

Institute of Workplace and Facilities Management

Board Regulations v18

IWFM Board Regulations

Contents

Please note, this document is an interim document, whilst the Institutes reviews and rewrites its Board Regulations. Anything not covered within the contents of this document, will be referred to the Constitution and Ethics Committee for review. 3

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IWFM Board Regulations

Please note, this document is an interim document, whilst the Institutes reviews and rewrites its Board Regulations. Anything not covered within the contents of this document, will be referred to the Constitution and Ethics Committee for review.

1 OVERVIEW

Words and expressions employed in these Board Regulations have the same meanings as those set out, defined and adopted in the Articles of Association and the rules of interpretation in the Articles equally apply to these Board Regulations:

Words importing the singular number only shall include the plural number and vice versa.

Words importing persons shall include corporations.

In the event of any conflict between these Board Regulations and the Articles of Association or the Bylaws, the latter documents shall prevail.

Context

These Board Regulations complement IWFM's set of constitutional documents, which comprise:

- Articles – which can be changed with the approval of an AGM/EGM and with reference to Companies House
- Bylaws, including tables – which can be changed with the approval of the Board or by the members at an AGM/EGM.
- Board Regulations which can be changed with the approval of the Board

Purpose

The purpose of Board Regulations is to set out important matters concerning the governance of IWFM. These may be changed by the Board from time-to-time, without the requirement for approval by the membership of IWFM, for example at an Annual General Meeting or Extraordinary General Meeting, or indeed by any other body/party.

Responsibilities

The Company Secretary is responsible for the actual generation and maintenance of Board Regulations. The Constitution & Ethics Committee has responsibility for monitoring and reporting on them and proposing any revisions to the IWFM Board.

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Coverage

The Board Regulations cover the following principal areas:

- **Terms of Reference** There are Terms of Reference covering each of the main entities within IWFM – the Board, Members' Council, the Executive and Board Committees and Advisory Groups and the Awarding Organisation
- **Member applications** The application process covers evidence required and principles used. The member grade structure is set out in a table, and encompasses grades, post nominal letters, and entry routes and requirements. Rates of subscription will be determined in accordance with section 1.4 of the Bylaws
- **Code of Conduct** This covers any person and/or organisation considered to have acted in breach of the IWFM Code of Professional Conduct or acted in contravention of the IWFM Constitution or regulations.

2 BOARD TERMS OF REFERENCE

1. Purpose

The Board's prime responsibilities are strategy, risk, the monitoring of performance against plan and legal compliance. It delegates the day to day running of the Institute to the Executive under the Chairship of the CEO and will approve the appointment of Executive Directors nominated by the CEO from the membership of the Executive.

2. General Regulations

The Board meets at least 4 times a year and the quorum is a minimum of half the current membership of the Board plus one; with at least one Executive Director and the Chair or a Deputy Chair present. A standard item on the agenda at the beginning of the meeting is declaration of interests. Board members are required to declare any further interests that occur as soon as they become aware of any possible conflict (or could reasonably be expected to be aware of such a conflict).

All Board members are required to give appropriate undertakings in respect of confidentiality, the signing of the Board Non-Executive Director Code of Practice and an annual declaration of interests. The latter are reviewed by the Company Secretary and if thought appropriate referred to the Constitution and Ethics Committee for adjudication concerning any material conflict with Institute affairs and upon nomination as a Director of IWFM.

See also Article 22: Election of the board and Article 23: Proceedings of the Board.

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3. Composition

The Chair and Deputy Chair of the Board are elected by the current Board members as per Table 1 of the Bylaws. The Company Secretary is appointed and removed by the Board. The composition of the Board is covered in Article 17 and set out in Table 1 of the Bylaws.

4. Functions

See Article 19: Powers of the Board.

3 MEMBERS' COUNCIL – TERMS OF REFERENCE

1. Purpose

- 1.1 To help to direct, engage with and ensure good communications with and between IWFM's Region and SIGs and to help inform IWFM's research agenda.

