**BOARD REGULATIONS**

**Institute of Workplace and Facilities Management**

**Approved by the Board:** 29 October 2026

**Effective from:** On publication (Article 33)

**Document Owner:** Company Secretary

**Review Frequency:** Biennial, or earlier where required by changes to legislation, the Articles of Association or governance arrangements.

## PART 1 – INTRODUCTION

### 1.1 Purpose

These Board Regulations support the Articles of Association and Bylaws of the Institute of Workplace and Facilities Management (IWFM).

They establish the governance framework approved by the Board for the effective leadership, oversight and management of the Institute. They define how authority is exercised and delegated, how governance bodies operate and how assurance is provided to the Board.

These Regulations are intended to provide practical governance arrangements and should be read alongside the Articles of Association and Bylaws.

### 1.2 Status

These Regulations are made under the authority of the Articles of Association.

If there is any inconsistency between these Regulations and the Articles of Association, the Articles shall prevail.

If there is any inconsistency between these Regulations and the Bylaws, the Articles shall prevail and the Bylaws shall take precedence over these Regulations where applicable.

### 1.3 Scope

These Regulations apply to all governance bodies established by, or operating under delegated authority from, the Board.

| Governance Body |
| --- |
| Board |
| Board Committees |
| Executive |
| Members' Council |
| Membership Groups |

| |
|---|
| **Governance Body** |
| **Working Groups** |
| **Advisory Groups** |
| **Company Secretary** |

### 1.4 Governance Framework

The governance framework of the Institute comprises the following documents.

| Document | Purpose |
|---|---|
| **Articles of Association** | The constitutional document of the Institute. |
| **Bylaws** | Supplement the Articles by setting out governance arrangements approved under the Articles. |
| **Board Regulations** | Establish the governance framework and delegated authority approved by the Board. |
| **Terms of Reference** | Define the purpose, responsibilities and authority of governance bodies established by the Board. |
| **Policies and Procedures** | Describe the operational arrangements approved by the Board or Executive to implement governance decisions. |

### 1.5 Review

These Regulations will normally be reviewed every two years.

The Company Secretary may recommend an earlier review where changes to legislation, regulation, governance practice or the Articles of Association make this appropriate.

Amendments to these Regulations require approval by the Board.

## PART 2 – GOVERNANCE FRAMEWORK

### 2.1 Governance Framework

The governance of the Institute is established through the Articles of Association and supported by the Bylaws and these Board Regulations.

The Board is responsible for the overall leadership, strategic direction and stewardship of the Institute. Whilst the Board may delegate authority to Board Committees, the Executive or other governance bodies, it retains collective responsibility for the exercise of those delegated powers.

The governance framework is intended to ensure that decisions are taken at the appropriate level, supported by effective assurance, appropriate oversight and clear accountability.

**2.2 Governance Principles**

The Institute is governed in accordance with the following principles.

| Principle | Governance Expectation |
|---|---|
| **Leadership** | Providing strategic direction and promoting the long-term success of the Institute. |
| **Accountability** | Clearly defining responsibilities and ensuring appropriate oversight of delegated authority. |
| **Integrity** | Acting honestly, ethically and in the best interests of the Institute. |
| **Transparency** | Supporting open decision-making and appropriate reporting. |
| **Stewardship** | Safeguarding the Institute's reputation, resources and sustainability. |
| **Inclusion** | Promoting equality of opportunity, diversity of thought and inclusive participation. |
| **Continuous Improvement** | Reviewing governance arrangements regularly to ensure they remain effective and proportionate. |

**2.3 Governance Responsibilities**

The Board, its Committees, the Executive and other governance bodies shall operate within the authority delegated to them by the Articles of Association and these Regulations.

Delegated authority does not remove accountability. Each governance body remains accountable to the Board for the discharge of its responsibilities.

Where uncertainty exists regarding delegated authority, the matter shall be referred to the Board for determination.

**2.4 Standards of Governance**

Those undertaking governance responsibilities on behalf of the Institute are expected to exercise independent judgement, act in good faith, manage conflicts of interest appropriately, maintain confidentiality where required and support effective governance across the Institute.

**PART 3 – BOARD GOVERNANCE**

**3.1 Role of the Board**

The Board is the governing body of the Institute and is responsible for its overall leadership, strategic direction and long-term sustainability.

Acting collectively, the Board provides stewardship of the Institute, ensuring that it operates in accordance with its Articles of Association, complies with applicable legal and regulatory requirements, and delivers its charitable and professional objectives in the interests of its members and wider stakeholders.

The Board may delegate authority to Board Committees, the Chief Executive, the Executive or other governance bodies where appropriate. Such delegation does not remove the Board's collective responsibility for the governance of the Institute.

### 3.2 Responsibilities of the Board

The Board is responsible for establishing and maintaining an effective governance framework that supports the achievement of the Institute's strategic objectives.

In carrying out this responsibility, the Board shall:

| Responsibility | Purpose |
|---|---|
| **Strategic leadership** | Set the strategic direction of the Institute and approve the Corporate Plan and annual Business Plan. |
| **Governance** | Maintain an effective governance framework and ensure compliance with the Articles of Association and applicable legislation. |
| **Financial stewardship** | Safeguard the long-term financial sustainability of the Institute through approval of the budget, statutory accounts and financial strategy. |
| **Risk and assurance** | Oversee the Institute's approach to risk management, internal control and organisational assurance. |
| **Performance** | Monitor organisational performance and delivery of the strategic objectives. |
| **Leadership** | Appoint the Chief Executive and oversee succession planning for key governance appointments. |
| **Delegation** | Establish governance bodies, approve their Terms of Reference and monitor the effectiveness of delegated authority. |

### 3.3 Reserved Matters

Whilst the Board may delegate authority in accordance with these Regulations, responsibility for the following matters remains reserved to the Board unless otherwise provided for within the Articles of Association.

| Reserved Matter | Description |
|---|---|
| Constitutional governance | Approval of amendments to the Articles of Association (subject to Member approval where required), Bylaws and Board Regulations. |

| Reserved Matter | Description |
|---|---|
| **Governance framework** | Approval of Board Committee Terms of Reference and the establishment or dissolution of Board Committees, Working Groups and Advisory Groups. |
| **Strategy** | Approval of the Corporate Plan, strategic priorities and significant changes to the strategic direction of the Institute. |
| **Financial stewardship** | Approval of the annual budget, statutory accounts, financial strategy and material expenditure outside delegated authority. |
| **Risk and assurance** | Approval of the Institute's risk appetite and oversight of principal strategic risks and governance assurance. |
| **Chief Executive** | Appointment, performance review and removal of the Chief Executive, together with approval of remuneration following recommendation from the Nominations & Remuneration Committee. |
| **Governance appointments** | Approval of appointments reserved to the Board by the Articles of Association, Bylaws or these Regulations. |

**3.4 Collective Responsibility**

The Board acts collectively in exercising its responsibilities and reaching decisions on behalf of the Institute.

Board Members are expected to contribute constructively to discussion, exercise independent judgement and provide appropriate challenge during the decision-making process. Once a decision has been reached, the Board shall support its implementation whilst recognising the continuing statutory and fiduciary duties of individual Board Members.

**3.5 The Chair**

The Chair is responsible for the effective leadership of the Board and for promoting high standards of governance throughout the Institute.

