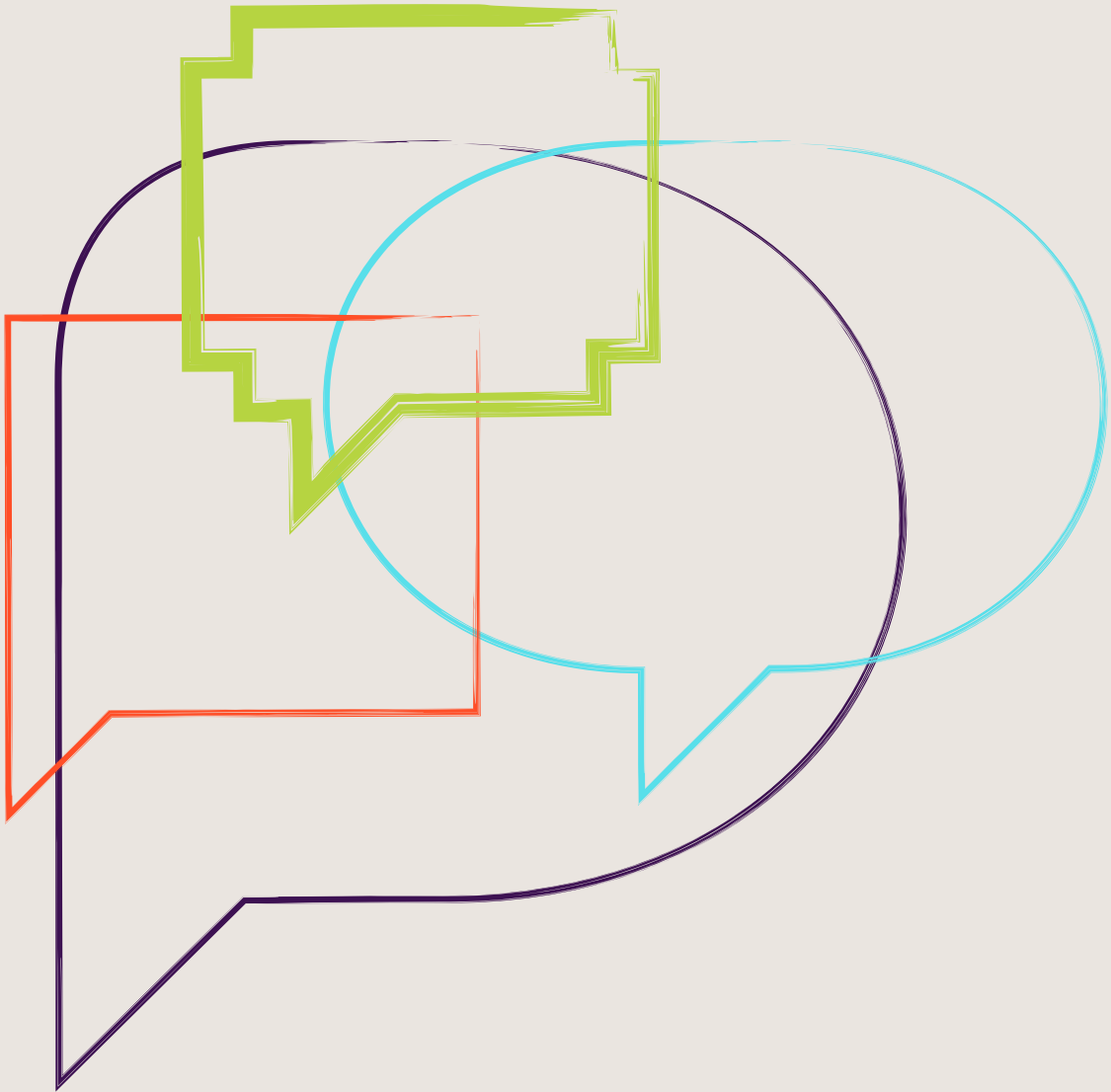


CIPD



Regulations

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

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

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GENERAL MEETINGS

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

1 Proceedings at General Meetings

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

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

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

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

2 Voting at General Meetings

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

The Chartered Institute of Personnel and Development

I,.....

of.....

being a Chartered Member of the Institute

hereby appoint.....

of.....

or failing him/her.....

of.....

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

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

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

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

*Delete whichever is not desired

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

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

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

TERMS OF REFERENCE FOR THE BOARD OF TRUSTEES

1 Purpose

- 1.1 The CIPD Board has authority under its Charter and Byelaws to exercise all the powers of the organisation. This includes oversight of the overall management and administration of the charity.

2 Composition

- 2.1 The composition of the Board is set out in the Charter and Byelaws and shall consist of no more than 12 persons as follows:

- The Chair of the Board
- The President
- The Treasurer
- The Vice-President Membership and Professional Development
- The Chief Executive
- Up to seven elected Board members, one of whom may be appointed Vice-Chair of the Board. The Vice-Chair will also be the Senior Independent Director (SID) unless the Board determines otherwise.

Board members are appointed as set out in the Charter and Byelaws and are both directors and charity trustees with the associated legal responsibilities.

3 Role

- 3.1 The role of the Board is to:
- set the broad strategic framework and budget for the CIPD
 - satisfy itself that the organisation's activities are in accordance with the strategic framework
 - assure itself of the capability and capacity of the executive to deliver the strategy and meet the CIPD's objectives
 - ensure good governance – compliance with its Charter and Byelaws, Charity Commission, and other legal and regulatory requirements
 - review and monitor the operational and financial performance of the organisation
 - approve the risk appetite and management framework, monitor corporate risks and the effectiveness of risk management and control systems.

4 Duties

- 4.1 Board members have a general duty as trustees and directors to:
- ensure that the Board acts within its powers
 - promote the success of the company
 - exercise independent judgment
 - exercise reasonable care, skill and diligence
 - avoid conflicts of interest
 - not accept benefit from third parties
 - declare any interest in a proposed transaction

- 4.2 The Board must exercise its judgment in *good faith* paying due care, having obtained advice and information from the Chief Executive, Senior Leadership Team, and external professional advisers, as necessary.

5 Delegation

- 5.1 The Board may delegate certain functions, which are not matters reserved to it, to subcommittees, Council or to the Chief Executive and Senior Leadership Team.
- 5.2 The subcommittees of the Board are the:
- Audit and Risk Committee
 - People, Culture and Remuneration Committee
 - Investment Committee
- 5.3 The Board should ensure that its subcommittees have sufficient resources to undertake their duties. The Chair will recommend composition of the subcommittees for agreement by the Board.
- 5.4 Subcommittees will provide regular reports and updates to the Board.

6 Board Champions

- 6.1 The Board may nominate champions to advocate for and work closely on specific areas of organisational activity and act as a conduit between the Board and those areas. Legal responsibility will remain with the Board and the role of a champion will not diminish that of the Chair or the full Board. Fellow trustees must continue to question and challenge as appropriate as all trustees have an individual duty to participate actively in decision-making.

7 Meetings and quorum

- 7.1 Formal Board meetings will normally take place every two months and will be chaired by the Chair of the Board. Where the Chair is absent, the Vice-Chair will take on this role and if they are also absent, those present will agree one of their number to chair the meeting.
- 7.2 The Board may also hold an annual strategic development session. Extraordinary meetings may be convened to address urgent matters, at the Chair's discretion.
- 7.3 Meetings may be attended in person or remotely provided that all members are able to participate fully. The quorum for a Board meeting is one third of its members attending in person or remotely.
- 7.4 In addition to the Trustees, the Director of Legal and Governance shall normally attend meetings of the Board in their capacity as Institute Secretary. Other SLT members and staff may attend at the invitation of the Chair to contribute to specific agenda items.
- 7.5 Board papers shall normally be circulated not less than seven days before each meeting. Each meeting will be provided with the following information at a minimum:
- A strategic update from the CEO.
 - A current copy of the CIPD's corporate risk register.
 - Reports from chairs of subcommittees that have met between Board meetings.

- 7.6 In addition, quarterly meetings will be provided with a report summarising performance against the agreed business plan and financial position against forecast and budget.
- 7.7 Decisions will primarily be taken by consensus. Where a vote is held decisions will be made by a simple majority with the chair of the meeting having the casting vote in the event of a tie.
- 7.8 There shall be a written record of each meeting. Draft minutes will be circulated to Trustees as soon as possible and will be formally agreed at the subsequent Board meeting.
- 7.9 An electronic written resolution agreed by 75% of the Board shall be valid where decisions are required outside of formal meetings.

8 Review

- 8.1 The Board will undertake regular reviews of its own performance and effectiveness, including of its subcommittees. The reviews will use the Large Charity Governance Code with externally facilitated reviews undertaken every third year.
- 8.2 The Chair of the Board will undertake a formal annual review with each Board member. The Vice-Chair will facilitate feedback on the performance of the Chair from other trustees as part of the annual review of the Chair.
- 8.3 These terms of reference will be reviewed by the Board annually.

TERMS OF REFERENCE FOR THE AUDIT AND RISK COMMITTEE

1 Purpose

The purpose of the Audit and Risk Committee is to ensure that the Institute operates effective processes of financial reporting and related internal controls, risk management and compliance frameworks on behalf of the Board.