2. General regulation

- 1.2 The Council is accountable to the Board. It will provide a report to the Board, and/or minutes, after each meeting.
- 1.3 The Council shall meet at least 4 times per year.
- 1.4 The Council shall have a Chair, elected by the Council members. S/he will stand down as Chair of their Region or SIG and serve for 2 years. After a 2-year tenure the Chair must stand down from the Council and is eligible to return to a Council position after 12 months.
- 1.5 The Council shall have a Deputy Chair, elected by the Council members. S/he will be appointed for 2 years (though s/he can be re-elected and serve longer max 6 years), and only in so far as they remain Chairs of their SIG or Region.
- 1.6 The Quorum of the Council will be as stated in the Bylaws. [Bylaw 6.4]
- 1.7 The Company Secretary or his/her nominee will be the secretary to the Council.
- 1.8 The Council shall cause minutes to be made of all proceedings at meetings, including the names of the members present at each meeting.
- 1.9 Meetings of the Council may be convened by either the Chair or the Deputy Chair of Members Council or the Company Secretary. At least 14 days' notice of the meeting shall be given.

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- 1.10 In the event of the need for a vote, it will be by voting of those representatives present only.
- 1.11 Meetings of the Council may be held by teleconference, videoconferencing or any other means that enable its members to participate at the same time.
- 1.12 Any potential conflict of interest must be declared to the Chair and Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.
- 1.13 Expenses can be claimed for necessary travel within the UK, in line with the IWFM Expense Policy. All International expenses to be pre-authorised by IWFM Head Office.
- 1.14 A Chair of the Council shall cease to be such if:
 - 2.13.1 s/he fails to attend three consecutive meetings of the Council without the prior consent of IWFM Head Office
 - 2.13.2 s/he offers their resignation from the Council.

3. Composition

- 3.1 Members Council will consist of all current Chairs of SIGs and Regions.
- 3.2 In the event of Chair removal from a Regional or SIG Committee, or Working Group, the Deputy Chair of that committee / group will take their place on the Council, until a new Chair is elected.
- 3.3 Other Members of Regions or SIG Committees can deputise for their Chairs at Council meetings.
- 3.4 Two from the Board; The Chair and the Board Deputy Chair have a right to attend.
- 3.5 Non-executive Board Directors and the Chair of Constitution and Ethics have a standing invitation to attend Council meetings. At their discretion, the Council Chair and Deputy Chair may exclude them from part of a meeting if in their opinion it will enhance the Councils impartial discussions on any particular agenda item. They will have no vote.
- 3.6 The Executive Directors have a right to attend.

4. Functions

Members' Council will provide:

- 4.2 a forum for communication among and between the Regions and SIGs, and report issues or concerns upwards to the Board via the council minutes

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- 4.3 a forum that will help inform and prioritise IWFM's research agenda
- 4.4 a focus for engagement and mutual support
- 4.5 a mechanism to understand and focus the views of the membership
- 4.6 a means for IWFM to achieve some of its objectives through the mobilisation of the Volunteer Network, and for the Network to ensure that its views and concerns are understood by Head Office
- 4.7 to provide IWFM head office with a formal plan of group activities & outputs annually with associated budgets and sponsorship
- 4.8 to inform the Board via the Council minutes, of customer needs in the area of membership, via the feedback of the Sigs & Regional committees, and to support IWFM in creating services to respond to those needs.
- 4.9 To inform and report to the Board whether the education and learning expectations of members are being met; based on feedback received via SIGs Regions or Members directly
- 4.10 to work with Head office staff to review and present modifications / suggested amendments to the annual membership fee structure, for the consideration of the Board.

5. Powers

- 5.1 In all matters the role of the Council 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.

6. Reporting

- 6.1 Minutes of the Council shall be circulated to all council members, the IWFM Executive and the IWFM Board
- 6.2 A summary report of the Council's deliberations shall be made annually to the Board. Papers requesting constitutional changes that need approval or a request for Board direction/steer shall be presented to the Board as and when required.

