

# PMI Governance Manual

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# Pensions Management Institute

Moving pensions forward

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## GOVERNANCE FRAMEWORK

### Introduction

- 1.1 **The Pensions Management Institute (PMI)** is the UK's largest and most recognisable professional body for employee benefits and retirement savings professionals. PMI was founded in 1976 as a company limited by guarantee.
- 1.2 Collectively, PMI includes the Executive (in other words staff employed by the PMI), Honorary Officers (the President and two Vice-Presidents), members of Council and members of our Board, its Committees and their sub-committees.
- 1.3 In this Governance Manual, "we" refers to the PMI as a professional body made up of its constituent parts as a collective. "You" refers to the reader as an individual.
- 1.4 In general, when it comes to governance we adopt a stakeholder approach that recognises not only the primary interests of our members but also those of other third parties, including independent regulators, government, the users of the advice and services provided by our members and the general public. We follow the provisions of the UK Corporate Governance Code, issued by the Financial Reporting Council, to the extent appropriate.
- 1.5 The objects of the PMI, as set out in Article 2 of our Articles of Association (Articles), are to:
  - a. Assist in the advancement of education and learning.
  - b. Encourage, extend, increase, disseminate and promote knowledge of relevant law and practice.
  - c. Promote, conduct and support research.
  - d. Promote the exchange of information, ideas and advicein relation to all things connected with or incidental to the management of retirement benefit schemes.
- 1.6 This is reinforced by our **values** framework developed through consultation with our Executive, Council, our members and other external stakeholders in line with our brand and personality. Our values set out what we stand for and how we go about delivering our objects and strategy. They drive our decisions, reflect our beliefs and unite us as one professional body – establishing a collective purpose and consistent way of making decisions so that together we deliver our strategy and grow the reputation and trust of our audiences. It is important to us that all audiences have a **consistent, positive experience of the PMI as a high quality, credible, sustainable and international-reaching professional body**.
- 1.7 Our values are consistent with our [Code of Professional Conduct](#) – the Code that applies to our members with the aim of promoting standards and protecting the public interest.

## Governing Documents

- 1.8 As a professional body we can operate in any way we think appropriate, provided always that we act legally and within the constraints of our own governance.
- 1.9 First, our [Articles of Association](#) (**Articles**) set out at a high level our main powers and duties. It is not possible to amend our Articles without a vote of our membership in general meeting (see section 1.21).
- 1.10 The next tier of our hierarchy sets out more detailed operating rules. These comprise of [Regulations](#) (which are determined by the Board) as follows:
- a. Membership Regulations.
  - b. Disciplinary Regulations.
  - c. Continuing Professional Development (CPD) Scheme Regulations.
  - d. Ofqual Regulations.
- 1.11 The third tier of our governance is this Governance Manual, including all Annexes, referred to as the **Governance Manual**.
- 1.12 The Governance Manual's primary purpose is to set out in more detail not only the roles and responsibilities of the various bodies in our governance structure but also to clarify any delegated authority for the making of key decisions in the name of, or on behalf of, the PMI.
- 1.13 We must also be aware of, and abide by, all legal requirements that impact on how we operate and carry out our business. We are also expected to comply with any operational procedures put in place by the PMI to give effect to this Governance Manual. In particular, regard should be given to any Financial Procedures put in place by the Chief Executive.

## Compliance

- 1.14 You must contact our **Governance Secretary** if you suspect, or have reason to believe, that a decision taken or proposed to be taken may not be compliant with this Governance Manual. No action can then be taken until the Chief Executive, consulting with the President and/or the Chair of the Board (or Chair of Risk and Assurance Committee where the President and Chair of the Board are conflicted) decides what further action is required.
- 1.15 If you do not comply with this Governance Manual, you must send full details of the circumstances and a justification to the Chief Executive. The Chair of the Board must also be notified where the non-compliance may fall within the parameters of section 1.38(h). The Chief Executive and/or the Chair of the Board will consider appropriate next steps. They may, for example, choose to ratify the decision or report non-compliance to a formal meeting of the Board (for ratification or other steps as may be recommended).
- 1.16 If, for any reason, you are uncomfortable or feel it inappropriate in the circumstances to report non-compliance to the Chief Executive and/or the Chair of the Board, please contact the Chair of Risk and Assurance Committee or the President.