The Chair shall ensure that the Board operates effectively, that meetings support informed and constructive decision-making, and that Board Members receive the information necessary to discharge their responsibilities. The Chair shall also work closely with the Chief Executive and Company Secretary to support the effective operation of the Board and its Committees.

**3.6 Deputy Chair**

The Deputy Chair shall support the Chair in the discharge of their responsibilities and may act on behalf of the Chair where requested or when the Chair is unavailable.

The appointment, eligibility and term of office of the Deputy Chair are governed by the Articles of Association and the Bylaws.

### 3.7 Company Secretary

The Company Secretary is responsible for supporting the Board in maintaining an effective governance framework and ensuring compliance with the Articles of Association, these Board Regulations and applicable legislation.

The Company Secretary shall provide independent governance advice to the Board and its Committees, support the effective administration of governance meetings, maintain the Institute's constitutional and statutory records, and oversee the periodic review of the governance framework.

The Company Secretary shall have direct access to the Chair on governance matters and may advise the Board where proposed actions are considered inconsistent with the Articles of Association, these Board Regulations or applicable legislation.

## PART 4 – GENERAL REGULATIONS FOR BOARD COMMITTEES

### 4.1 Purpose

These General Committee Regulations establish the governance arrangements that apply to all Board Committees established under the authority of the Board.

Unless a Committee's Terms of Reference expressly provide otherwise, these Regulations shall apply to every Board Committee.

### 4.2 Establishment of Board Committees

The Board may establish Standing (Board) Committees, Sub-Committees, Working Groups or Advisory Groups where it considers this necessary to support the effective governance of the Institute.

Each Board Committee shall operate in accordance with Terms of Reference approved by the Board, which shall define its purpose, responsibilities, delegated authority, membership and reporting arrangements.

The establishment of a Board Committee does not remove the Board's collective responsibility for the governance of the Institute.

### 4.3 Role of Board Committees

Board Committees support the Board by providing assurance, scrutiny, advice and recommendations within the scope of their delegated responsibilities.

Where delegated authority has been granted by the Board, Board Committees may make decisions within the limits of that authority. All other matters shall be referred to the Board with an appropriate recommendation.

Board Committees shall not exercise powers reserved to the Board under these Regulations or the Articles of Association.

### 4.4 Membership

Committee membership shall be determined by the Board in accordance with the Articles of Association, the Bylaws and the relevant Terms of Reference.

Unless otherwise specified within the Articles of Association, the Bylaws or the relevant Terms of Reference, appointment to a Board Committee shall not require IWFM membership.

Appointments shall seek to ensure that each Committee possesses the knowledge, experience and independence necessary to discharge its responsibilities effectively.

Where a vacancy arises during a term of office, the Board may appoint a replacement in accordance with the relevant Terms of Reference.

**4.5 Committee Chairs**

Each Board Committee shall have a Chair appointed by the Board.

The Chair is responsible for ensuring that the Committee operates effectively, fulfils its Terms of Reference and provides appropriate assurance and recommendations to the Board.

The Chair shall work closely with the Company Secretary and relevant Executive lead to ensure that Committee business is planned effectively and that matters requiring Board consideration are reported appropriately.

**4.6 Meetings**

Each Committee shall meet as frequently as necessary to discharge its responsibilities and in accordance with its approved Terms of Reference.

Meetings may be held in person, electronically or by any other means permitted by the Articles of Association.

The annual programme of Committee meetings should normally be agreed in advance to support the Board's annual governance cycle.

**4.7 Quorum**

The quorum for each Committee shall be as specified within its Terms of Reference.

No Committee shall transact formal business unless a quorum is present throughout the meeting.

If a meeting ceases to be quorate, the Chair may continue discussion for information purposes, but no decisions or recommendations shall be regarded as formally agreed.

**4.8 Attendance**

Committee Members are expected to attend meetings regularly and prepare appropriately in order to contribute effectively to discussion and decision-making.

Executive Directors, members of staff, advisers or other attendees may attend meetings at the invitation of the Chair where their attendance will assist the Committee in discharging its responsibilities.

Attendance by invited individuals does not confer membership or voting rights unless expressly provided for within the Committee's Terms of Reference.

**4.9 Conflicts of Interest**

Committee Members shall declare any actual, potential or perceived conflict of interest at the earliest opportunity and, in any event, before consideration of the relevant item of business.

The Chair shall determine the appropriate course of action, taking account of the Institute's Conflicts of Interest Policy and the nature of the conflict declared.

Declarations and any action taken shall be recorded within the minutes of the meeting.

**4.10 Decision Making**

Board Committees shall seek to reach decisions by consensus wherever possible.

Where a vote is required, decisions shall be determined in accordance with the relevant Terms of Reference and the Articles of Association.

Recommendations made to the Board should clearly identify the rationale for the recommendation together with any significant risks, implications or alternative options considered.

**4.11 Minutes and Records**

A formal record shall be kept of each Committee meeting.

Minutes shall record the decisions reached, actions agreed and any matters requiring escalation to the Board. Draft minutes shall be reviewed by the Chair before circulation to Committee Members and subsequent submission to the Board where appropriate.

The Company Secretary shall ensure that governance records are maintained in accordance with the Institute's record management arrangements.

**4.12 Reporting to the Board**

Board Committees are accountable to the Board.

Each Committee shall provide assurance to the Board through regular reporting on matters within its remit and shall draw the Board's attention to any matter requiring decision, further consideration or executive action.

Committee Chairs may also provide verbal updates where appropriate.

**4.13 Annual Review**

Each Committee shall undertake an annual review of its effectiveness and Terms of Reference.

The outcome of that review shall be reported to the Board together with any recommendations for improvement or proposed amendments to its Terms of Reference.

**4.14 Administrative Support**

The Company Secretary shall provide, or make arrangements for, appropriate governance support to each Board Committee.

This shall include advising on governance matters, supporting the preparation of agendas, maintaining Committee records and assisting the Chair in ensuring that Committee business is conducted in accordance with these Regulations.

## PART 5 – DELEGATED AUTHORITY

### 5.1 Delegation of Authority

The Board may delegate authority to Board Committees, the Chief Executive, the Executive or other governance bodies where this supports the effective governance and management of the Institute.

Delegated authority shall be exercised within the limits approved by the Board and in accordance with the Articles of Association, these Board Regulations and any applicable Terms of Reference.

The delegation of authority does not remove the Board's collective responsibility for the governance of the Institute.

### 5.2 Principles of Delegation

The Board delegates authority to ensure that decisions are taken at the most appropriate level whilst maintaining effective oversight and accountability.

All delegated authority shall operate in accordance with the following principles.

| Principle | Application |
|---|---|
| **Clarity** | Delegated responsibilities shall be clearly defined and understood. |
| **Accountability** | Those exercising delegated authority remain accountable to the Board. |
| **Proportionality** | Decisions should be taken at the lowest appropriate level. |
| **Assurance** | Appropriate reporting shall enable the Board to maintain effective oversight. |
| **Escalation** | Matters outside delegated authority shall be referred to the Board. |

### 5.3 Board Committees

Board Committees are established by the Board to provide specialist advice, independent assurance, scrutiny and, where appropriate, delegated decision-making within an approved remit.