2 Roles and responsibilities

The roles and responsibilities of the Audit and Risk Committee shall be:

2.1 Financial statements

2.1.1 To monitor the integrity of the financial statements of the Institute, reviewing significant financial reporting and judgements contained in them, including:

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

2.1.2 To review the draft Annual Report and Accounts prior to Board approval.

2.2 Risk management and internal control

2.2.1 To review the Institute's overall risk management framework, including its risk policy and appetite statement, making recommendations for endorsement by the Board.

2.2.2 To review the Institute's internal control systems, including the policy and processes for the identification, assessment, management and monitoring of risks as part of the overall risk management framework, providing assurance and making recommendations for endorsement by the Board.

2.2.3 To understand and oversee the full range of risks faced by the organisation and ensure the effective use of its corporate risk register.

2.3 External audit

2.3.1 To make recommendations to the Board in relation to the appointment, remuneration and terms of engagement of the external auditor. This shall include any matters regarding resignation or dismissal.

2.3.2 To ensure that key partners within the appointed firm are rotated periodically as deemed appropriate by the Audit and Risk Committee.

- 2.3.3 To keep the relationship with the auditors under review and to monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant UK professional and regulatory requirements. This shall include discussion with the external auditors concerning such issues as compliance with accounting standards and any proposal the external auditors have made in respect of the company's internal auditing practices.
 - 2.3.4 To make decisions on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
 - 2.3.5 To meet with the external auditors without management present at least once a year, normally post-audit at the reporting stage, and ensure that any auditor's management letters and management responses are reviewed.
 - 2.3.6 To review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee.
- 2.4 Internal audit
- 2.4.1 To approve the appointment or termination of the internal auditors.
 - 2.4.2 To approve, review and monitor internal audit plans and programmes, ensuring they are aligned with the key risks to the Institute's business, and to receive a summary of internal audit recommendations and any actions taken for consideration. Internal audit reports will be sent to the Director of Legal and Governance, who manages the function on behalf of the Chief Executive.
 - 2.4.3 The internal auditors have right of access to the Treasurer as Chair of the Audit and Risk Committee and to the Chair of the Board (and vice versa). The internal auditors may attend the Audit and Risk Committee by invitation of the committee Chair.
 - 2.4.4 To undertake an annual assessment of the effectiveness of the internal audit function.
- 2.5 Compliance policies
- 2.5.1 To consider and approve relevant compliance policies.
 - 2.5.2 To review the Institute's systems and controls for the prevention, detection, and management of bribery and fraud in accordance with the Institute's relevant policies.
 - 2.5.3 To ensure that adequate arrangements are in place to allow members of the public to raise complaints about alleged employee malpractice and to be available to review and advise on any serious cases.

3 Authority and resources

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

4 Membership

- 4.1 The Audit and Risk Committee shall consist of four non-executive members of the Board, to include the Treasurer, who shall be Chair of the committee. The Chair of the Board shall not be a member of the committee.
- 4.2 Members of the committee shall be appointed by the Board on the recommendation of the Board Chair. They shall normally hold office for three years, provided they remain on the Board for the duration of this period.
- 4.3 In appointing members, the Board should ensure that the members of the Audit and Risk Committee collectively have the necessary financial, business, reporting, auditing and governance expertise to fulfil their responsibilities diligently, calling on external expertise as necessary.
- 4.4 The Institute Secretary (Director of Legal and Governance) shall be Secretary to the Audit and Risk Committee.

5 Meetings and quorum

- 5.1 Meetings shall be held four times a year. The external auditors may request an additional meeting if they consider it necessary, as may any three members of the Audit and Risk Committee or the Treasurer.
- 5.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 5.3 A quorum shall be the majority of the committee's members, including the Treasurer or their nominee, who must be a member of the Board.
- 5.4 The Chief Executive, Director of Legal and Governance and Head of Finance shall normally be invited to attend meetings. Representatives of the external and internal auditors may be invited to attend when required.
- 5.5 The committee should meet with the external auditors without management present as appropriate.

6 Reporting

- 6.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit, and provide copies of any minutes which have been approved by the committee.

- 6.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the Audit and Risk Committee.
- 6.3 The Treasurer or their nominee will normally present the annual accounts and deal with questions at the Annual General Meeting concerning the activities of the Audit and Risk Committee.
- 6.4 These terms of reference will be reviewed by the committee and approved by the Board annually.

TERMS OF REFERENCE FOR THE PEOPLE, CULTURE AND REMUNERATION COMMITTEE

1 Purpose

The purpose of the People, Culture and Remuneration Committee (PCRC) is to oversee the CIPD's approach to its culture and people (trustees and employees) ensuring robust leadership, appropriate culture, and values to support the organisation in fulfilling its objectives.

2 Roles and responsibilities

2.1 Employees

- 2.1.1 to provide oversight and assurance that the people strategy, culture, and operating model for the CIPD are appropriate to meet the strategic goals of the Institute.
- 2.1.2 to approve the overall reward principles and framework of the CIPD, including pay and benefits to enable the organisation to attract and retain the people it needs in support of its purpose and strategy.
- 2.1.3 to approve the design of any performance-related pay scheme implemented by the CIPD and, if appropriate, any bonuses payable to members of the Senior Leadership Team under the terms of any schemes.
- 2.1.4 to ensure all provisions regarding disclosure of remuneration including pensions are fulfilled.
- 2.1.5 to keep succession planning for the CIPD Chief Executive under review and take responsibility for the process of recruiting a new Chief Executive when a vacancy arises, subject to specific authority being given by the Board when this responsibility is exercised.
- 2.1.6 to agree the Chief Executive's objectives and input to the management of his/her performance by the committee Chair.
- 2.1.7 to review and approve the appointment of directors to the Senior Leadership Team and other business critical roles as proposed by the Chief Executive.
- 2.1.8 together with the Chief Executive, to keep succession planning for the Senior Leadership Team and any other critical roles (as proposed by the CEO) under review.
- 2.1.9 to determine, monitor and review the remuneration and contractual conditions of the Chief Executive and Senior Leadership Team, ensuring that where applicable any termination terms are fair to the individual and the CIPD.
- 2.1.10 to review individual directors' contributions to the overall performance and success of the CIPD with the Chief Executive, ensuring these are key considerations in the structure and level of pay awarded.
- 2.1.11 to monitor and review all issues relating to the organisational culture and values of the CIPD, drawing as necessary on data and narrative insights from the People and Transformation directorate, to ensure that the culture of the CIPD and wellbeing of CIPD people are consistent with the long-term strategy and purpose.

- 2.1.12 to ensure that there are adequate speak up arrangements that allow staff, contractors, trainees and other workers to raise concerns confidentially about any aspect of CIPD's operations. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action in accordance with the Institute's Speak Up (whistleblowing) Policy.
 - 2.1.13 to monitor and review the Equality, Diversity, and Inclusion (EDI) strategy and plans ensuring that they are embedded within all areas of the organisation's activity.
 - 2.1.14 to review and approve the People section of the CIPD Annual Report and narrative for the annual gender and ethnicity pay reports.
- 2.2 Trustees
- 2.2.1 To provide oversight and assurance that the Board is comprised of trustees who have the appropriate skills and experience to support the Institute in meeting its strategic goals.
 - 2.2.2 To regularly review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the Board and make recommendations to the Board regarding any changes.
 - 2.2.3 To consider succession planning for the Board in the course of its work and the skills and expertise needed on the Board in the future.
 - 2.2.4 To re-evaluate the balance of skills, knowledge and experience and diversity on the Board when vacancies arise, and in the light of this evaluation, prepare a description of the role and capabilities required for appointments.
 - 2.2.5 To be responsible for overseeing the recruitment and nomination for the approval of Council (via the Board), of candidates to fill ordinary Board vacancies as and when they arise using formal, rigorous, and transparent procedures.
 - 2.2.6 To be responsible for overseeing the recruitment and nomination for the approval at the AGM (via the Board), of candidates to fill Officer vacancies as and when they arise using formal, rigorous, and transparent procedures.
 - 2.2.7 To consider and approve directors of CIPD's subsidiaries.
 - 2.2.8 To oversee the process for nominations for chartered companion and honorary fellow status and approve and make recommendations to the Board, considering the suitability of nominees and the diversity of the cohorts.
 - 2.2.9 To consider potential and actual conflicts of interests of current Board members and make recommendations to the Board.
 - 2.2.10 To review the principles for Board champions.

3 Membership and attendance

- 3.1 The committee shall consist of four independent Board members, including the Board Chair and Board EDI champion. One of the independent Board members shall be the committee Chair. The committee shall also have an employee representative member.
- 3.2 The Board shall appoint members of the committee on the recommendation of the Board Chair. Members shall normally hold office for up to three years with the option to be re-appointed for a further three-year term, provided they remain on the Board for the duration of this period. Non-Board members shall serve on the committee for a maximum of two three-year terms.
- 3.3 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the PCRC, though at the discretion of the Chair, they will not be present for certain discussions.
- 3.4 The Chief Executive and People and Transformation Director shall normally attend meetings but will not be present for certain discussions at the discretion of the Chair.
- 3.5 The committee may determine what external professional advice is required. External advisers may be invited to attend all or part of any meeting.

4 Meetings and quorum

- 4.1 The committee shall meet at least four times a year.
- 4.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 4.3 A quorum shall be the majority of the committee's members.

5 Reporting

- 5.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit.
- 5.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the People, Culture and Remuneration Committee.
- 5.3 These terms of reference will be reviewed by the committee and approved by the Board annually.