## What if I have questions on our governance?

- 1.17 If you have any questions on the PMI's governance or this Governance Manual please contact our **Governance Secretary**.

## Governing Structure

- 1.18 The Board has full responsibility for the conduct of business and management of the affairs of the PMI. Therefore authority for our governance and strategic direction sits with the Board and, in addition, the Board delegates powers to the Executive and various Committees it has established.
- 1.19 An elected advisory Council supports the work of the Board and its Committees.
- 1.20 More details on the role of the Board, Council, Committees and the Chief Executive are set out in the sections that follow.

## General Meetings

- 1.21 Importantly, under our governance structure certain matters are reserved to, and may therefore only be approved by, a vote of our Fellow and Associate members in a General or Special Meeting. These matters are set out in the Articles and also in the table below for ease of reference.

Power	Provision
the consideration of the accounts, balance sheet, and the reports of the Board and of the Auditors pursuant to the 2006 Act;	Article 28(a)
the announcement of the result of the election of Council members and of the filling of places on the Board; and	Article 28(b)
Appointment and remuneration of external auditor	Article 28(c)
Amendment of or addition to the Articles	Not specified

- 1.22 The conduct of a General Meeting is subject to procedural requirements established in the Articles of Association, in particular:
- Convening meetings – Article 21.
  - Notice of meetings – Article 22.
  - Proceedings at meetings – Articles 28 – 38.
  - Proxy voting – Articles 39 – 48.
  - Voting – Articles 50 – 52.

## The role of Advisory Council (“Council”)

- 1.23 Council is set up under Article 54 with the following functions:
- To advise on the strategic direction of PMI.
  - To provide technical input and expertise on industry issues.

- To act as ambassadors for the PMI.
- To undertake such duties and functions as are required by the Articles.

1.24 Council consists of fourteen members who are Fellows of the PMI (“Council Fellow Members”) elected by Fellow and Associate members and up to four persons with appropriate expertise (“External Council Members”) appointed by Council at its discretion. External Council Members are not entitled to vote at Council meetings. Council Fellow Members are nominated for election by a minimum of two Fellows or Associates and may serve up to two terms of five years, after which at least one year must elapse before they are eligible to stand again.

1.25 Council operates on the basis of agreed Terms of Reference. Its Terms of Reference can be found at **Annex 2**. The Rules and Procedures for Committees also apply to Council and can be found at **Annex 6**.

### **The role of the Honorary Officers (Presidential team)**

1.26 The Honorary Officers of the PMI are elected by and from Council Fellow Members. Our Honorary Officers are the President and two Vice-Presidents.

1.27 The President is appointed for a term of one year and may serve up to three consecutive terms. The President acts as Chair of Council. Vice-Presidents are appointed for a term of two years and may serve two consecutive terms.

1.28 The Presidential team has two main roles:

- a. To represent PMI at internal and external events and generally, together with the Chief Executive, to be the outward face of the PMI.
- b. To support Council by ensuring that processes to support their discussions and decision-making are effective and efficient.

1.29 Honorary Officers are not remunerated but are entitled to reimbursement of expenses in accordance with the PMI’s volunteer expenses policy.

1.30 Honorary Officers have no power to commit PMI resources unless otherwise specified in this Governance Manual or without appropriate written approval obtained in advance by the Chief Executive.

### **The role of the Board**

1.31 The Board is set up under Article 71 and has, under Article 72, full responsibility for the conduct for the business and affairs of PMI. The Board sets our strategic direction, exercises oversight in implementing the strategy and holds the Executive accountable for its management and operational activities.

