in governance & compliance matters?</p> <p>How does the candidate contribute to or influence governance matters and in what sectors/organisations?</p>	
<p>How well does the candidate know and understand ICOSA and its mission?</p> <p>What prior involvement with ICOSA has s/he had?</p>	
<p>What is the candidate's future commitment to ICOSA?</p> <p>How does s/he intend to support ICOSA, advocate ICOSA membership and/or promote the wider governance agenda?</p>	
<p>How does the candidate feel ICOSA membership will benefit them and their career?</p> <p>And how will ICOSA benefit from their membership and involvement?</p>	
<p>Are there any other relevant points to support candidate's application?</p> <p>Does the candidate have any questions for ICOSA?</p>	
<p>Conclude by confirming that the candidate is aware that their application will now be put forward for approval by the Membership Committee and the Board and if approved that they will be subject to the Charter and Byelaws, including the fit & proper regime, and will be required to pay an annual subscription.</p>	

Post interview	For completion by interviewers
<p>General Comments:</p>	
<p>Summary of ways in which the candidate is expected to be able to assist /support the Institute:</p>	
<p>Approved by for recommendation to membership committee:</p>	<p>Yes/No*</p>

Post interview	For completion by membership team
<p>Approved by Membership Committee date:</p>	
<p>Recommended to the Board date:</p>	
<p>Approved by the Board date:</p>	