TERMS OF REFERENCE FOR THE INVESTMENT COMMITTEE

1 Purpose

The purpose of the Investment Committee (IC) is to establish and maintain an investment policy, approve the appointment of a financial expert or other professional investment advisor, and report on the performance of investments and the implementation of the CIPD's investment policy, on behalf of the Board.

2 Roles and responsibilities

- 2.1 The IC has delegated authority from the Board to:
 - 2.1.1 recommend changes to the CIPD's investment policy for Board approval
 - 2.1.2 recommend to the Board suitable benchmarks to measure fund and portfolio performance
 - 2.1.3 recommend to the Board the appointment of financial experts and/or professional investment advisors
 - 2.1.4 agree the scope of services of the financial expert or investment advisor
 - 2.1.5 agree the fees of any appointed financial expert or investment advisor
 - 2.1.6 approve the selection of investment managers and funds in line with the CIPD's investment policy
 - 2.1.7 approve fund subscription and redemption decisions for execution as set out in CIPD's Financial Approvals document.
- 2.2 The IC will:
 - 2.2.1 receive reports and take advice from the financial expert or professional investment advisor.
 - 2.2.2 monitor any significant changes in manager, fund ownership, structure, personnel, fund investment philosophy or scope.
 - 2.2.3 regularly monitor the actual asset allocation relative to the investment policy targets of the CIPD's investment portfolio, and its performance relative to benchmarks.
 - 2.2.4 monitor currency exposure of the CIPD's investment portfolio and liquidity to ensure compliance with its investment policy.

3 Membership and attendance

- 3.1 The committee shall consist of four independent Board members, one of whom will be the Treasurer.
- 3.2 The Board shall appoint members of the committee on the recommendation of the Board Chair. Members shall normally hold office for up to three years with the option to be re-appointed for a further three-year term, provided they remain on the Board for the duration of this period. Any non-Board members co-opted onto the committee shall serve for a maximum of two three-year terms.
- 3.3 The Chief Executive and Head of Finance shall normally attend meetings of the committee along with any financial experts/advisors.
- 3.4 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the IC.

- 3.5 the committee may determine what external professional advice is required. External advisers may be invited to attend all or part of any meeting.

4 Meetings and quorum

- 4.1 The committee shall meet at least twice a year.
- 4.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 4.3 A quorum shall be a majority of members, including the Treasurer.

5 Reporting

- 5.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit.
- 5.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the Investment Committee.
- 5.3 These terms of reference will be reviewed by the committee and approved by the Board annually.

TERMS OF REFERENCE FOR THE QUALIFICATIONS ADVISORY GROUP (QAG)

1 Main aim

To provide advice and guidance to the Board via the Vice-President Membership and Professional Development (MP&D) on the design, assessment and quality assurance of CIPD qualifications, accredited programmes, apprenticeship end point assessments, and the policies and procedures that ensure compliance with Regulatory Bodies.

2 Terms of reference

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

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

3 Chair, Membership, Quorum

The Group will consist of:

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

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

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

4 Frequency of meetings

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

MEMBERSHIP

1 Chartered Members

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

- (a) Chartered Companion
The Board may, at its discretion, upgrade a Chartered Fellow to a Chartered Companion in recognition of outstanding or distinguished service to the Institute or contribution to the advancement of the profession.
- (b) Chartered Fellow
The CIPD may appoint as a Chartered Fellow an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create long term value for organisations or the profession.
- (c) Chartered Member
The CIPD may appoint as a Chartered Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create medium to long term value for employees and organisations, or the profession.

2 Non-voting Members

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

- (a) Associate Member
The CIPD may appoint as an Associate Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create short-term value for employees and organisations.
- (b) Affiliate
This grade gives individuals access to prescribed services.
- (c) Foundation
This grade of membership recognises individuals who have completed the Level 3 Certificate in People Practice.
- (d) Student
This grade gives individuals access to prescribed services and indicates that an individual is working towards a professional level of membership.
- (e) Academic Member (Academic Associate, Academic Member and Academic Fellow)
This is a recognised grade of membership for academics who have met a set of criteria based on their contribution to researching, developing and/or facilitating the acquisition of knowledge and skills in a defined area of HR.
- (f) Honorary Fellow
The Board may appoint as an Honorary Fellow an individual who has made a significant contribution to the world of business or to society and/or whom the CIPD wants to connect with at a strategic level.

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

3 Designatory Letters

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

4 Use of designatory letters

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

5 Professional Standards

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

CONFLICT OF INTEREST AND CONFIDENTIALITY INVOLVING CIPD MEMBERS

1 Introduction

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

2 The constitutional position

- 2.1 This is set out in clause 5 of the Charter, the text of which appears at the end of this document.
In summary:
 - 2.1.1 no income of the Institute shall be paid by way of profit to members
 - 2.1.2 with the exception of the Chief Executive, no member of the Board shall be appointed to any paid office of the Institute or receive any remuneration or other benefit in money or money's worth from the Institute
 - 2.1.3 reasonable and proper remuneration may be paid to any member, officer or servant of the Institute not being a member of the Board
 - 2.1.4 interest on money lent and rent for premises demised or let by a member of the Institute may be paid in certain circumstances

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

3 Declaration of interest

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

4 Exclusions

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

5 Extract from the Royal Charter

[Clause 5]

The income and property of the Institute from whatever source shall be applied solely towards the promotion of its objects as set forth in this, Our Charter, and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members (and save as hereinafter provided no members of its Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute).

Provided that this does not prevent the payment in good faith by the Institute:

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

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

INVESTIGATION AND CONDUCT PROCEDURES

Introduction

By virtue of its Royal Charter and Bye-laws, the CIPD is empowered to establish, promote and monitor standards of competence, good practice, conduct and ethics with which its Members must comply. This allows the CIPD to determine misconduct or breaches of its Code of Conduct and Ethics (Code) that sets out the obligations of professional conduct and ethical behaviour. The Code, Investigation Procedures and Conduct Procedures apply to individuals who are Members of the CIPD when the alleged Code breaches occurred.

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

- a) they are fair and reasonable to all the parties involved with proceedings intended to be inquisitorial rather than adversarial;
- b) they are conducted expeditiously and thoroughly, with the CIPD responsible for prosecuting cases under the Conduct Procedures;
- c) Conduct proceedings are only invoked where a Member (or former Member) appears, from the evidence obtained during an investigation, to have demonstrated conduct that is in breach of the Code and the investigation panel identify that there is a case to answer;
- d) Members found to have breached the Code are subject to appropriate sanctions on conclusion of an investigation or conduct hearing;
- e) there is an appropriate balance between transparency, timeliness of disclosure and maintenance of confidentiality.
- f) Investigation and conduct panels operate independently from the Board of the CIPD;

The CIPD processes for dealing with alleged breaches of the Code are not a general complaints procedure in relation to the Member, or the CIPD or the organisation for which a Member has represented or worked for. CIPD recognises and designates individuals, not organisations. A Member is not automatically accountable if their organisation departs from expected standards or accepted practices including ACAS Guidelines which are not a lawful requirement. For there to be a breach of the Code, there should be a demonstrable element of discredit upon the Member's behaviour and or action(s). The approach of the CIPD is that in establishing a case for disciplinary action, the degree of any departure from the Code is considered. It is not the role of the CIPD to review or act in an appellate capacity over decisions made in other related proceedings (legal or otherwise, including employment, recruitment or disciplinary disputes) although to the extent that the findings in such proceedings comprise a breach of the Code, they will be duly considered under these Procedures.

The CIPD is unable to take action:

- about unsubstantiated allegations;
- anonymous evidence;
- or where there is failure to have raised the allegation(s) with the relevant organisation or employer or the Member. action.

If the allegation(s) is based on an event that happened in the course of Member's employment, such matter(s) should be resolved via the employer's internal procedures. This may mean that matters raised with the CIPD are not progressed until such evidence can be provided.

The presumption of innocence until proven otherwise on the balance of probabilities, on the evidence available, is the approach of the CIPD in dealing with Members and the CIPD will not investigate allegations which they consider are made in order to use these Procedures to facilitate harassment of Members or prolonged, extended complaints regarding disputes.

The CIPD is always committed to a courteous exchange of communications. We recognise that there are two sides to every story and the process of raising allegations or responding to an investigation can be stressful for all parties. In operating these procedures, dialogue or behaviour which is considered offensive or intimidating by the CIPD staff or any of our volunteers, advisors or other party involved in the proceedings may delay the outcome while action is considered, which can include the abandonment of proceedings and will be considered as an aggravating factor when determining whether a breach of the Code has occurred.