1.32 The Board comprises of the President and two Vice-Presidents, the Chief Executive, the Finance Director and either two or four persons co-opted by the Board. Co-opted members may serve for up to two years and at least half of the number of co-opted

members must be Council Fellow Members. The Board appoints one of its members to Chair the Board. The Board operates on the basis of agreed Terms of Reference that can be found at **Annex 3**. The Rules and Procedures for Committees also apply to the Board and can be found at **Annex 6**.

- 1.33 The Board is constituted to enable it to fulfil its role effectively. As a unitary Board (i.e. including both non-executive and executive members) it has a carefully chosen balance between non-executive and executive members together with a degree of independence and external perspective (should an independent member be co-opted by the board). As in all unitary boards, we recognise that conflicts may arise between an individual's role and responsibilities under that role and their duties to the Board as a whole. Any such conflicts are managed by declaring them when they arise and appropriately taking them into account in the discussion and decision-making process on those issues (see section 4.2).
- 1.34 The Board may delegate its powers to such other body or person as appropriate but will remain ultimately accountable. The standing delegations that the Board has made are listed in **Annex 1**. We recognise that it is impossible for this Governance Manual to cover all eventualities for a diverse and ever-evolving professional body such as ours but, where there are gaps, we will use the principles set out in this Governance Manual to help inform the way in which we act and take decisions sensibly. We must be aware of, and abide by, the principles of delegation set out below to ensure consistent decision-making.

### The role of the Chief Executive

- 1.35 The Board under Article 93 appoints the Chief Executive with such responsibilities as the Board may decide. Those responsibilities can be found at **Annex 4** and includes management of the Executive. The Chief Executive is, with the Presidential team, a core part of the leadership of the PMI.
- 1.36 The Chief Executive may sub-delegate his or her powers to other members of the Executive (but will remain ultimately accountable) and has established Financial Procedures as are appropriate for the effective and efficient operation of the PMI's affairs. Any sub-delegations and Financial Procedures must not conflict with the Articles, any Regulations thereby issued or this Governance Manual.

### Principles of Delegation

- 1.37 In general, for reasons of efficiency, decisions should be taken at the level within the PMI that is best placed to make them in order to achieve the desired objective, subject to appropriate consultation, checks and balances. Decisions must be based on properly set out recommendations that provide all the necessary information on which the relevant decision-making body will require to be able to make a well-informed decision. Where this information is lacking, the decision-making body may defer a decision until such information is provided.
- 1.38 Further, those who exercise delegated decision-making should act in accordance with the following principles:



- a. Not act contrary to, or alter, a policy or strategy set by the Board without prior consultation and approval of the Board.
  - b. Always act in accordance with our Articles, any Regulations thereby issued, this Governance Manual and within a structure of accountability, ultimately reaching the Board, in order to ensure that the interests of our membership as a whole are considered and decisions taken are consistent with our strategy.
  - c. Act within the confines of the budgets approved by the Board, unless further approval is obtained in accordance with the rules set out in this Governance Manual and any Financial Procedures put in place by the Chief Executive.
  - d. Not act in such a way as to give rise to a conflict of interest.
  - e. Consult appropriately with our peers and relevant stakeholders (internal and external) in accordance with the requirements of this Governance Manual.
  - f. Operate within the constraints of our delegated authority and communicate effectively and on a timely basis with those delegating that authority about how we have exercised it.
  - g. Delegate any of our powers to such body or person(s) we consider appropriate but only if it does not conflict with the terms of our delegated power and the provisions of this Governance Manual. A written record must be made of any such delegation, together with any procedures to be followed and/or constraints imposed on the exercise of the delegated power. We remain accountable for any decisions made under such delegated powers and they must be included when reporting under section 1.38(f).
  - h. Consult the Board where a decision or action to be taken is or is likely to be regarded as controversial or have a significant financial impact or increase to the reputational risk or impact on the achievement of the PMI's strategic objectives, before any such decision or action is taken.
- 1.39 The Chief Executive will, insofar as provided in this Governance Manual, be able to take all decisions necessary to put in place at an operational level a decision taken by another body, such as Council, the Board, a Committee or a sub-committee.
- 1.40 Delegated or sub-delegated power may be revoked at any time. Any revocation will not alter any decision previously made under delegated or sub-delegated power.
- 1.41 An appropriate written record must be kept of any delegation or sub-delegation.
- 1.42 It is possible for decisions to be taken out of formal meetings for reasons of urgency. If so, for Council or the Board, you must first contact our **Governance Secretary (or for Committees the relevant Executive Support)**. The Governance Secretary (or Executive Support) will then consult the Chief Executive who, in conjunction with the Chair of the relevant decision-making Body, will decide if the matter should be circulated for a decision, or reserved for a formal meeting.