Each Committee shall operate in accordance with Terms of Reference approved by the Board. Committee Chairs remain accountable to the Board for the effective discharge of their Committee's responsibilities.

The Terms of Reference for each Standing Committee are set out in the Schedules to these Board Regulations.

### 5.4 Chief Executive

The Chief Executive is responsible for the executive leadership and day-to-day management of the Institute.

The Chief Executive shall implement the strategic direction determined by the Board, ensure that Board decisions are delivered effectively and maintain appropriate arrangements for organisational performance, financial management, compliance and operational risk.

The Chief Executive remains accountable to the Board for the discharge of these responsibilities.

**5.5 Executive**

The Executive supports the Chief Executive in the leadership and management of the Institute.

Acting collectively, the Executive is responsible for delivering the Corporate Plan, managing organisational performance, allocating resources within approved budgets and ensuring that operational activity supports the strategic direction established by the Board.

The Executive shall operate in accordance with the Executive Terms of Reference approved by the Board.

**5.6 Members' Council**

Members' Council is established under the Articles of Association as the principal forum through which the views and experience of members are represented to the Board.

Members' Council supports engagement across the Institute, provides insight into professional and sector developments and contributes to the development of the Institute's strategic direction through constructive advice and feedback.

The composition, appointment and operation of Members' Council are set out in the Articles of Association, Bylaws and its approved Terms of Reference where applicable.

**5.7 Membership Groups**

Membership Groups support the delivery of the Institute's charitable and professional objectives by providing opportunities for member engagement, professional networking and knowledge sharing.

Membership Groups operate within the governance framework established by the Articles of Association, the Bylaws and any guidance approved by the Board.

The Board delegates responsibility for the oversight of Membership Groups to Members' Council, whilst retaining overall governance responsibility for the framework within which Membership Groups operate.

**5.8 Working Groups**

The Board may establish Working Groups to undertake specific pieces of work on its behalf.

Working Groups shall have clearly defined objectives, membership and reporting arrangements approved at the time of their establishment. Unless expressly authorised by the Board, Working Groups shall not possess delegated decision-making authority.

Working Groups shall cease to exist upon completion of their agreed objectives unless otherwise determined by the Board.

**5.9 Advisory Groups**

The Board may establish Advisory Groups where specialist knowledge or external expertise is required to inform the work of the Board or one of its Committees.

Advisory Groups provide advice and recommendations only and shall not exercise delegated authority unless expressly authorised by the Board.

The Board shall determine the purpose, membership and duration of each Advisory Group at the time of its establishment.

**5.10 Review of Delegated Authority**

The Board shall review its delegated authority arrangements periodically to ensure they remain appropriate, effective and aligned with the strategic objectives and governance requirements of the Institute.

Any proposed changes to delegated authority shall be considered by the Board following advice from the Company Secretary and, where appropriate, the Constitution & Ethics Committee.

**PART 6 – MEMBERSHIP GOVERNANCE**

**6.1 Purpose**

Membership is fundamental to the Institute's purpose as a professional membership body.

The Board is responsible for establishing and maintaining a membership framework that is fair, transparent, consistent and aligned with the Institute's Professional Standards.

The administration of membership shall be undertaken by the Executive in accordance with the Articles of Association, the Bylaws, these Board Regulations and any policies approved by the Board.

**6.2 Membership Framework**

The Institute shall maintain membership grades and entry routes approved by the Board.

Membership grades, eligibility requirements and assessment arrangements shall support the professional standards of the Institute and provide an appropriate framework for recognising competence, professional achievement and commitment to the workplace and facilities management profession.

The Membership Entry Routes approved by the Board are set out in **Schedule 8** to these Regulations.

**6.3 Membership Assessment**

Membership applications shall be assessed using arrangements approved by the Board that are designed to ensure consistency, fairness and alignment with the Institute's Professional Standards.

Assessment arrangements shall be proportionate to the membership grade being applied for and shall provide assurance that applicants satisfy the published entry requirements.

The Executive shall maintain documented assessment processes and quality assurance arrangements to support consistent decision-making.

**6.4 Membership Standards**

The Board shall approve the principles that underpin membership assessment and professional recognition.

These principles shall ensure that:

| Principle | Purpose |
|---|---|
| **Fairness** | Applications are assessed consistently against published criteria. |
| **Transparency** | Entry requirements and assessment routes are clearly communicated. |
| **Professional Standards** | Membership grades reflect competence and professional achievement. |
| **Quality Assurance** | Assessment decisions are subject to appropriate quality assurance processes. |
| **Continuous Improvement** | Assessment arrangements are reviewed periodically to ensure they remain effective and aligned with professional practice. |

**6.5 Membership Grades**

The Board shall approve the membership grades of the Institute together with the principles governing admission, progression and professional recognition.

Detailed eligibility criteria, assessment requirements and approved entry routes shall be maintained within the Membership Entry Routes Table at Schedule 8 and may be amended by the Board following recommendation through the Institute's governance process.

**6.6 Membership Fees**

The Board shall approve the principles governing membership subscriptions, assessment fees and other charges.

The level of fees shall be determined periodically by the Board in accordance with the Articles of Association and the Bylaws.

Current fees shall be published separately by the Institute and do not form part of these Board Regulations.

**6.7 Appeals**

The Institute shall maintain appropriate arrangements for the review and appeal of membership assessment decisions in accordance with the Articles of Association, the Bylaws and the relevant governance procedures approved by the Board.

Governance oversight of membership appeals shall be exercised through the Constitution & Ethics Committee in accordance with its approved Terms of Reference.

**PART 7 – GOVERNANCE ASSURANCE AND REVIEW**

**7.1 Purpose**

The Board is committed to maintaining an effective governance framework that supports the long-term success of the Institute.

Governance arrangements shall therefore be reviewed periodically to ensure that they remain proportionate, effective and aligned with the Articles of Association, recognised good governance practice and the strategic needs of the Institute.

**7.2 Board Effectiveness**

The Board shall undertake a periodic review of its effectiveness.

The review shall consider the effectiveness of the Board's governance arrangements, decision-making, strategic oversight, Committee structure and relationship with the Executive.

The Board may determine the methodology and frequency of the review, including the use of independent external facilitation where considered appropriate.

**7.3 Committee Effectiveness**

Each Board Committee shall review its effectiveness annually.

The review shall include consideration of the Committee's Terms of Reference, membership, work programme, reporting arrangements and contribution to the governance of the Institute.

Recommendations arising from the review shall be reported to the Board.

**7.4 Review of Governance Documents**

The Company Secretary shall maintain a programme for the periodic review of the Institute's constitutional and governance documents.

The programme shall normally include review of:

| Governance Document | Approval Body |
|---|---|
| **Articles of Association** | Members |
| **Bylaws** | Board |
| **Board Regulations** | Board |
| **Committee Terms of Reference** | Board |
| **Governance Policies** | Board or Executive, as appropriate |

**7.5 Annual Governance Assurance**

The Board shall receive annual assurance regarding the effectiveness of the Institute's governance arrangements.

This assurance shall normally include reports from the Board Committees together with any recommendations arising from governance reviews undertaken during the year.

**7.6 Governance Improvement**

The Board is committed to the continuous improvement of its governance arrangements.