The CIPD does not tolerate such conduct towards its representatives and will take action against those who, after a warning, continue to communicate with the CIPD or its representatives in an inappropriate manner. Such action may include suspending or terminating further contact and updates on the case with the offending party. At no time will it be acceptable to make direct or indirect social media contact with volunteers, advisors, any other party or those connected with them. A member's response and behaviour during an investigation may result in the application to the allegations considered of clause '5 iv' of the Code: *"Co-operate with the CIPD, any process, investigations or enquiries. Approach any subsequent hearings in an open, honest and transparent manner as a witness or respondent. Identify and preserve relevant information."*

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

1 Raising alleged breaches of the Code

- 1.1 An allegation of actions or behaviours by an individual in CIPD Membership when these occurred, that could be in breach of the Code, can be raised by any person or organisation. This includes the CIPD raising a case upon notification of behaviours or actions that might be in breach of the Code.
- 1.2 The Institute itself may raise a matter for investigation. In such cases the Institute itself becomes the Complainant. The Vice President, Membership and Professional Development and the Director of Legal and Governance are the Designated Officers of the Institute authorised to raise a matter for investigation if there is evidence of a potential breach of the Code or that a Member is unsuitable for membership. The Designated Officers may also raise a matter for investigation where they are satisfied there are risks to personal security or employment preventing an individual from identifying themselves as the Complainant to the Member. Complainants are required to provide evidence to the CIPD of the risks or detrimental impact that are likely to happen should a matter be raised, which will be reviewed by the Professional Conduct and Ethics Lead (PCEL) who will determine if the referral to a Designated Officer should be made. The Designated Officers may consider the existence of previous enquiries or concerns regarding a Member that have been raised, that may result in the CIPD raising concerns for investigation.
- 1.3 When a potential breach of the Code comes to our attention, the allegations are dealt with under the CIPD's Investigation Procedures and 1) reviewed by the Professional Conduct and Ethics Lead who; 2) determines whether the matter can be referred for investigation. If, as a result of 3) an investigation, it is concluded that there is sufficient evidence that the Code may have been breached, the case is 4) referred to a Conduct Hearing in accordance with the CIPD's Conduct Procedures.

Time limit

- 1.4 The CIPD does not usually consider alleged breaches of its Code on matters that occurred, or that could reasonably have come to the attention of the Complainant, more than 12 months prior to them notifying the CIPD about the matter. The PCEL will consider cases made outside of this time on a case-by-case basis, having regard to the reasons for not raising the matter with the CIPD within the requested 12 months and any legal and/or professional advice which may be taken.

Counter allegations

- 1.5 The Institute will not normally refer for investigation, counter allegations. Counter allegations may be shared with the investigation panel of an existing matter, on case by case basis, as determined by the PCEL including upon any legal/and or professional advice which may be taken.

Misrepresentation of membership

- 1.6 Where an individual has misrepresented their membership, the Institute will raise the matter for investigation. [For those that are not in current membership during an investigation, where sanctions are applied, they will be held until such time as the individual rejoins or returns to membership.]

If during the course of an investigation it is discovered that the Member has misrepresented their membership status, this will be added to the allegations to be considered as potential breaches of the Code.

The CIPD will consider taking separate legal action regarding breach(es) of logo, trademark and copyright which will be distinct from the Code of Conduct and Ethics case.

Evidence

- 1.7 The burden of evidence of allegations is upon the Complainant. It is not the role of the CIPD to create the case against a Member for the Complainant. Without supporting evidence and or evidence that has a realistic prospect of demonstrating a breach of the Code, allegations cannot proceed.

The Complainant must provide evidence of having raised the alleged actions or behaviour by the Member with the relevant organisation or employer and or the Member. The Complainant must provide supporting evidence of each alleged action or behaviour, such documentation must involve a third party and would not be met by statements only of the Complainant or one way correspondence from the Complainant.

2 Review of allegation(s)

- 2.1 Once the Complainant has provided the necessary details of the allegations with supporting evidence, the PCEL shall determine if the allegations give rise to a potential breach of the Code and will refer for investigation or cannot be referred as:
- a) the allegations could be adequately resolved without further CIPD investigation; and/or
 - b) the allegations cannot reasonably be investigated as the allegations and or evidence provided have not clearly supported a potential breach of the Code and are therefore inadmissible; and/or
 - c) the allegations do not refer to specific behaviour or actions covered by the Code; and/or
 - d) the allegations are a misuse of the CIPD's Investigation and Conduct Procedures; and/or are frivolous or vexatious and therefore fall outside the CIPD's functions as a complaints handling body;
 - e) the allegations are 'out of time'

In the event of previous allegations against a Member having been raised with the CIPD, the PCEL will review any previous allegations and determine if those allegations are to be notified to the investigation panel to be considered in their evaluation allegations.

- 2.2 Where allegations involve serious misconduct the PCEL has the discretion for membership to be suspended until the outcome of a Conduct Hearing has been concluded.
- 2.3 The PCEL may notify the Member that allegations have been raised at the point of:
- a referral to an investigation; or
 - a decision by the PCEL not to refer the allegations for investigation on a case-by-case basis at the CIPD's discretion; or
 - a decision by the PCEL not to refer the allegations for investigation but to issue a letter of advice. This will mean that the case will be considered by an investigation panel should any subsequent allegations be raised in the future
- 2.4 The decision to refer or not allegations for investigation is final and no appeal process is available.
- 2.5 If allegations are not referred, allegations relating to the same incident or behaviour can only be raised again where, in the opinion of the PCEL, substantive new information or evidence, which was not available at the time of the original allegation(s), is presented to the CIPD and which in his/her judgment should lead the CIPD to investigate. In this instance, the matter shall be regarded as a new allegation(s) and dealt with again under the Investigation Procedures.

3 Investigation

- 3.1 Members are strongly encouraged to participate in the process to consider alleged breaches of the Code. Where a Member's behaviour during the course of an investigation becomes a concern to the CIPD, the investigation panel will be informed and such behaviour may be expressed as an additional alleged breach of the Code that will be added to the case.
- 3.2 The PCEL will form an investigation panel to review the allegations, evidence and information and can outsource the matter if it is particularly sensitive or complex. The investigation panel will typically consist of [3] persons drawn from a pool of suitably qualified individuals. At the outset, the investigation panel will be required to identify any potential conflict of interest and should any conflict be identified, the Panel Member will be removed and a replacement will be appointed.

Member response

- 3.3 At the point of a referral to an investigation, once contact details for the Member have been established, the Member will be sent a copy of the allegation(s) and evidence within 7 working days. The allegations will be redacted if necessary, to remove personal data relating to other individuals, or allegations that have not been referred.
- 3.4 The Member will be given an opportunity to respond and will usually be required to supply their response to the allegations within 21 working days of notification, if appropriate, a balanced extension of time will be given on a case-by-case basis as determined by the PCEL

The Member response should address: each alleged breach of the Code; confirmation whether each allegation is accepted or denied; contributing and mitigating factors relevant to each breach; the impact of the situation upon their practice and any learning and development undertaken since the occurrence of the breach(es). The Member will be asked to confirm their progress and or status if studying qualifications.

The Member will be invited to nominate witnesses but it will be at the discretion of the investigation panel as to whether the witnesses are contacted.

The Member should redact documentation sent to the CIPD, to remove personal data relating to other individuals and confidential information. The Member should ensure that they have all required permissions to share any data that is submitted. The CIPD cannot accept any recordings where permissions from all participants have not been confirmed.

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

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

Member support

- 3.5 In preparing their response to the allegations, the Member will be offered the support of a Code of Conduct Volunteer. Any interaction between the Volunteer and the Member will be independent from the CIPD and the investigation panel and will be confidential. The Volunteer support will not constitute legal advice nor commentary on the specific allegations or prospects of the case. The use of this support is entirely

at the Member's discretion and private. Members may seek legal counsel at their own expense during an investigation but the response to allegations should be provided by the Member.

Consent order

- 3.6 Depending on the degree of alleged breach, during the investigation, if the Member acknowledges the alleged breaches have occurred, the Member will have the opportunity to elect for application of one or more of the sanctions to the case. Such a request will need to be agreed by the investigation panel. If the investigation panel agree, the sanction will be applied at the conclusion of the investigation and there will be no referral to a Conduct Hearing. This is dependent upon the degree of breach, acknowledgement of the breach(es) by the Member, and the investigation panel's application of sanctions to the case which may match those selected by the Member or be at a higher level.
- 3.7 The investigation will comprise of a full assessment of the allegations that have been referred for investigation and any other matters that emerge during the investigation including additional allegations and or sections of the Code that the investigation panel add to the case and the Member's behaviour during the investigation process. Where additional allegations are added to the case by the investigation panel, the Member will be notified and given an opportunity to respond to the additional allegations and or additional sections of the Code within 21 working days of notification.
- 3.8 The investigation panel and the CIPD will seek supporting and substantiated evidence in writing and/or orally, as appropriate, from the Complainant, the Member concerned and any other appropriate source. The panel may determine that no further contact with the Complainant or Member is necessary during the investigation.
- The investigation panel will apply discretion to documentation, information and any other data provided to the Code team to determine relevant documentation and that which will be discarded as not relevant to the allegations.
- 3.9 In seeking supporting or substantiated evidence, it may be necessary to conduct interviews with some of the parties involved in the case including the Member and or the Complainant and or witnesses. This will be at the investigation panel discretion. Interviews are usually recorded and notes of interviews are taken. Notes are not intended to be a full transcript and will be shared with the subject for their review to identify any inaccuracies. The review of notes is not an opportunity for the subject to change the content of the discussion or the notes of the answers provided and requests of the same will be refused. Should the subject of interview wish to provide further information as a result of the interview, this should be submitted separately to the CIPD. Interview notes and recordings are not shared with other parties to the alleged breach(es) of the Code.
- 3.10 The Complainant should ensure that all documentation and information regarding the alleged breaches of the Code are supplied to the CIPD on submission of the allegations or at the latest, during the investigation. If the case is referred to a Conduct Hearing, the Complainant has no role in the Hearing process and will not be given a further opportunity to comment on or add to the case. Requests

to submit additional documentation after the conclusion of the investigation by the Complainant will be refused except where the PCEL decides to make an exception.