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4 EXECUTIVE - TERMS OF REFERENCE

1. Purpose

See Article 19.3 for the Executive's constitutional mandate.

The Executive is responsible for the day-to-day running and development of the affairs of the Institute within the Board Regulations and policies agreed by the Board from time to time. It will make recommendations to the Board to enhance the benefits of Institute Members within reasonable business constraints and represent Institute Members' interests to the outside world.

2. General Regulations

The Executive will meet regularly as required by the business of the Institute to review progress and reports from managers in line with the structure agreed with the Board from time to time.

A quorum will be a minimum of 2, one of which to be the Chief Executive Officer or Director of Finance and Operations, unless otherwise directed by the Board.

A standard item on the agenda at the beginning of the meeting is declaration of interests.

3. Composition

The chair of the Executive will be the Chief Executive Officer who will be appointed by the Board and the Secretary will be the Company Secretary of the Institute or his/her appointed representative.

The Executive will be appointed by the Board on the recommendation of the Chief Executive Officer and will be contracted to the Institute.

There shall be at least 3 members of the Executive.

4. Functions

4.1 The Executive is collectively accountable to the Board and will report to the Board as directed via the CEO who will be appointed by, and answerable to, the Board.

4.2 The Executive will run and develop the Institute by reference to the annually updated Business Plan based on the approved Strategy agreed with the Board.

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- 4.3 The Executive is empowered by the Board with authorities and mandates to enable it to implement the Business Plan and any changes thereto as agreed with the Board.
- 4.4 The Executive is collectively accountable to the Board and will report to the Board as directed by the CEO who will be appointed by, and answerable to, the Board.
- 4.5 The individual members of the Executive will be responsible for Institute business and activities as directed by the CEO.

5 BOARD COMMITTEES AND ADVISORY GROUPS

1. Purpose

All committees and Advisory groups purpose are defined within their own Terms of Reference

2. General Regulations

IWFM's Constitution permits the Board to delegate appropriate activities to specified Committees or Advisory Groups; see the current committees and advisory groups listed below. The Board has the capability to also create Extraordinary Committees when and where necessary.

2.1 The current Advisory Groups and Committees are:

- Audit and Risk Committee
- Constitution and Ethics Committee
- Nominations and Remuneration Committee
- Awarding Organisation

The general regulations applying to the above bodies are as below; the terms of office for any Extraordinary Committees are separately defined.

2.2 All Board Committees and Advisory Groups are accountable to the Board.

2.3 The term of office for members on each standing Committee / Group shall be three years, renewable, provided that no member may serve for more than six years on the Committee / Group.

2.4 All term of office for the Chair on each standing Committee / Group shall be two years, renewable, provided that no member may serve for more than six years on the Committee / Group.

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- 2.5 Staff may not be members of any standing Board Committee and ex-staff may not be members unless six years have lapsed since their employment with IWFM ended. Staff will usually be required to be members of Extraordinary Committees.
- 2.6 A member of the Committee/Group shall cease to be such if:
- 2.6.1 s/he fails to attend three consecutive meetings of the Committee/Group without the prior consent of the Chair of that Committee/Group.
 - 2.6.2 s/he offers their resignation from the Committee /Group.
- 2.7 The Committee / Group shall meet as often as is defined in the individual Committee /Group Terms of reference.
- 2.8 The Committee/Group shall have a Chair, appointed by the Board. On standing Committees, the Chair shall serve for a term of office of two years, which may be renewable. The Chair of the Board cannot be the Chair of a standing Board Committee (but may chair an Extraordinary Committee or Working or Task Group; see Articles for definition).
- 2.9 The quorum of the Committee / Group shall be three. In addition, a majority of those present must be Members of IWFM. Executive or staff (who can only be members of Extraordinary Committees) must be in a minority.
- 2.10 If the Chair is unable or unwilling to chair the meeting, the Committee / Group will appoint an interim Chair for that meeting only, from those of its members in attendance providing it is quorate.
- 2.11 The Company Secretary or his/her nominee shall be the Secretary of the Committee / Group.
- 2.12 The Committee / Group shall undertake its proceedings in accordance with these regulations. The Committee / Group shall cause minutes to be made of all proceedings at meetings of the Committee / Group, including the names of the members present at each meeting.
- 2.13 Meetings of the Committee / Group may be convened by either the Chair or the Company Secretary and at least seven days' notice of the meeting shall be given to members.
- 2.14 All members of Committees / Groups are members in their own right; alternative attendees are not permitted. There will be no proxy voting. In the event of the need for a vote, it will be by voting of those members in attendance alone.
- 2.15 Meetings of the Committee / Group may be held by teleconference, videoconferencing or any other means that enables its members to participate at the same time.