Recommendations arising from governance reviews, Committee effectiveness reviews, internal assurance activities, external audit or recognised good practice shall be considered by the Board and implemented where appropriate.

**SCHEDULE 1**

**BOARD TERMS OF REFERENCE**

**1. Purpose**

The Board is responsible for the overall governance, strategic direction and long-term success of the Institute.

Acting collectively, the Board provides leadership and stewardship of the Institute by setting strategy, overseeing risk, monitoring organisational performance and ensuring compliance with the Articles of Association, applicable legislation and regulatory requirements.

The Board delegates the day-to-day management of the Institute to the Chief Executive and Executive within the authority granted by the Articles of Association, these Board Regulations and any delegated authority approved by the Board.

The Board also approves the appointment of Executive Directors nominated by the Chief Executive.

**2. General Regulations**

The Board shall meet at least four times each year.

The quorum for meetings shall be as set out in the Articles of Association.

The Board shall conduct its business in accordance with the Articles of Association and these Board Regulations.

A declaration of interests shall be a standing agenda item at every Board meeting. Board Members shall declare any actual, potential or perceived conflict of interest as soon as they become aware of it and in accordance with the Institute's Conflicts of Interest Policy.

All Board Members shall provide appropriate confidentiality undertakings, sign the Non-Executive Director Code of Practice where applicable and complete an annual Declaration of Interests. The Company Secretary shall maintain the Register of Interests and refer any material governance concerns to the Constitution & Ethics Committee where appropriate.

Reference should also be made to the Articles of Association relating to:

- Appointment and composition of the Board.
- Disqualification of Board Members.
- Proceedings of the Board.
- Delegation of authority.

**3. Composition**

The composition of the Board, including eligibility, appointment, terms of office, retirement, casual vacancies, voting rights and the appointment of the Chair and Deputy Chair, is governed by the Articles of Association and the Bylaws.

The Company Secretary shall be appointed and removed by the Board.

## 4. Functions

The functions and powers of the Board are set out in the Articles of Association.

In fulfilling its responsibilities, the Board shall:

| Responsibility | Purpose |
|---|---|
| **Strategy** | Determine the strategic direction of the Institute and approve the Corporate Plan and Business Plan. |
| **Governance** | Maintain an effective governance framework and approve constitutional and governance documents where required. |
| **Leadership** | Provide oversight of the Chief Executive and Executive, ensuring the effective delivery of the Institute's strategy. |
| **Financial Stewardship** | Safeguard the financial sustainability of the Institute through oversight of budgets, statutory accounts and financial performance. |
| **Risk and Assurance** | Maintain oversight of organisational risk, internal control and assurance arrangements. |
| **Performance** | Monitor delivery of strategic objectives and organisational performance. |
| **Delegation** | Establish Board Committees, approve their Terms of Reference and monitor the exercise of delegated authority. |

## 5. Reporting

The Board shall report annually to the Members through the Annual Report and Accounts and at the Annual General Meeting.

The Board shall receive regular assurance from its Committees and the Executive to enable it to discharge its responsibilities effectively.

## 6. Review

These Terms of Reference shall be reviewed by the Board at least every two years, or earlier where changes to the Articles of Association, legislation or governance arrangements make this necessary.

**SCHEDULE 2**

**AUDIT & RISK COMMITTEE TERMS OF REFERENCE**

**1. Purpose**

**1.1** To advise the Board on matters relating to the external audit; risk management and internal controls assurance; the integrity of financial statements; the findings and recommendations of any investigations requested by them and to deal with any similar matters as the Board may direct.

The Committee is also responsible for providing oversight of the audit of the IWFM Membership Assessment Process.

**2. General Regulation**

**2.1** The Committee will meet at least two times each year or more if required.

**2.2** The quorum of the Committee shall be three. Executive members or staff (who may only serve on Extraordinary Committees) must remain in the minority.

**2.3** Any member not attending or not contributing for three consecutive meetings within a twenty-four-month period will be deemed to have resigned from the Committee. Removal will be at the discretion of the Chair.

**2.4** Other General Regulations are as stated in Part 4 of the Board Regulations – General Committee Regulations.

**3. Composition**

**3.1** The Committee will comprise up to a maximum of six members in accordance with the Bylaws and Articles of Association and will be appointed by the Board, usually on the recommendation of the Chair of the Audit & Risk Committee.

**3.2** The Committee membership shall consist of:

- The Chair (see 3.3).
- A qualified accountant, who may or may not be a Member of IWFM but must not be a member of the Board.
- One, and only one, member of the Board.
- Two additional Members of IWFM.
- An additional member who must be a Member of IWFM if the qualified accountant is not. If the qualified accountant is a Member, an additional lay member must be appointed.

**3.3** The Chair of the Audit & Risk Committee will be appointed by the Board and will be either a Member of the Institute, a qualified accountant, or both. The Chair may also be a member of another Board Committee, Working Group, Task Group or Advisory Group (refer to the Articles of Association for definitions), except for any committee responsible for finance.

**3.4** Both the Chief Executive Officer (unless permission from the Chair is given to do otherwise) and the Director/Head of Finance (or equivalent appropriate finance representative) will attend Committee meetings. The Committee may require attendance by any officer or Board Member to assist in any matter under examination and may request any officer, Board Member or the Board to take any action considered necessary.

**3.5** The Chair and Committee Members must demonstrate a degree of knowledge and understanding of audit policies, processes and procedures.

**3.6** The Chair and Committee Members must demonstrate a degree of knowledge and understanding of risk policies, processes and procedures.

**4. Functions**

The functions of the Committee are:

**4.1** To consider and recommend to the Board the appointment of the external auditors (and their remuneration), deal with any questions relating to their resignation or dismissal, review their performance and ensure that a competitive tendering process is undertaken at least every seven years.

**4.2** To work with the external auditors when and where necessary to assist in their audit activities in the preparation of the Institute's Annual Accounts.

**4.3** To hold one meeting or teleconference each year with the external auditors without staff present, to ensure that the auditors are satisfied with the Institute's processes and practices.

**4.4** To receive the Annual Accounts and Management Letter from the external auditors, review them and make recommendations to the Board for approval.

**4.5** To advise the Board on the adequacy and effectiveness of the Institute's internal controls.

**4.6** To review and report on the adequacy of the risk management policy, processes and plans, together with the state of the Risk Register, providing the Board with independent commentary to support it in discharging its risk management responsibilities. This shall include receiving confirmation of compliance with the Risk Management Policy and a copy of the Business Critical Risk Register at each meeting.

**4.7** To review the systems and processes of integrated risk management and internal controls across the organisation and ensure that they support the achievement of IWFM's objectives. In carrying out this work, the Committee will utilise the work of External Audit and other assurance functions but will not be limited to these functions. The Committee may also seek reports and assurances from managers where appropriate, concentrating on the overarching systems for quality, risk management and internal control together with indicators of their effectiveness.

**4.8** To review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation. This will include reviewing the auditing, controls and risks of Joint Ventures or Joint Ventures Not Entities (JANEs).

*A Joint Arrangement Not an Entity (JANE) does not have to be a separate legal entity, unlike a Joint Venture which must be an entity.*

**4.9** To review the adequacy and security of the organisation's arrangements for employees and contractors to raise concerns, in confidence, about the quality of services, wrongdoing in financial reporting or other matters.