Application of the Code of Conduct and Ethics to the allegation(s)

- 3.11 On referral to an investigation, an investigation manager from the pool of Code of Conduct and Ethics volunteers will be selected. The investigation manager will in conjunction with the CIPD, select the relevant sections of the Code to be applied to the allegations. It should be noted that this will only be an initial application and that a further examination of the relevant sections of the Code to be applied to the allegation(s) will be undertaken throughout the investigation and may result in additional sections being added.

It is not the role of the Complainant to apply sections of the Code to the allegations and where this has occurred, the suggested clauses will not be shared with the investigation panel.

Code of Conduct and Ethics

1: Positive and active impact on working lives

By fulfilling the purpose of championing better work and working lives for current and future generations. By promoting people-centred practice, developing people, being the employee experience champion; supporting the health, education and welfare of those in the work environment.

- i. Develop and champion policies and procedures that foster fair, consistent and equitable treatment for all.
- ii. Champion and demonstrate employment and business practices that promote sensitivity for the customs, practices, culture and personal beliefs and rights of others. Whilst upholding and promoting equal opportunity, diversity, inclusion and dignity.
- iii. Do not bully, harass, abuse, discriminate, victimise, or conduct offensive behaviour in the work environment.
- iv. Ensure those working for you, have the appropriate level of competence, supervision and support and have the opportunity to develop their skills and knowledge.
- v. Encourage and facilitate a range of speak-up options beyond whistleblowing, across your organisation. To understand the views, concerns and needs of those speaking up; supporting them and protecting them from reprisals or adverse treatment.
- vi. Speak up about issues and concerns in the workplace.

2: Civic virtue and stewardship

By: being socially responsible; supporting future organisational needs; helping to improve the communities in which you live and work.

- i. Evidence that stakeholders, including the wider community have been considered and (where relevant) consulted in your practice, decisions and actions.
- ii. Uphold all compliance, regulatory and legal obligations in the country(ies) in which you practice. Role-model more advanced developments where possible, including acting beyond the minimum legal requirements.

- iii. Act in accordance with the interests of the employer/client except where professional, ethical or legal duties require otherwise.
- iv. Develop policies and practices under which people are treated with courtesy, dignity and respect. Where possible go beyond the minimum standards of treatment required under employment laws/regulation.
- v. Comply with prevailing requirements of copyright, intellectual property, patents, licensing, piracy, plagiarism, trade secrets, privacy rights and appropriation. Respect the rights of others and prevent misuse of the CIPD logo.

3: Good character

By: applying sound judgement; being honest; not allowing personal interest to undermine your objectivity and protecting the reputation of the profession.

- i. Role-model high standards of ethical conduct, honesty, professional and personal integrity.
- ii. Always act in a way which supports and upholds the standards, reputation, values and virtues of the profession. Do not act in a way which might discredit the profession, the CIPD or other members.
- iii. Establish, maintain and develop professional relationships based on mutual confidence, trust and respect.
- iv. Do not misuse your professional position for personal, material or financial gain or the appearance of such.
- v. Ensure that your professional judgement is not compromised nor could be perceived as being compromised because of bias, or the undue influence of others.
- vi. Identify potential, apparent and actual conflicts of interest and disclose these to the appropriate person/stakeholder. If an action or transaction could be perceived as creating a conflict of interest, carefully consider whether it is proper to act in all the circumstances. Demonstrate and evidence independence and distinction between personal and professional capacity.

4: Professional service and competence

By: providing high standards of competence and service; committing to the continuing development of your skills, knowledge and experience.

- i. Develop your professional knowledge, skills and competence through curiosity, seeking feedback, reflection, continuing professional development, mentorship and exposure to growth opportunities. Identify and address any gaps; demonstrate your adherence to the CIPD's continuing professional development policy.
- ii. Provide an insightful, up-to-date and evidence-based service. Manage commitments effectively and take action where deadlines and obligations are at risk of not being met, particularly where external or personal factors may disrupt service delivery.

- iii. Where you are operating outside of your expertise, scope of knowledge or ability - seek advice and support or refer work in areas outside of your (personal) competence to a trusted third party.
- iv. Safeguard all restricted, confidential, commercially sensitive and personal data. Do not use it for personal advantage or to the benefit or detriment of third parties.

5: Personal responsibility

By: taking responsibility for your actions; considering your impact on others, showing courage in your approach to difficult decisions and ethical dilemmas.

- i. Take action to ensure that other Members do not breach or cause a breach of this Code. If you become aware of a potential breach, you must report this to the CIPD.
- ii. Take all reasonable steps to resolve disputes and complaints in a fair, timely and professional manner. Never allow a complaint to affect the standard of behaviour or professionalism shown to those who raise concerns, engage authentically and respectfully.
- iii. Take responsibility for your professional actions and decisions. Rectify issues and take all reasonable steps to mitigate loss or harm as soon as possible. Inform those affected of the potential impact.
- iv. Co-operate with the CIPD, any process, investigations or enquiries. Approach any subsequent hearings in an open, honest and transparent manner as a witness or respondent. Identify and preserve relevant information.
- v. Comply with all reasonable requests for information.
- vi. Do not misrepresent your membership status, including the level of membership held.
- vii. Ensure adequate liability insurance is held and maintained, and terms of reference are agreed for all work undertaken.
- viii. Demonstrate professionalism and high standards of conduct in your professional and private communications, emails and online activities (including social media).

3.12 In considering the allegation(s), the investigation panel may take account of:

- any legal and technical advice;
- the PCEL advice to the Panel on proportionality/consistency in relation to previously considered allegation(s);
- the public interest;
- the public perception of the Institute and the profession and its reputation;
- the conduct of the Member during the investigation process.

The decision reached should have the agreement of a majority of the panel (or where two, be unanimous) on the balance of probabilities in light of the evidence before it.

Outcome of investigation

3.13 Allegations shall not be taken forward where the investigation panel considers:

- a) there is insufficient evidence that a Member acted in breach of the Code; and/or
- b) the allegations to be vexatious or trivial in substance; and/or
- c) the allegations to be a misuse of the CIPD's Investigation and Conduct Procedures; and/or
- d) the allegations do not justify further action.

The Complainant and Member will be sent a summary report only of the investigation (and not the information and or documentation provided during the investigation) and the report will be redacted if necessary, to remove sensitive information and/or personal data relating to other individuals.

3.14 Where the investigation panel considers that there is sufficient evidence to show that a Member has acted in breach of the Code, but has determined that the referral should not be taken forward into Conduct Proceedings, it may deliver one or more sanction from:

Scale of sanction	Type of sanction
Class 1	Advice given to the Member regarding their future conduct Write to Complainant and offer an apology
Class 2	Formal warning (a Formal warning issued may mean an increased sanction for a lesser breach of the code in the future)
Class 3	Permit membership to continue subject to conditions (further training / periods of mentoring special conditions set on retaining membership etc)
Class 4	Downgrading of membership
Class 5	Temporary exclusion from membership
Class 6	Permanent lifetime exclusion from membership

The panel shall also determine how a review of compliance will be undertaken; the period given to ensure compliance; and the sanction to be imposed if the Member does not comply.

The Complainant and Member will be sent a summary report only of the investigation (and not the information and or documentation provided during the investigation) and the report will be redacted if necessary, to remove sensitive information and/or personal data relating to other individuals.

3.15 Allegations shall only be taken forward into Conduct Proceedings where the investigation panel considers there is evidence to show, on the balance of probabilities, that a Member has acted in breach of the Code and there is a case to answer.

If the investigation panel determines that Conduct Proceedings shall commence, then:

- a) the case will be dealt with under the CIPD's Conduct Procedures;
- b) a full copy of the Investigation Report and relevant evidence will be sent to the Member;
- c) a **Case Officer** will be appointed and issued with a copy of the full investigation report and supporting evidence and will be responsible for presenting evidence of the alleged breaches of the Code to the Conduct Panel;
- d) a summary report only (and not the information or documentation provided during the investigation) will be sent to the original Complainant, who will not have a right to attend the full Conduct Hearing. The report will be redacted if necessary, to remove sensitive information and/or personal data relating to other individuals.

3.16 The Complainant or one of the Designated Officers of the CIPD has the option of asking that the decision of the Investigation Panel be reviewed. Such review must be requested within 7 days of the notification of the decision, indicating their reasons for requesting the decision to be reviewed. The reasons must be one or more of the following and supported with evidence:

- a) the Investigation Procedures have not been followed or correctly applied;
- b) the investigation panel either failed to take into account a relevant matter or improperly took account of a particular matter;
- c) there is substantiated new evidence that was not available previously;
- d) the decision of the Investigation Panel was one which no reasonable investigation panel could have arrived at in light of the evidence before it.

3.17 An **'Investigation Reviewer'** will be appointed by the PCEL within seven days of the review being requested. They shall review the Investigation Report and the evidence in the light of the reason(s) submitted for the review request and will report back to the PCEL within 28 days of being appointed. The review will not be a re-investigation.

3.18 The Investigation Reviewer will send a copy of the review report to the PCEL and a summary of his/her conclusion to the Complainant and the Member in writing. The decision of the Investigation Reviewer shall be final and no appeal is available.

3.19 If the Investigation Reviewer determines that a Conduct Hearing should take place, then the matter will be dealt with under the Conduct Proceedings.