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- 2.16 If they are not on the Committee, then the Chair or a Deputy Chair of the IWFM Board shall be entitled to attend meetings of the Committee / Group as an observer only, with no voting rights.
- 2.17 A member of the Executive shall normally be in attendance at meetings of the Committee / Group and the Chair may also ask others to attend in a non-voting capacity.
- 2.18 Any potential conflict of interest must be declared to the Chair and/or Company Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising. (Refer to the IWFM Conflict policy for definition of conflict)
- 2.19 Each Committee / Group will review its own membership for effectiveness on an annual basis to ensure it has the appropriate skills and relevant experience and will report any issues to the Board.
- 2.20 All Committees and Advisory Groups must be cognisant of the risks associated with the issues concerned and the strictest confidentiality must be maintained at all times.
- 2.21 Each Committee will prepare an annual report for the board to “self-assess” its performance against its Terms of Reference, and to confirm/propose any amendments to the Terms of Reference themselves.
- 2.22 If a Committee / Group wishes to establish subcommittees and delegate any of its work or powers to a subcommittee, the prior approval must be obtained from the Board.

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5.1 AUDIT AND 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.

2. General Regulation

- 2.1 The Committee will meet at least two times each year or more if required.
- 2.2 The committee's quorum shall be 3. In addition, a majority of those present must be Members of IWFM. Executive or staff (who can only be members of Extraordinary Committees) must be in a 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 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 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 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 account is not. If the qualified accountant is a member, then an additional lay member must be appointed.

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- 3.3 The Chair of the Audit Committee will be appointed by the Board and will be either a member of the Institute or a qualified accountant or both. The Chair may also be a member of another Board Committee, Working, Task Group or Advisory Group (refer to Articles for Group definitions), except for any committee responsible for finance.
- 3.4 Both the CEO (unless s/he has permission of the Chair to do otherwise) and the Director / Head of Finance (or equivalent appropriate Finance representative) 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.
- 3.5 The Chair and Committee Members must demonstrate a degree of knowledge and understanding of Audit policies, processes and procedures.

4. Functions

- 4.1 To consider and recommend to the Board the appointment of the external auditors (and their remuneration) and to deal with any questions relating to their resignation or dismissal, to review their performance and to 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.
- 4.4 To hold one meeting or telecon per year with the external auditors without staff present, to ensure auditors are satisfied with the IWFM's processes and practices as seen.
- 4.5 The Audit Committee will receive the Annual Accounts and Management Letter from the External Auditors, review and make recommendations to the Board for its approval.
- 4.6 To advise the Board on the adequacy and effectiveness of the Institute's internal controls.
- 4.7 To review and report on the adequacy of the risk management policy, process, and plans and also the state of the risk register; including providing the board an independent commentary on risks to support the board in discharging their risk management responsibilities. This will include receiving both confirmation of compliance with the policy and a copy of the Business-Critical Risk Register at each meeting.
- 4.8 To review the systems and processes of integrated risk management and internal controls, across the whole of 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. It may also seek reports and assurances from managers as appropriate, concentrating on the overarching systems for quality, risk management and internal control, together with indicators of their effectiveness.