The Committee shall also lead on investigations relating to whistleblowing, complaints and disciplinary matters. The Chair of the Committee shall act as the Disciplinary Chair in such investigations and shall approve the appointment of the Investigating Officer and, in conjunction with the Company Secretary, approve the Terms of Reference for any investigation in accordance with the Whistleblowing Policy and Complaints and Disciplinary Procedures.

**4.10** To review the annual audit report on membership assessments and processes prior to submission to the Board.

**5. Powers**

The Committee is authorised by the Board to:

**5.1** Investigate any activity within its Terms of Reference.

**5.2** Seek any information it requires from any Committee or employee. All Committees and employees are expected to co-operate with any request made by the Committee.

**5.3** Obtain, at the Institute's reasonable and proportionate expense where necessary, outside legal or other professional advice on any matter within its Terms of Reference.

In all other matters, the role of the Audit & Risk Committee shall be advisory unless a specific delegation of authority is made by the Board.

**6. Reporting**

**6.1** The Committee is accountable to the Board and operates as a Committee of the Board.

**6.2** The Committee will report to the Board through update reports to each formal Board meeting and will provide an Annual Report. The Annual Report will provide a self-assessment of the adequacy and effectiveness of the Committee in discharging its responsibilities together with any recommendations for improvement.

**6.3** The minutes of Committee meetings shall be submitted to the Board.

**6.4** The Chair of the Committee shall draw to the attention of the Board any issues requiring disclosure to the full Board or requiring executive action.

**6.5** The Committee will report annually to the Board on the Annual Accounts and on the adequacy of the Institute's risk management and internal control arrangements.

**SCHEDULE 3**

**CONSTITUTION & ETHICS COMMITTEE TERMS OF REFERENCE**

**1. Purpose**

The purpose of the Committee is to provide the Board with advice on the governance of IWFM and its subsidiaries, to review the Constitution and propose any amendments to the Board, and to ensure that there is a robust process in place for the handling of complaints against members. The Committee also holds delegated oversight for the Equity, Diversity and Inclusion (EDI) Subcommittee, ensuring that equity, diversity and inclusion principles are embedded across IWFM's governance and ethical frameworks.

**2. General Regulation**

2.1 The Committee will meet at least two times each year. Ideally one meeting to be face-to-face.

2.2 The quorum of the Committee shall be three. Executive members or staff (who may only be members of Extraordinary Committees) must remain in the minority.

2.3. Any member not attending or not contributing for 3 consecutive meetings within a twenty-four-month period will be deemed to have resigned from the Committee, removal will be at the discretion of the Chair.

2.4 Other General Regulations are as stated in Section 5.0 of the Board Regulations – Board Committees and Advisory Groups.

**3. Composition**

3.1 The Committee will be up to a maximum of six members in accordance with the Bylaws and Articles and will be appointed by the Board, usually on the recommendations of the Chair of the Constitution and Ethics Committee

3.2 The Committee membership shall consist of:

- One member of the Board
- Four IWFM members (who may not be members of the Board)
- One person who is not a member of IWFM (known as the independent lay member) as required
- Invited members of Executive team as required

3.3 The Chair of the Committee, included in the above membership, must be a professional grade member of the Institute and shall be appointed by the Board.

3.4 The Chair and Committee Members must demonstrate a degree of knowledge and understanding of Corporate and Institute Governance policies, processes, and procedures.

3.5 The CEO (unless permission from the Chair is given to do otherwise) or their nominee will attend the Committee meetings. The Committee can require attendance by any officer or Board Member to assist in any matter under examination and may request any officer, Board Member, or the Board to take any appropriate action considered necessary.

3.6 To ensure continuity and effective information flow, at least one member of the Committee will also serve as a member of the EDI Subcommittee. This cross-membership will support consistent oversight, alignment of priorities, and clear communication between the two bodies. The appointment of the cross-member will be agreed jointly by the Chairs of the C&E Committee and the EDI Subcommittee, in consultation with the IWFM Governance Team, and confirmed through the standard IWFM governance process.

**4. Functions**

4.1 To review as required, the constitution of IWFM, and those of any subsidiaries, Joint Ventures or Joint Ventures not entities (JANES*), including agreements and relevant contracts, and advise the Board of any recommended changes.

* A joint arrangement [JANE] does not have to be a separate entity, unlike a joint venture which must be an entity

4.2 To review as required the Membership discipline principles and practices and the IWFM Code of Professional Conduct, and to advise the Board on matters of professional ethics.

4.3 If a member appeals the decision of IWFM Assessors, as to the grade of membership awarded; a review that the processes & controls have been applied appropriately and fairly is to be undertaken [2nd Line of appeal].

4.4 To ensure that there is a robust and independent process in place for any matters needing a final appeal (within the governance of IWFM) and where earlier stages of the complaint have failed to resolve a matter to the satisfaction of the either or both parties, to be the Committee of final appeal. The Board may appoint additional Board members to the committee as necessary to hear any final appeal, but the Committee will decide the outcome.

4.5 Where the final appeal is regarding an assessment of membership for elevation to a higher grade, additional experts are to be recruited from other committees and expert pools to review the competence levels of the member against the professional standards, before a final decision is made.

4.6 To review as required, the Committee structure of IWFM and make recommendations to the Board.

4.7 To oversee the process and recommend to the Board; the recruitment, nomination, election procedures of both Non-Executive Directors and Co-Opted Non-Executive Directors.

4.8 To provide the Board with independent annual assurance that it is being governed in line with its constitution.

4.9 To deal with all matters referred to it by the Board or any constitutional or ethical issues raised by other Board Committees or Groups.

4.10 To provide governance oversight of the *IWFM Impact Awards* framework and related assurance processes, ensuring integrity, fairness, and alignment with IWFM's Code of Professional Conduct and governance standards. The Committee will receive the annual assurance report from the Governance Team and make recommendations to the Board as appropriate

**4.11** To provide delegated oversight of the Equity, Diversity and Inclusion (EDI) Subcommittee on behalf of the Board, ensuring that the Subcommittee operates within its Terms of Reference and that its advice and assurance activities support IWFM's governance and ethical framework.

The Committee will receive regular reports from the EDI Subcommittee, consider its recommendations, and escalate any matters requiring Board attention. The C&E Committee will also review and endorse the Subcommittee's annual work plan, membership composition, and effectiveness review before onward submission to the Board.

**5. Powers**

5.1 The Committee shall have the power to act as the Committee of final appeal on matters of professional ethics.

5.2 The board also has the right to veto any decision and to rescind the delegation of any activity, or power, the group holds if necessary or prudent to do so.

In all other matters the role of the Committee shall be advisory unless a specific delegation of power is made by the Board.

**6. Reporting**

6.1 The Committee is accountable to the Board and operates as a committee of it.

6.2 The Committee will report to the Board through update reports to each formal Board meeting; and provide an Annual Report. The annual report provides self-assessment to assure the Board that robust and independent processes are in place and the general assurance that the IWFM is governed in line with its Articles & Bylaws, along with any suggestions for improvements it feels necessary.

6.3 The minutes of the Committee meetings shall be submitted to the Board.

6.4 The Chair of the Committee shall draw to the attention of the Board, any issues that require disclosure to the full Board, or require executive action.