4 Conduct Hearing

- 4.1 Conduct Proceedings will commence when an investigation panel/ Reviewer has concluded that there is sufficient evidence following an investigation that a Member has acted or behaved in breach of the Code.
- 4.2 The Professional Conduct and Ethics Led (PCEL) shall fix a date and location for the allegations to be considered and give notice to the Member and Case Officer of the date, time, place, and proceedings of the hearing. The PCEL shall manage arrangements before and during the hearing.
- 4.3 A conduct panel (usually consisting of 3 suitably qualified persons) will be drawn by the PCEL to hear a case. One of the conduct panel members will chair the hearing (the 'hearing'). The panel members will identify if there is a conflict of interest and where one is identified that member will recuse themselves. The PCEL shall appoint an alternative panel member.
- 4.4 The CIPD shall notify the Member of the persons appointed to the conduct panel. Once notified of the conduct panel members, the Member must notify the PCEL of any objections to members of the conduct panel, and the reasons for such objection within 7 days. Upon receipt of such objection the PCEL if satisfied that the objection is upheld, shall require the panel member in question to abstain from taking part in the Conduct Proceedings. The Member shall be informed of the identity of any alternate appointed in the place of the original conduct panel member and shall have the right to object to such new conduct panel member.
- 4.5 The PCEL shall appoint a suitably qualified individual to take on the role of Case Officer. The Case Officer will be responsible for presenting the investigation report and supporting evidence of the alleged breaches of the Code to the conduct panel which will include presenting aggravating and mitigating factors.
- 4.6 The original Complainant will not have a right to attend the hearing.
- 4.7 Within 10 days of notification of the hearing: The Member is required to inform the PCEL:
 - (a) Whether they are able or unable to attend the date of the hearing; where a Member is unable to attend a hearing due to health conditions they are required to provide the CIPD with evidence from a medical practitioner regarding the relevant health condition and must include addressing if reasonable adjustments can be made to enable the Member to attend the hearing providing suitable evidence to support;
 - (b) Whether they will bring any other person with them to the hearing as a Companion and details of the Companion;
 - (c) The Member may make a written submission to the conduct panel responding to the investigation report, which will be provided to the Case Officer and conduct panel.
 - (d) Any witness(es) in person, or by telephone, or to provide written statements or answers to questions (if such witnesses will not be in attendance);
 - (e) Any questions for the Case Officer.

- 4.8 The Case Officer and the conduct panel will be issued with the bundle of documents for the hearing in advance. The Case Officer and the conduct panel are expected to review the bundles and identify:
- i. Any witnesses required to attend the hearing;
 - ii. Any further documentation required;
 - iii. Any questions for parties involved in the hearing.
- 4.9 The Case Officer appointed by the PCEL will be given an opportunity to meet with the Investigation Manager if required. This opportunity may not be taken up and the intention is for the Case Officer to prepare for the hearing, it not intended that the Case Officer can account for the investigation panel nor the strategy, methodology or findings of the investigation at the hearing.
- 4.10 The conduct panel must notify the PCEL of any requests advisors they wish to attend the hearing at least 14 days before the hearing.
- 4.11 Any written submissions, responses to enquiries and details of witnesses shall be circulated to all parties by the CIPD at least 7 days before the hearing. Documentation will be redacted if necessary, to remove personal data relating to other individuals and will be tabulated to the bundle.
- 4.12 Should the CIPD receive additional submissions closer to the date of the hearing, it will be presented to the conduct panel Chair who will introduce this information during the hearing itself.
- 4.13 The hearing is usually conducted during a meeting of the parties however, as determined by the Chair, the hearing may be conducted in writing, web conference or by teleconference.
- 4.14 The Member may be supported by any other person, including a legal adviser, at their own cost and will be referred to as 'Companion'. A Companion cannot however represent the Member, or speak for them, in any way at the hearing.
- 4.15 If the Member does not attend the hearing and the conduct panel is satisfied that correct notice was given, the conduct panel may proceed with the hearing in their absence.
- 4.16 The conduct panel may have the assistance of its own legal or technical adviser (who may be appointed by the conduct panel Chair) to advise on matters of law and procedure as it sees fit. The legal adviser may be present at the hearing and may advise the conduct panel in private.

During the Hearing:

- 4.17 The conduct panel Chair may postpone or adjourn the hearing at any point. The Case Officer or the Member can request an adjournment, stating the reason why. The Chair shall give due consideration to such requests, but it shall be his or her final decision whether to adjourn.
- 4.18 A nominated CIPD Officer shall act as secretary to the conduct panel and shall be responsible for ensuring that a record of the hearing is kept and made available to the Member, if she or he requests it, within 28 days of the date of completion of the hearing. The record of the hearing is not intended to be a transcript and will be approved by the PCEL and the Chair of the panel. It is not possible for parties involved in the hearing to change the record of the hearing or subsequently provide alternative or additional answers that were not provided during the hearing.

- 4.19 Subject to this framework the procedure of the hearing shall be determined by the conduct panel Chair.
- 4.20 The decisions of the panel shall be made by majority vote. A ruling shall be made in respect of each alleged breach of the Code that forms the Case. The standard of proof required by the conduct panel is 'balance of probabilities' and it will make its decisions accordingly.
- 4.21 The conduct panel shall have the powers to dismiss a case, or to uphold a case in full or in part. If a case is upheld, in full or in part, the conduct panel may apply one or more sanction from the following:

Scale of sanction	Type of sanction
Class 1	Advice given to the Member regarding their future conduct Write to Complainant and offer an apology
Class 2	Formal warning (a Formal warning issued may mean an increased sanction for a lesser breach of the code in the future)
Class 3	Permit membership to continue subject to conditions (further training / periods of mentoring special conditions set on retaining membership etc)
Class 4	Downgrading of membership
Class 5	Temporary exclusion from membership
Class 6	Permanent lifetime exclusion from membership

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

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

- 4.22 When a sanction has been applied, the outcome of the case and the sanction applied will be notified to investigation and conduct panels for any future allegations raised against the Member for a period of 6 years and will result in a higher sanction being applied for subsequent allegations.
- 4.23 The conduct panel Chair shall prepare a written report. The report shall outline the events of the hearing and explain the reasons for the conduct panel's decision. It shall form part of the record of the hearing and be kept accordingly. The report will be sent to the Member and the Case Officer within 21 days of the completion of the hearing process. The original Complainant shall also be sent, in confidence, notification of the decision of the conduct panel. Decisions of the conduct panel will not usually be notified to the Member on the day of the hearing.
- 4.24 A sanction imposed by the Conduct Panel shall not come into effect until the time limit for bringing an appeal has expired and, where an appeal is brought, until the appeal has been determined by the Hearing Reviewer.

Appeal:

- 4.25 The CIPD (via its Case Officer), or the Member, can appeal the decision of the conduct panel. Such an appeal must be received within 7 days of the notification of the decision. An appeal will only be considered where the reasons why the decision is being appealed are set out and supporting evidence is provided. The reason(s) must be one or more of the following:
- a) the Conduct Procedures have not been followed or correctly applied;
 - b) the conduct panel failed to take into account a relevant matter, or improperly took account of some matter;
 - c) there is substantiated new evidence that was not available previously;
 - d) the decision of the Conduct Panel, and/or the sanction that it determined, was one which no reasonable Conduct Panel could have arrived at on the basis of the information available to it.
- 4.26 Upon receipt of an appeal request, the PCEL shall review the request and supporting evidence to determine if the appeal is to be permitted. If the PCEL permits the appeal, a Hearing Reviewer will be appointed.
- 4.27 The Reviewer will only consider these matters and will not consider new evidence unless that evidence had been wrongly disregarded by the hearing. An appeal will not be a re-hearing of the case and therefore submissions requesting the appeal may be redacted of information that falls outside of the criteria above and the evidence to support that criteria.
- 4.28 The Member shall be informed of the Hearing Reviewer and must notify the PCEL of any objections and the reasons for such objection within 7 days. Upon receipt of such objection the PCEL if satisfied that the objection is upheld, shall require the Hearing Reviewer to abstain from taking part in the Proceedings. The Member shall be informed of the identity of an alternate appointed and shall have the right to object to such new Hearing Reviewer.
- 4.29 The Hearing Reviewer will aim to consider the appeal within 28 days of being appointed. It will consider the case by written submissions.
- 4.30 The decision of the Hearing Reviewer will be final and absolute.
- 4.31 The Hearing Reviewer may overturn the conduct panel's decision, vary or uphold it.
- 4.32 The Hearing Reviewer shall prepare a written report. The report will be issued to the Member within 21 days except where legal advice is sought by the Chair. The Complainant will be provided in confidence with the decision and not the report.