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4.10 To review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to 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 [JANE] does not have to be a separate entity, unlike a joint venture which must be an entity

4.11 To review the adequacy and security of the organisation's arrangements for its employees and contractors to raise concerns, in confidence, about quality of services, wrongdoing in financial reporting, or other matters. The committee shall also lead on the investigation of such matters including whistleblowing, complaints and disciplinaries. The Chair of this committee shall be appointed to act the Disciplinary Chair in such investigations; they will also approve the appropriate appointment of the Investigating Officer and in conjunction with the Company Secretary set the Terms of Reference for any investigation as per the Whistle blowing policy or Complaints and Disciplinary procedures as laid out in section 8.

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 other committee or employee. All committees and employees are directed to co-operate with any request made by the Committee
- 5.3 obtain, at the organisation's reasonable and proportionate (if necessary) expense, 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 power is made by the Board.

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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 (see 6.5). The annual report provides self-assessment on the adequacy and effectiveness of the committee in discharging its responsibilities along with any suggestions for improvements.
- 6.3 The minutes of Audit 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 report to the Board annually on the Annual Accounts and on the Institutes adequacy of risk management and management of internal controls

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5.2 CONSTITUTION AND 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.

2. General Regulation

- 2.1 The Committee will meet at least two times each year. At least one meeting must be face-to-face.
- 2.2 The quorum of the Committee/Group shall be three. In addition, a majority of those present must be Members of IWFM. Executive or staff (who can only be members of Extraordinary Committees) must be in a 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)
- 3.3 The Chair of the Committee, included in the above membership must be a 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.

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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.

5. Powers

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

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- 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. (See 6.5)
- 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 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.

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5.3 THE NOMINATIONS AND 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 directors (including the CEO,) ensuring that the performance of the Chief Executive is reviewed and fixing his/her remuneration package.

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
- 2.2 The quorum of the Committee/Group shall be three. In addition, a majority of those present must be Members of IWFM. Executive or staff (who can only be members of Extraordinary Committees) must be in a 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. The Chair of IWFM shall not be the Chair of the Committee.

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- 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.
- 4.2 To propose, agree with the Board and review the policy, as required, for the remuneration of the Executive Directors. The objective of such policy shall be to ensure that the Executive directors have appropriate incentives to encourage enhanced performance and, in a fair and responsible manner, are rewarded for their individual contribution to the long-term success of the Institute.
- 4.3 Within the terms of the agreed policy, to determine the total remuneration package of the Chief Executive including pension, benefits bonuses and incentive payments and to approve the total annual payments made, with due regard to HR advice and appropriate benchmarking.
- 4.4 To review contractual benefits, staff policies and procedures and performance management systems for all IWFM staff and recommend their adoption to the Board.
- 4.6 To consider succession planning for Non-Exec Board Directors, Chair & Deputy Chair of the Board and the President, as required, including the skills required on the Board.
- 4.7 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.

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.

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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 annual report provides self-assessment to assure the Board that, if undertaken, that a robust and independent process was carried out in determining the remuneration 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.

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5.4 EXTRAORDINARY COMMITTEES/GROUPS – TERMS OF REFERENCE

1. Purpose

- 1.1 The purpose of an Extraordinary Committee/Group is to seek resolutions to issues highlighted by the Board that require urgent attention.
- 1.2 These issues may relate to a threat to the Institute or be of such nature that they could potentially bring the IWFM into disrepute.