6.5 The Committee will receive and review the annual *IWFM Impact Awards Governance Assurance Report* and include any related observations or recommendations in its annual report to the Board.

6.6 The EDI Subcommittee will report to the Constitution & Ethics Committee, which will in turn provide assurance to the Board on matters arising from the Subcommittee's work.

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**SCHEDULE 4**

**NOMINATIONS & REMUNERATION COMMITTEE TERMS OF REFERENCE**

## 1. Purpose

To provide a formal and transparent procedure for recruitment of the Institute's Chief Executive, developing policy on remuneration for the Executive Board directors (including the CEO,) ensuring that the performance of the Chief Executive is reviewed and fixing their remuneration package. Independently oversee the application of contractual benefits, polices, procedures and performance management systems for all IWFM staff and recommend changes and adoption to IWFM management and the Board.

To oversee the Board recruitment and appointment process and to manage the process for Board Co-options, bringing proposals for approval by the Board.

## 2. General Regulation

2.1 The Committee will meet at least twice each year, with additional meetings as necessary.

2.2 The quorum of the Committee shall be three. Executive members or staff (who may only be members of Extraordinary Committees) must remain in the minority.

2.3 Any member not attending or not contributing for 3 consecutive meetings within a twenty-four-month period will be deemed to have resigned from the Committee, removal will be at the discretion of the Chair.

2.4 Other General Regulations are as stated in Section 5.0 of the Board Regulations – Board Committees and Advisory Groups.

## 3. Composition

3.1 The Committee shall have a maximum of six members appointed by the Board:

3.1.1 The Chair of IWFM
3.1.2 Three other members of IWFM [who may or may not be members of the IWFM Board]

3.1.3 A person who is not a member of IWFM (known as the independent lay member)
3.1.4 A person appointed for their skills and qualifications in HR and people management (who may or may not be a member of IWFM)

3.2 The Chair of the Committee shall be appointed by the Board from amongst the members of the Committee and is not required to hold IWFM membership unless otherwise determined by the Board.

3.3 The Chair and Committee Members must demonstrate a degree of knowledge and understanding of Corporate and Institute Governance policies, processes, and procedures.

## 4. Functions

The functions of the Committee are:

4.1 To make recommendations to the Board concerning the formulation of plans for the

succession for the Chief Executive. The Committee shall also maintain oversight of broader Executive leadership succession planning, ensuring appropriate continuity and capability at senior management level

4.2 The Committee shall oversee succession planning, appointment processes, and remuneration policy in respect of the Chief Executive and any other Executive Directors appointed to the IWFM Board. The Committee will propose, agree with the Board, and review the remuneration policy for Executive Directors, ensuring that remuneration is fair, responsible, transparent and proportionate, and aligned to the long-term objectives and values of the Institute, with incentives that support enhanced performance and sustained contribution to the Institute's success.

4.3 In line with the remuneration policy, the Committee shall determine the total remuneration package of the Chief Executive, including pension, benefits, bonuses and incentive payments, and approve the total annual payments made, with due regard to HR advice and appropriate benchmarking. The Committee will ensure that the rationale for decisions relating to the Chief Executive's remuneration is clearly documented for Board assurance.

4.4 Independently oversee the application of contractual benefits, polices, procedures and performance management systems for all IWFM staff and recommend changes and adoption to IWFM management and the Board.

4.5 To consider succession planning for Non-Exec Board Directors, Chair & Deputy Chair of the Board, Board Committee Chairs and the President, as required, including the skills required on the Board.

4.6 To identify, through working with the Board, any gaps in the skills of the Board as a group and to lead an open and transparent process to identify possible candidates for co-option to the Board, making recommendations for appointment and ensure that regular skills matrix reviews inform appointment and succession recommendations.

4.7 When undertaking or overseeing recruitment, nomination or co-option processes, the Committee will ensure that diversity, equity and inclusion principles are embedded and that recruitment supports a diverse pipeline of candidates for Board and senior leadership roles

**5. Powers**

5.1 The Committee shall have the power to recommend the total remuneration package of the Chief Executive within the terms of the agreed policy. In all other matters the role of the Committee shall be advisory unless a specific delegation of power is made by the Board.

5.2 The board also has the right to veto any decision and to rescind the delegation of any activity, or power, the group holds if necessary or prudent to do so.

In all other matters the role of the Committee shall be advisory unless a specific delegation of power is made by the Board.

**6. Reporting**

The Committee is accountable to the Board and operates as a committee of it.

6.1 The Committee will report to the Board through update reports to each formal Board meeting; and provide an Annual Report. (See 6.4).

6.2 The minutes of the Committee meetings shall be submitted to the Board.

6.3 The Chair of the Committee shall draw to the attention of the Board, any issues that require disclosure to the full Board, or require executive action.

6.4 The Committee will liaise with the Constitution & Ethics Committee on matters relating to Board skills, appointments, or governance issues that may arise through recruitment or succession processes, to ensure alignment and avoid duplication.

6.5 The annual report provides self-assessment to assure the Board that, if undertaken, that a robust and independent process was carried out in determining the renumeration package of the Chief Executive or other Executive Directors. It will also provide assurance that reviews have been undertaken as required around the staff contractual benefits and Non-Executive Director Skills & Gaps.

6.6 The Committee will undertake an annual review of its effectiveness and report any recommendations for improvement to the Board.

**SCHEDULE 5**

**AWARDING COMMITTEE TERMS OF REFERENCE**

**1. Purpose**

The Board has ultimate responsibility as the custodian of the professional standards of IWFM qualifications, as set out in the Articles of Association.

The purpose of the Awarding Committee is to provide the Board with independent assurance and professional judgement that the Awarding Organisation remains compliant with the General Conditions of Recognition and any other requirements of the relevant qualification's regulators. The Committee also supports and advises the Awarding Organisation in delivering its responsibilities in accordance with the IWFM Strategy and Business Plan.

**2. General Regulation**

**2.1** The Awarding Committee will normally meet twice each year, with additional meetings convened where necessary.

**2.2** The quorum for meetings shall be three members. A majority of those present must be appointed members of the Committee. Invited Executive Directors or members of staff may attend meetings where appropriate but shall remain in the minority.

**2.3** The Chair shall, in consultation with the Responsible Officer or other nominated member of staff, appoint appropriate managerial and administrative support to facilitate the effective operation of the Committee and communication between the Committee and the Institute.

**3. Composition**

**3.1** The Committee shall comprise a Chair and between four and six further members appointed by the Board on the basis of their academic or professional expertise in the regulation of Awarding Organisations.

**3.2** Members shall be drawn from appropriate academic or professional backgrounds and collectively possess relevant knowledge and experience of the requirements of the appropriate qualification's regulators.

**3.3** The Chair of the Awarding Committee shall be appointed by the Board following recommendation from a panel comprising a member of the Executive and the existing members of the Awarding Committee. The Chair will normally be an external specialist with appropriate knowledge and experience of qualifications regulation.

**3.4** The Responsible Officer, Director of Professional Development, Head of Awarding, or equivalent postholder, shall have the right to attend meetings.

**3.5** A member shall cease to hold office where they fail to attend three consecutive meetings without the prior agreement of the Chair.