ANNEX TO CONDUCT PROCEDURES

¹Note that this Annex forms part of the Procedures

Allegation	A claim of conduct that if established, would be in breach of the CIPD Code of Conduct and Ethics.
Anonymity	<p>A Complainant should be aware that, when allegation(s) are raised the CIPD may contact the Member to inform him/her of the allegation(s) raised against them. The identity of the Complainant will become known to the Member at this stage.</p> <p>It is not usually possible for a Complainant to remain anonymous, although there may be some instances in which the Designated Officers will raise allegation(s) if they are satisfied that there are circumstances preventing an individual from identifying themselves to the Member. In these situations, the CIPD is unable to correspond with the individual who originally raised the allegation(s) regarding the outcome of the case.</p>
Breach	A breach of the Code is determined by an Investigation or Conduct Panel following the execution of the Investigation and or Conduct Proceedings.
Case	Allegation(s) made by any person or organisation (including a matter raised by the CIPD via its Designated Officer(s) about the conduct of a CIPD Member alleged to be in breach of the CIPD Code of Conduct and Ethics.
Case Officer	The individual selected by the PCEL from current or former CIPD staff who presents the investigation report and supporting evidence of a potential breach(es) of the Code to the Conduct Panel.
CIPD (or the Institute)	The Chartered Institute of Personnel and Development.
Code of Conduct and Ethics ('the Code')	The Code of Conduct and Ethics of the CIPD that was in effect at the time the matter complained of occurred.
Companion	The Member may be supported by any other person, including a legal adviser, at their own cost and will be referred to as 'Companion'. A Companion cannot however represent the Member, or speak for them, in any way at the hearing.
Compensation, damages and costs	<p>If a Member is found to have breached the Code, the CIPD cannot pay any compensation nor require a Member to do so. Potential penalties for Members found to have breached the Code are limited to those described in these procedures.</p> <p>The CIPD do not cover the costs of attending a hearing for the Member and or any witnesses.</p>

Complaints (about the process, the Code team or the CIPD)	<p>The Director of Legal and Governance has overall responsibility for the operation of these Procedures. If any question or difference arises regarding their interpretation or application it shall be referred to and settled conclusively by a Designated Officer, who shall take whatever advice thereon is considered necessary.</p> <p>All issues should be raised in the first instance with the Code of Conduct team, permitting their response. Any contact made with CIPD Officers outside of the Code of Conduct team will be referred to the Code of Conduct team and or the Director of Legal and Governance for their response.</p> <p>The escalation of issues arising from the execution of the process is not a route to raise disagreements with the findings of an Investigation or Conduct Panel nor disputes regarding the screening and referral of allegations.</p>
Complainant	<p>The person, or organisation who raises the allegation(s) against the Member. (If the case progresses to Conduct Proceedings, this is the CIPD).</p>
Conduct Procedures	<p>The procedures that The Procedures that determine how Conduct Proceedings are executed.</p>
Conduct Hearing	<p>The consideration of a case by the Conduct Panel.</p>
Confidentiality	<p>All records relating to an allegation(s), referral or case are confidential. Both the Complainant and the Member are expected to respect this confidentiality and will be made aware that any breach of confidentiality may affect the Proceedings and may in serious cases lead to legal action for such breach or abandonment of the case.</p> <p>All records connected with the operation of these procedures are confidential, including documentation generated by the CIPD and all documents provided by a Complainant, Member or a third party if these are not already in the public domain. All parties are expected to respect this and should be aware that any breach of confidentiality may affect CIPD proceedings and could in serious cases lead to legal action for such a breach.</p> <p>If the CIPD suspect that a party will or has shared or distributed documentation or information regarding alleged breaches of the Code, investigations, findings or conclusion of a case, including on social media, it reserves the right to restrict further access to the case, withhold information and documentation from the party considered to be a risk including the outcome to the offending party.</p>

Conflicts of interest**Allegations against Code Volunteers**

Where allegations are raised regarding a current or former Code Volunteer, the Code team will use external counsel to review, screen and investigate the allegation(s).

Allegations against existing or former CIPD staff

The process for dealing with alleged breaches of the Code may not be the appropriate route to raise concerns about existing or former members of CIPD staff. Any such allegation should be raised in the first instance with the HR department of the CIPD.

Where a Code of Conduct and Ethics case is presented the Code team will use external counsel to review and screen the allegation(s). Code processes will run independently and confidentially of any CIPD HR process. Other than the Code team members, CIPD staff do not have access to or insights from Code cases.

Allegations against existing and former Board Trustees

Where allegations are raised regarding a current or former Board member, the CIPD will use external counsel to review and screen the allegation(s).

Board members do not have access to case files and or insights from cases including the Designated Officers.

Investigation and Conduct panels

The pool of volunteers who support Code cases have been trained to identify and acknowledge conflicts of interest. When a conflict has been identified, the Volunteer will be removed from the case and replaced.

Data	<p>The CIPD is responsible for protecting the public interest and reserve the right to retain records of concerns raised against members. The CIPD will exercise discretion but may have to consider concerns raised previously in determining whether to refer an individual matter for investigation.</p> <p>From the outset of the CIPD being alerted to concerns regarding a Member, the CIPD redact personal data from incoming correspondence, documents and evidence. The Procedures set out that any party involved in a case are required to redact personal data from documentation prior to sending it to the CIPD. If the CIPD are sent documentation or evidence that has not been redacted, it will be returned to the sender with a request to complete the redaction.</p> <p>Upon receipt of information from any party, the CIPD will redact personal data relating to individuals, or allegations that have not been referred. The presumption shall be that evidence will not be considered unless it is available to all of the parties. However, the Complainant will not be provided with a copy of the Member's response and any supporting documents provided to the Investigation Panel.</p> <p>Following the completion of an investigation or conduct process, CIPD files will be redacted of all personal information except contact details for the Member and Complainant.</p> <p>Data regarding allegations will be retained by the CIPD for the lifetime of the Member.</p> <p>Subject access requests are limited to the personal data relating to the individual making the request, the data subject. Therefore, the data subject is not entitled to the personal data of other parties in a case, for example the opposing party or a witness.</p> <p>Any legal advice received shall not be disclosed except advice given to a Conduct Panel during a Conduct Hearing.</p>
Day/s	<p>Only working days are considered in the execution of both the investigation and conduct procedures.</p>

Delays	<p>The CIPD will continue within its timescales even if the Member, Complainant or Witness(es) fail to respond to correspondence. If one of the above has an illness, injury, disability or a medical condition, the CIPD will make reasonable adjustments during the arrangements following confirmation from a recognised Medical Practitioner. The confirmation should include: the medical condition; the recommended treatment; the treatment being taken; the expected length of time that applies to the condition and the adjustments to accommodate that can be made by the CIPD. It is the responsibility of the person affected to obtain the medical confirmation and send it to the CIPD.</p>
Designated Officer/s	<p>The Vice President Membership and Professional Development and Director of Legal and Governance who are under a duty to raise allegation(s) on its behalf in certain circumstances.</p> <p>Any one of the Officers will replace the Professional Conduct and Ethics Lead (PCEL) should the CIPD establish that the PCEL is not able to execute a requirement of the Procedures.</p>
Disputes with Members	<p>The CIPD process for dealing with alleged breaches of the Code are not a general complaints procedures or a dispute resolution service in relation to the Member, or the CIPD or the organisation for which a Member has represented or worked for.</p> <p>CIPD recognises and designates individuals, not organisations. A member is not automatically accountable if their organisation departs from expected standards or accepted practices including ACAS Guidelines which are not a lawful requirement. For there to be a breach of the Code, there should be a demonstrable element of discredit upon the Member's behaviour. The approach of the CIPD is that in establishing a case for disciplinary action, the degree of any departure from the CIPD Code is considered. It is not the role of the CIPD to review or act in an appellate capacity over decisions made in other related proceedings (legal or otherwise, including employment, recruitment or disciplinary disputes) although to the extent that the findings in such proceedings comprise a breach of the Code, they will be duly considered under these Procedures.</p>

Evidence	<p>The burden of evidence to prove the alleged action or behaviour that may be in breach of the Code, rests with the Complainant. It is a requirement to provide evidence of the alleged breach, in order for the CIPD to take action and execute the Procedures.</p> <p>At a minimum, to meet the evidence requirement, documentation and or information provided should be verified by or involve a third party. For example, one way correspondence or statements by a party that have not been acknowledged by the Member or employing organisation would not meet the evidence requirement and in the case of statements by a party that have not been verified, may be dismissed from the case documentation.</p> <p>Any recordings of people including photographic evidence, must be accompanied with permission and consent of all parties for the data to be shared.</p> <p>Throughout the process and at all stages, the CIPD team will discard documentation and or evidence that is not relevant to or outside the scope of the consideration of alleged breaches of the CIPD Code, this includes documentation or evidence that refers to allegations that have not been referred for investigation.</p>
Hearings	CIPD Hearings are closed to members of the public and attendance of anyone outside of the parties directly related to the Hearing proceedings is not permissible.
Investigation	The process followed by the Investigation Panel to decide whether a Referral shall become a Case, and therefore submitted to Conduct Proceedings.
Investigation Manager	The Chair of the Investigation Panel who shall lead or has led on the investigation.
Investigation Officer	An individual drawn from a pool of suitably qualified volunteers who works within an Investigation Panel and reports to the Investigation Manager.
Investigation panel	The group of persons drawn from a pool who investigate a Referral from the Professional Conduct and Ethics Lead.
Investigation Procedures	The steps that will be followed by the CIPD to determine if allegation(s) will progress to Conduct Proceedings.
Investigation Report	The report created by the Investigation Panel in considering the Referral which will contain the allegation(s), any evidence gathered, and the Investigation Panel's decision based on the balance of probabilities. The decision(s) can include that a breach of the Code has been established and depending upon the degree of the breach, the sanctions to be applied and or requirements of the Member.
Investigation Reviewer	A member of the Investigation Pool who is appointed to review the decision of the Investigation Panel if the decision of the Investigation Panel is challenged.
Investigation Review Report	The report of the Investigation Reviewer which will contain the Investigation Reviewer's decision.