2. General Regulation

- 2.1 An Extraordinary Committee/Group has a right to meet with external advisers as is deemed necessary, without any IWFM officer present.
- 2.2 Any member of an Extraordinary Committee / Groups may call urgent meetings of the Extraordinary Committee. Due to the nature of the issues involved, it is expected that these meetings may be convened at very short notice, and that these meetings may well take place virtually.
- 2.3 Extraordinary Committees / Groups must be drawn up with a date or event at which their continued existence will be reviewed, though the Board may dissolve an Extraordinary Committee / Group or change its terms of reference at any time
- 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 An Extraordinary Committee / Group will usually consist of three Board members (2 Non-Executive Directors and 1 Executive Director), although this composition may change dependent upon the issue under investigation. The Committee Chair will be appointed by the Board.
- 3.2 The Company Secretary or his/her nominee will be the secretary to the Extraordinary Committee / Group
- 3.3 The purpose and membership of any Extraordinary Committee/Group will be reviewed at least annually by the Board.

IWFM Board Regulations

- 3.4 Any other Board member may be called upon, to provide expertise or assistance to the Committee / Group, for any specific issue if it is deemed to be of use based on the item under investigation.

4. Functions

- 4.1 The functions will be defined by the Board as required depending on the issue / investigation

5 Powers

The powers, if any, will be defined by the Board at the point of the creation of the group

6 Reporting

- 6.1 An Extraordinary Committee/Group is accountable to the Board and operates as a committee of it.
- 6.2 An Extraordinary Committee/Group will report to the Board through update reports to each formal meeting.
- 6.3 The minutes of Extraordinary Committee/Group meetings shall be submitted to the Board.
- 6.4 The Chair of an Extraordinary Committee/Group shall draw to the attention of the Board, any issues that require disclosure to the full Board, or require executive action.

IWFM Board Regulations

6 AWARDING ORGANISATION COMMITTEE – TERMS OF REFERENCE

1. Purpose

The IWFM Board has the ultimate responsibility as the custodians of the professional standards of IWFM's qualifications as outlined in the Articles of Association. The purpose of the Awarding Organisation Committee is to provide the IWFM Board with assurance and independent judgement that the Awarding Organisation remains compliant with the general conditions/principles of regulation as stipulated by the Regulators and to add value and guide the Awarding Organisation Directorate / Management in achieving its remit within the IWFM Strategy and Business Plan.

2. General Regulation

- 2.1 The Awarding Organisation Committee will normally meet twice a year, with additional meetings as necessary.
- 2.2 The quorum of the Committee/Group shall be three. In addition, a majority of those present must be appointed members of the committee. Executive or staff (who can only be members of Extraordinary Committees) must be in a minority.
- 2.3 The Chair will, in consultation with the Head of Professional Development or other nominated IWFM member of staff, nominate a member or members of the IWFM Awarding Organisation staff to provide managerial/administrative support and to facilitate communication between the Committee and IWFM.

3. Composition

- 3.1 The committee consists of a Chair, and between 4 and 6 further members appointed by the Board for their academic and professional expertise in the regulation of an Awarding Organisation. Members of the Awarding Committee will be drawn from appropriate academic or professional association backgrounds and will also have relevant knowledge/experience of the regulators.
- 3.2 The Chair of the Awarding Committee is appointed by the IWFM Board. The proposed Chair of the Awarding Committee will be put forward by a panel comprising a member of the IWFM Executive and the existing AO committee volunteers. The Awarding Committee Chair will be an external specialist conversant with the regulators
- 3.3 In addition, the Head of the Awarding Organisation / or equivalent, has the right of attendance.
- 3.4 A member of the Committee/Group shall cease to be such if s/he fails to attend three consecutive meetings of the Committee/Group without the prior consent of the Chair of that Committee/Group

IWFM Board Regulations

4. Functions

The roles and responsibilities of the Awarding Organisation Committee are the following:

- 4.1 Monitor and evaluate the Awarding Organisation's policies and processes
- 4.2 Review the Awarding Organisation Qualification report
- 4.3 Review the Awarding Organisation Self-Evaluation report and Statement of Compliance, which will be provided to the committee in advance once completed.
- 4.4 Prepare a bi-annual report to the IWFM Board, including any recommendations regarding the Awarding Organisation's ability to maintain its compliance with the General Conditions of Recognition.