**4. Functions**

The Committee shall:

| Function | Responsibility |
|---|---|
| **Awarding Organisation Policies** | Monitor and evaluate the Awarding Organisation's policies and processes. |
| **Qualification Reporting** | Review the Awarding Organisation's Qualification Report, or equivalent. |
| **Regulatory Compliance** | Review the Awarding Organisation's Self-Evaluation Report and Statement of Compliance, or equivalent, prior to submission to the relevant regulator. |
| **Assurance** | Prepare a bi-annual report to the Board, including recommendations regarding the Awarding Organisation's ability to maintain compliance with the General Conditions of Recognition. |

The Statement of Compliance shall be signed by the Responsible Officer before being submitted to the Chair of the Board for approval and signature prior to submission to Ofqual.

**5. Powers**

The Committee acts in an advisory capacity unless a specific delegation of authority has been made by the Board.

**6. Reporting**

**6.1** The Committee shall provide a bi-annual report to the Board summarising its activities, findings and recommendations.

**6.2** The Board may request reports relating to qualification standards, statistical performance indicators or individual performance where required to support the discharge of its governance responsibilities.

The Awarding Organisation shall remain a standing agenda item at Board meetings to ensure appropriate governance oversight.

**7. Review**

These Terms of Reference shall be reviewed periodically by the Board, or earlier where changes to legislation, regulatory requirements or the governance arrangements of the Institute make this necessary.

**SCHEDULE 6**

**EXECUTIVE TERMS OF REFERENCE**

**1. Purpose**

The Executive is responsible for the day-to-day leadership and management of the Institute under the authority delegated by the Board.

Acting collectively, the Executive is responsible for implementing the strategic direction approved by the Board, delivering the Corporate Plan and Business Plan, ensuring the effective management of the Institute's people, finances and resources, and maintaining an organisational culture that supports IWFM's values and objectives.

The Executive is accountable to the Chief Executive Officer, who in turn is accountable to the Board. The Executive will operate within the authority delegated by the Articles of Association, the Board Regulations and the Board's Decision-Making Framework.

**2. General Regulation**

**2.1** The Executive shall meet regularly to discharge its responsibilities and to oversee delivery of the Institute's strategic and operational priorities.

**2.2** The Chief Executive Officer shall chair meetings of the Executive or nominate a deputy to do so in their absence.

**2.3** Executive quorum shall be three members, one of whom must be the Chief Executive Officer or their nominated deputy.

**2.4** A declaration of interests shall be a standing agenda item at each meeting.

**2.5** The Executive shall operate in accordance with the Board Regulations, the Articles of Association and the Board-approved Decision-Making Framework.

**3. Composition**

**3.1** The Executive shall comprise the Chief Executive Officer and the Directors responsible for the principal functions of the Institute.

**3.2** The Chief Executive Officer shall determine Executive membership and may invite other senior managers or advisers to attend meetings where appropriate.

**3.3** Each Director is responsible for sponsoring recommendations from their functional area and for ensuring that proposals submitted to the Executive are supported by appropriate evidence, options, risks and recommendations.

**3.4** Members of the Executive are collectively responsible for decisions taken by the Executive and individually accountable for the delivery of responsibilities within their respective portfolios.

**4. Functions**

The Executive shall:

| Function | Responsibility |
|---|---|
| **Strategic Delivery** | Deliver the Corporate Plan, Business Plan and strategic priorities approved by the Board. |
| **Organisational Performance** | Monitor organisational performance and ensure delivery of agreed objectives and key performance indicators. |
| **Governance** | Ensure compliance with legislation, regulatory requirements, Board policies and governance frameworks. |
| **Financial Stewardship** | Develop budgets, allocate resources appropriately and monitor financial performance within approved budgets. |
| **Decision-Making** | Make evidence-based decisions in accordance with the Board's Decision-Making Framework and delegated authority. |
| **Risk Management** | Monitor organisational risk, maintain the Corporate Risk Register and approve changes to risk ownership and mitigation actions. |
| **Culture and Leadership** | Promote IWFM's values, foster collaboration, support equality, diversity and inclusion and create a culture of continuous improvement. |
| **Communication** | Ensure that significant Executive decisions are communicated effectively across the organisation. |
| **Crisis Management** | Lead the organisational response to significant operational incidents or crises to protect the Institute, its people and its reputation. |

Major strategic, financial, people and risk-related decisions should normally be supported by a formal decision paper identifying the Executive Sponsor, accountable Director, rationale, risks, options considered and implementation arrangements.

**5. Powers**

**5.1** The Executive is authorised to manage and develop the affairs of the Institute within the authority delegated by the Board and as set out in the Articles of Association.

**5.2** The Executive may allocate resources, approve operational decisions, establish internal management arrangements and delegate responsibilities to the Senior Management Team where appropriate.

**5.3** Matters outside delegated authority, approved budgets, Board policy or the Decision-Making Framework shall be referred to the Board for consideration.

**6. Meeting Cycle**

The Executive will normally operate in accordance with the following meeting cycle:

| Meeting | Frequency | Purpose |
|---|---|---|
| **Strategic Planning** | Annually | Review strategic priorities, business planning and budget development. |
| **Quarterly Performance Review** | Quarterly | Monitor delivery of the Corporate Plan, organisational performance and quarterly priorities. |
| **Executive Business Meeting** | Weekly | Review performance, remove barriers, make operational decisions and coordinate delivery. |
| **Corporate Risk Review** | Quarterly | Review the Corporate Risk Register, strategic risks and mitigation actions. |

**7. Reporting**

**7.1** The Executive is accountable to the Chief Executive Officer, who is accountable to the Board.

**7.2** The Executive shall provide the Board and its Committees with reports, recommendations and assurance necessary to support the effective discharge of their governance responsibilities.

**7.3** Executive decisions shall be recorded within a central decision log, identifying the decision taken, the accountable Director, agreed actions and review date.

**7.4** The Executive shall monitor progress against agreed decisions and report significant matters requiring Board consideration or assurance through the Chief Executive Officer.

**8. Review**

These Terms of Reference shall be reviewed by the Board at least every two years, or earlier where changes to governance arrangements, legislation or organisational requirements make this necessary.

**SCHEDULE 7**

**MEMBERS' COUNCIL TERMS OF REFERENCE**

**1. Purpose**

The Members' Council is established under the Articles of Association as the principal representative body through which the views, experience and insight of IWFM members are communicated to the Board and Executive.

The Members' Council acts as a strategic sounding board, ensuring that the Institute's strategy, research, professional standards and member engagement activities are informed by the experience and expertise of its membership.

The Members' Council also promotes effective two-way communication between the Board, Executive, Regions, Networks and Special Interest Groups, helping to ensure that member insight informs decision-making whilst communicating the work and strategic direction of the Institute to the wider membership.

In carrying out its responsibilities, the Members' Council supports the Institute in identifying emerging issues, opportunities and risks affecting the workplace and facilities management profession and contributes to the continued development of member value and professional standards.

**2. General Regulation**

**2.1** The Members' Council is accountable to the Board and shall provide a report, or minutes, following each meeting.

**2.2** The Members' Council shall meet at least four times each year, including at least one dedicated strategy meeting.

**2.3** The Members' Council shall elect a Chair from amongst its members.

On election, the Chair shall stand down from their role as Chair of their Region, Network or Special Interest Group and shall serve a two-year term.