Legal counsel	<p>Any legal advice received by any party is not required to be disclosed.</p> <p>The CIPD is not responsible for providing Complainants or potential Complainants with legal advice.</p>
Member	<p>The Member of the Institute about whom allegations are raised. (Includes all levels of CIPD membership including student). It is a requirement that the individual subject to the allegation(s) is in current CIPD membership on the date of the alleged breach(es).</p>
Professional Conduct Manager and Ethics Lead (PCEL)	<p>A CIPD member of staff responsible for the management of allegations, the investigation and conduct procedures, Advisors, Case Officers, volunteers and Investigation and Conduct Panel Members.</p> <p>A CIPD Officer will replace the Professional Conduct and Ethics Lead (PCEL) should the CIPD establish that the PCEL is not able to execute a requirement of the Procedures.</p>
Publication	<p>The CIPD will publish cases referred to investigation and a Conduct Hearing upon completion of the relevant process and review or appeal period.</p> <p>Publication will be on the CIPD website and in a periodic feature in the CIPD magazine, People Management.</p> <p>If an Investigation or Conduct Panel find that the Code has been breached by a Member, the CIPD shall consult with the Chair of the Panel to determine whether it is in the public interest, or the interests of the profession, to publish specific details of the case, the Member and the sanction applied. The final decision regarding what is published rests with the CIPD.</p> <p>The operation of the Procedures and case experience are also published through the CIPD's Annual Report.</p> <p>An operational update is provided to the CIPD Council on annual basis.</p>
Realistic prospect	<p>The 'Realistic Prospect' test is applied to incoming alleged breaches of the Code and the supporting evidence and whether there are reasonable grounds to investigate the alleged breaches. This review is undertaken at the screening stage of incoming alleged breaches.</p>
Records	<p>See 'Data' section above.</p>
Referral	<p>Allegation(s) that has been referred to an Investigation Panel.</p>

Referral to external parties	<p>The CIPD is not a prescribed body with responsibility for whistleblowing or protected disclosures.</p> <p>The CIPD is not responsible for referring allegations raised to employers, external organisations, other parties including the police and or another regulator or membership association. However, the CIPD reserves the right to escalate concerns to external authorities where the concerns involve serious matters or jurisdiction of the organisation or authority. This includes but is not limited to: the Police; HMRC; the Information Commissioner’s Office.</p> <p>A decision to make such a referral is the CIPD’s decision and not that of parties involved or interested in the case and will be done so on a confidential basis.</p>
Resignation from membership	<p>If a Member resigns from CIPD Membership whilst an allegation is being considered, the matter will continue as if the Member had remained in membership. Any sanction applied by an Investigation and or Conduct Panel will be held until such time as the individual rejoins membership.</p>
Timescale of the process(es)	<p>Because of varying complexities with each case, the timescale for completion of investigations and Conduct Hearings will vary. Whilst it is not appropriate to attempt to predict the timescale for a case, you can expect that an investigation will take at least 4 months and if a case is referred to a Conduct Hearing, the matter will take a minimum of a further 4 months to conclude. However, these timescales are the minimum and it is likely that most cases will take in excess of this timeframe.</p> <p>Timescales are affected by the co-operation of all parties involved, including the Member, Complainant and Witnesses. Where delays are incurred by the Member and reasonable steps have been taken by the CIPD to accommodate the Member, further delays or lack of co-operation will be advised to the Investigation and Conduct Panels and may be added to the actions or behaviours considered to determine if there is a breach of the Code.</p> <p>During the investigation the Code team will not provide periodic updates to either the Complainant or the Member.</p>
Volunteer	<p>To assist the work in support of the Code of Conduct, the CIPD has appointed a pool of suitably qualified individuals who comprise of a mix of members and non-members. All Volunteers are subject to strict agreements including requirements regarding the access to and management of data and all must undertake initial and annual training as well as periodic updates as deemed suitable by the CIPD.</p>
Withdrawal	<p>Whilst the Complainant may withdraw the allegation(s) at any time, if the CIPD has commenced the Procedures, it may nonetheless choose to proceed.</p>
Writing	<p>Anything written, printed or lithographed, or partly one and partly another and other means of representing or producing words in a visible form.</p>

CIPD BRANCHES TERMS OF REFERENCE

1 Name

The branch shall be named 'the CIPD Branch in' (referred to as 'the branch').

2 Scope

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

3 Purpose

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

4 Business planning and funding

- 4.1 The CIPD is committed to investing in the branch network. Branches shall have access to funds subject to submission and approval of a business plan and budget (see 4.2).
- 4.2 Each year, branches will submit a business plan and budget by the end of May, approved by the branch committee and in accordance with the business plan template. Branch plans and budgets will be reviewed and if appropriate approved prior to commencement of the branch financial year in July. If the initial submission is not approved the branch will be required to resubmit its amended plans and budget prior to funds becoming accessible.
- 4.3 The branch committee in general and their Treasurer in particular shall exercise proper and careful control of the finances of the branch within arrangements laid down by the CIPD.
- 4.4 The funds of the branch shall be administered by the CIPD and held centrally in a bank account operated by the CIPD. Branches will maintain local control of their finances, supported by the CIPD's finance team and in accordance with the branch finance toolkit, accessible on the Branch Network community forum.
- 4.5 The CIPD may from time to time also make available additional investment funds. These funds may be subject to specific conditions.

5 Branch activities

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

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

6 Branch officers, committee members and committee meetings

- 6.1 Composition

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

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

These roles should meet the following minimum membership criteria:

 - Chair – Chartered levels (or Associate membership for one term if working towards Chartered membership)
 - Vice-chair – Chartered levels (or Associate membership for one term if working towards Chartered membership)

- Secretary – student and all professional levels
 - Treasurer – student and all professional levels
 - Council member – student and all professional levels
 - Committee members – student and all professional levels
- 6.1.1 Unless otherwise resolved by the committee, the Chair shall be the Council member. No other individual may hold more than one office without the approval of the Head of Branch Community Development. Such approval will, where granted, be for a period not exceeding 12 months.
- 6.1.2 All positions held by branch officers, or co-opted members shall be voluntary.
- 6.1.3 The roles and responsibilities of branch officers are covered in separate documents available from the CIPD's branch development team and published on the Branch Network community forum.
- 6.2 Appointment and term of office
- 6.2.1 The branch committee will, in accordance with good governance practice, have no more than 15 appointed officers and committee members.
- 6.2.2 The branch committee may seek additional CIPD members to support the committee to assist branch activities on an ad hoc and flexible basis. Committee supporters must be members of the CIPD and may help with operational delivery and branch activities. They are to be supported by the branch committee and may be subject to appointment into substantive roles at the next Branch Annual Meeting.
- 6.2.3 Branch committee members and officers may be appointed to serve for up to three years. The initial term of appointment should be decided at the annual meeting at which the appointment is made. Appointments are renewable upon expiry of the initial term, but other than in exceptional circumstances such further terms should be subject to annual renewal and in any event no individual should normally hold the same office for a period in excess of six years.
- 6.2.4 Branches should practice appropriate succession planning, and committee members should normally serve for a maximum consecutive period of nine years. This period may be extended by the period of appointment to offices of Chair or Vice-Chair. It is expected that prior to appointment as branch Chair or Vice-Chair a member will have served as a committee member or branch officer for a minimum period of three years.
- 6.2.5 Exceptions to the above must be discussed and agreed with the branch committee and thereafter discussed and agreed with the Head of Branch Community Development.
- 6.2.6 The branch committee may fill casual vacancies for branch officers or other committee members resulting from any cause, by co-option of branch members who are qualified for the relative office. In the case of a co-opted officer, the year in which co-option took place shall not count as year one in calculating the maximum normal term of office.

6.3 Branch Committee Meetings

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

7 **Payments and expenses**

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

8 **Conduct of Branch, its officers and committee members**

- 8.1 The branch, its officers and committee members will act in accordance with the guidelines and conduct provisions set down in the branch induction pack, accessible on the Branch Network community forum. As CIPD members, they will at all times operate and promote the standards set down in the CIPD's Code of Conduct and Ethics.
- 8.2 Members must act with integrity and in a professional manner, and must be seen to be ambassadors for the CIPD at all times. They must not place themselves under an obligation that might influence or be perceived to influence the conduct of their duties, and must declare any potential conflicts of interest to the Chair. If in doubt as to whether a conflict of interest exists, the Chair will refer it to the Head of Branch Community Development who will liaise with the CIPD Secretary as appropriate.

9 Actions and Key Decisions

- 9.1 Committee meeting actions and key decisions shall be recorded and retained by the branch, with the exception of the branch annual meeting where more detailed minutes of the meeting should be recorded.
- 9.2 Committee meeting actions and key decisions shall be circulated and/or accessible via the branch digital collaboration platform to all branch officers and committee members.

10 Groups

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

11 Dissolution

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

12 Dispute

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

EXECUTION OF DEEDS

Legal Formalities

There are legal formalities for the execution of deeds by charities incorporated by Royal Charter, such as the CIPD.

In line with the Companies Act 2006 requirements for the execution of deeds, the Board has resolved that any document to which the company seal is affixed should also be signed by the Chief Executive or two members of the Senior Leadership Team as authorised signatories on behalf of the CIPD.

The Board has also resolved that, to be able to sign a deed without using the seal, the Director of Legal and Governance, together with the Chief Executive or two other members of the Senior Leadership Team, can sign on behalf of the CIPD.

CIPD

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