5. Powers

- 5.1 In all 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 Board will receive a bi-annual report of the IWFM Awarding Organisation Committee activities by the Chair.
- 6.2 The IWFM Board has the right to request any report on the standards of qualification, statistical performance indicators and reports on individual performance they may require in execution of their duties. In order to facilitate this, the Board will ensure that the IWFM Awarding Organisation is a standing agenda item in its meetings.

IWFM Board Regulations

7 MEMBER APPLICATIONS

Membership Assessment Drivers

Entry evidence for membership should be demonstrated by a combination of education (knowledge) attainment, experiential length in years and level of experience - broadly, this is defined as competence. Competence may be achieved through formal study or through work experience and requirements for membership grades reflects this - see table below.

The principles behind the assessment process are:

- Objectivity
- Transparency
- Parity
- Fairness and inclusivity
- Integrity
- Professional

IWFM Board Regulations

	Grade	Post Nominal Letters	Entry Routes		Experience Requirements			Entry Requirements (fees and application/upgrade form required for all routes)	2019 Subscription Fee	2019 Assessment Fee
			Requirements	Years of FM Experience	Including Years in Management	Mgmt Level				
Direct Entry Routes	Fellow	FIWFM	Direct Route to Fellow		N/A	N/A	Strategic	FIWFM Application Form	£269	£300.00
	Certified	CIWFM	a)	IWFM Qualified Route. IWFM Diploma (at Level 6 or above)	3	2	Senior	CV Only	£255	N/A
			b)	Qualified (Non IWFM) Route. FM or FM related qualification at level 6 or above OR Chartered status of a relevant professional body.	3	2	Senior	CV, JD, Declaration and Qualification Certificate	£255	£89
	Member	MIWFM	a)	Qualified Route: IWFM Diploma (at Level 4 or above) OR An FM or FM related qualification at level 4 or above.	2	2	Middle	CV, JD, Declaration and Qualification Certificate	£205	N/A for IWFM Qualification. £89 for non-IWFM Qualification
			b)	Experiential route	5	3	Middle	CV, JD, Declaration	£205	£89
	Associate	AIWFM	a)	Experiential route	2	N/A	N/A	CV and Declaration	£185	£45
			b)	Qualified Route. FM or FM related qualification at Level 2 or above	1	N/A	N/A	CV, Declaration and Qualification Certificate	£185	£45
	Affiliate	N/A	Open to all with an interest in Workplace and FM						£159	N/A

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8 CODE OF PROFESSIONAL CONDUCT

The code of professional conduct sets out the elements of professional standards and ethical considerations, which the Institute requires from members and shall be binding on all members of the Institute.

Members shall

1. Conduct themselves at all times in a manner befitting a profession of facilities management and in no circumstances engage in any act or behavior that could bring IWFM or the Workplace and FM profession into disrepute.
2. Conduct themselves ethically and with values consistent with those of the IWFM
3. At all times act honestly in their professional dealings with employers customers and clients.
4. Keep abreast of current practice, knowledge and techniques and act competently and diligently in their professional dealings.
5. Be expected to maintain a level of Continuing Professional Development [CPD]
6. Promote and protect the interests of the Institute, including encouraging suitable candidates to apply for membership of IWFM.
7. Have due regard to the effects of their work on the ecology and environment.
8. Safeguard all confidential, commercially sensitive and all data acquired as a result of their professional dealings and not use it for personal advantage or the benefit or detriment of third parties.

Members shall not

9. Hold themselves out as being in a category of membership to which they are not entitled or as having IWFM endorsement or support unless this has been obtained, in writing, from IWFM.
10. Use any unfair or unprofessional practice to injure the business, reputation or interest of any other member of IWFM or its staff members.

Knowingly cause or permit any other member of IWFM to be in substantial breach of this code.

Contact us

Any queries about the contents of the policy please contact:

Head of Governance

IWFM

1st Floor South

Charringtons House

The Causeway

Bishop's Stortford

Hertfordshire CM23 2ER

qualifications@iwfm.org.uk