The Chair may be re-elected once by Members' Council, serving a maximum of four consecutive years. Any extension beyond four years shall require both the approval of Members' Council and the Board.

Following completion of their final term, the individual shall stand down from Members' Council for a period of twelve months and may only return following election as the Chair of a Region, Network or Special Interest Group.

**2.4** The Members' Council shall elect a Deputy Chair from amongst its members.

The Deputy Chair shall serve a two-year term and may be re-elected for further terms, subject to a maximum of three consecutive terms and continued eligibility through holding the position of Chair of a Region, Network or Special Interest Group.

**2.5** The Chair and Deputy Chair shall both hold Individual Membership of Certified grade or above.

**2.6** The quorum shall be as set out in the Bylaws.

**2.7** The Company Secretary, or their nominee, shall act as Secretary to the Members' Council.

**2.8** Meetings may be held in person, virtually or by any other means that enables all members to participate simultaneously.

**2.9** At least fourteen days' notice shall normally be given for meetings.

**2.10** A declaration of interests shall be a standing agenda item at each meeting. Any actual, potential or perceived conflict of interest shall be declared to the Chair and Company Secretary as soon as it becomes apparent.

**2.11** Necessary travel expenses may be claimed in accordance with the IWFM Expenses Policy. International travel shall require prior approval from the Chief Executive Officer or their nominee.

**2.12** The Chair shall cease to hold office where they fail to attend three consecutive meetings without the prior agreement of the IWFM Chair or Company Secretary, or where they resign from the Members' Council.

**3. Composition**

**3.1** The Members' Council shall comprise the current Chairs of IWFM Regions, Networks and Special Interest Groups.

Chairs of Working Groups may be invited to attend meetings where appropriate.

**3.2** Where a Chair vacates office, the Deputy Chair shall represent that committee until a new Chair has been elected.

**3.3** Where a Chair is unable to attend, the Deputy Chair, or exceptionally another nominated committee member, may attend in their place.

Voting rights may only be exercised by a deputy where written authority has been provided by the Member they are representing.

**3.4** The IWFM Chair and Deputy Chair shall have the right to attend and speak at meetings.

**3.5** Non-Executive Directors and the Chair of the Constitution & Ethics Committee shall have a standing invitation to attend and speak at meetings but shall not have voting rights.

The Members' Council may also extend a standing invitation to a representative of the Equity, Diversity & Inclusion Subcommittee where it considers this beneficial to supporting cross-committee engagement.

**3.6** The Chief Executive Officer and members of the Senior Management Team may attend meetings where appropriate, together with other members of staff whose attendance will assist the Members' Council in the discharge of its responsibilities.

**4. Functions**

The Members' Council shall:

| Function | Responsibility |
|---|---|
| **Member Representation** | Represent the views, interests and priorities of IWFM members to the Board and Executive. |
| **Strategic Insight** | Provide insight to inform the Institute's strategy, research and professional development agenda. |
| **Member Engagement** | Promote effective communication between the Board, Executive, Regions, Networks and Special Interest Groups. |
| **Professional Development** | Provide feedback on member needs, education, learning and professional standards. |
| **Membership Development** | Make recommendations regarding the number, scope and structure of Regions, Networks and Special Interest Groups. |
| **Member Value** | Make recommendations to the Board and Executive regarding member services, products and membership fees where appropriate. |
| **Annual Planning** | Develop an annual programme of activity and associated budgets for consideration by the Board and Executive. |

**5. Powers**

The Members' Council shall advise the Board on matters that support delivery of the Institute's strategy, enhance member value and advance the workplace and facilities management profession.

The role of the Members' Council is advisory unless a specific delegation of authority has been made by the Board.

The Board retains ultimate responsibility for all decisions and may accept, reject or amend any recommendation made by the Members' Council. Where the Board does not accept a recommendation, it shall provide an explanation for its decision.

**6. Reporting**

**6.1** Minutes of each meeting shall be circulated to Members' Council, the Executive and the Board.

**6.2** The Chair shall provide an annual report to the Board summarising the work, recommendations and activities of the Members' Council.

**6.3** Any recommendation requiring Board approval shall be submitted in accordance with the Board's governance and reporting arrangements.

**7. Review**

These Terms of Reference shall be reviewed at least every two years, or earlier where changes to the Articles of Association, Bylaws or governance arrangements make this necessary.

**SCHEDULE 8**

**MEMBERSHIP ENTRY ROUTES**

## 1. Purpose

This Schedule sets out the Board-approved membership grades and entry routes available for admission to the Institute.

The Schedule supports the governance framework established by the Articles of Association, Bylaws and Board Regulations by defining the approved routes through which applicants may be admitted to the various grades of membership.

The detailed assessment criteria, application requirements and operational procedures supporting each route shall be maintained separately by the Executive. Changes to this Schedule require approval through the Institute's governance arrangements.

## 2. Membership Entry Routes

| Grade | Entry Route | Entry Criteria | Qualification Level | Career Level | Years of WFM Experience | Including years in Management | **Entry Requirements** (assessment fees and subscription fees are required for all grades and entry routes in addition to an application or upgrade form) |
|---|---|---|---|---|---|---|---|
| **Fellow FIWFM** | Direct route to Fellow | Extensive experience and can clearly demonstrate a sustained or significant contribution to the profession or wider industry. | NA | Executive/Strategic | Extensive | Extensive | FIWFM Application form and Professional Discussion<br>CV* |
| **Certified CIWFM** | Route A | IWFM Diploma at Level 6 or above | Level 6 Diploma | Senior to Executive | 3 | 2 | Copy of qualification certificate (via AO) |
| | Route B | A facilities management or related qualification at Level 6 or above (which is comparable in size to a Diploma) OR Chartered status of a relevant professional body | Level 6 Diploma | Senior to Executive | 3 | 2 | Application form including competency questions<br>Copy of qualification certificate |
| | Certified Experiential Route | Hold a senior or strategic role in workplace or facilities management with ability to demonstrate competence against IWFM Professional Standards. | NA | Senior to Executive | 5+ | 5+ | CIWFM Experiential Route application form including competency-based questions and Professional Discussion |
| **Member MIWFM** | Route A | IWFM Diploma at Level 4 or above OR a facilities related qualification at Level 4 or above | Level 4 Diploma or above | Manager to senior | 2 | 2 | Copy of qualification certificate (via AO for IWFM Qualification) |
| | Route B | Experiential route | NA | Manager to senior | 5 | | Application form including competency questions<br>CV* |
| **Associate AIWFM** | Route A | Experiential route | NA | Support to supervisor | 2 | N/A | Application form including competency questions<br>CV* |
| | Route B | Facilities or related qualification at Level 2 or above | Level 2 Certificate | Support to supervisor | 1 | N/A | Application form including competency questions<br>Copy of qualification certificate |
| **Affiliate** | NA | Open to all with an interest in workplace and facilities management | | | | | NONE |

*CV's or LinkedIn profile are requested where additional information is required by an assessor to complete the assessment.

## 3. Review

This Schedule shall be reviewed periodically to ensure that membership entry routes remain aligned with the Institute's Professional Standards, assessment arrangements and strategic objectives.

Any proposed amendments shall be submitted for approval in accordance with the Institute's governance arrangements.