## Operating Framework

- 1.43 The Board has agreed the following framework to guide the management and operational activities of PMI:
- a. **Strategy** – the strategy sets our strategic objectives to drive the mission, vision and values of the PMI over the medium to long term.
  - b. **Corporate Plan** – identifies the key actions and activities that will be undertaken in any given year to drive forward the strategy.
  - c. **Budget** – identifies the financial and other resources that will be needed over the year to deliver the corporate plan.
  - d. **Risk framework** – the risk appetite, risk register and monitoring framework that will be used to monitor and mitigate risks to the PMI and the delivery of its strategic objectives.
  - e. **Policies** – identify the principles that should guide our approach in various areas.

## The role of Committees

- 1.44 The Board may establish and dissolve standing Committees. Each of the existing Committees, their objects and a link to their Terms of Reference can be found at **Annex 5**. The Board may also establish such other working parties or task and finish groups as may be appropriate to accomplish specific projects or address specific issues.
- 1.45 Each Committee must operate in accordance with the Articles, any Regulations thereby issued, this Governance Manual and their Terms of Reference. Unless set out in a particular Terms of Reference, Council, the Board, Committees and sub-committees must operate under the same procedural rules to conduct their business. Those procedural rules can be found at **Annex 6**. Committees may establish standing sub-Committees or such other working parties or task and finish groups as may be appropriate to support them in their work.
- 1.46 The Board appoints and may remove the Chairs of the Board and its Committees (and, where designated, Deputy Chairs). Chairs are responsible for the effective operation of their Body and should consider the balance of skills, experience and diversity available to it from their members, training and development needs of members and succession planning. The Board appoints and may remove other members of the Committees on the recommendation of the appropriate Chair.
- 1.47 There will normally be at least one Board member and two other Council members on each Committee. All appointments to the Board and Committees will normally be for a fixed term, typically two or three years, with one renewal option of the same duration. Positions will normally be on an unremunerated basis, but where the Board agrees a remunerated position, the Board on the recommendation of the Chief Executive will approve terms. Expenses will be reimbursed in line with the PMI's volunteer expenses policy.

- 1.48 In line with our **values**, it is important that the Board, the Committees and sub-committees co-ordinate their work to avoid wasteful resources and inconsistency in our decisions, policies, processes and outputs.
- 1.49 The Board and Committees (and sub-committees) must keep the Board and Committees appropriately informed and consulted about any activities which do, or may potentially, impact or touch on the work or responsibility of the Board or another Committee (or sub-committee). It is therefore vitally important that we are all familiar with the Terms of Reference for Council, the Board and each Committee to recognise as soon as possible where a “dialogue” is required. In circumstances where a topic falls within the remit of a number of different groups within the PMI, it is important to ensure those interested parties are alerted to the topic at an early stage to ensure a coherent approach. In particular, it is recognised that the Chairs for the Board and each Committee (including sub-committees) play an important role in information sharing and are expected to pro-actively engage with his or her fellow Chairs on a regular basis.
- 1.50 Where the Board or a Committee is accountable for a specific element of work under this Governance Manual or its Terms of Reference, the Board or another Committee (albeit consulted and its views considered) will not have the authority to override or overturn a decision made by the accountable Body. Any disagreement that cannot be resolved between the Chairs of the Board and the Committees should be referred to the Board.
- 1.51 It is also recognised that a key part of our strategy is to speak up on relevant matters of public interest and to raise awareness of the work of our members and the value we add to society, and to develop and deliver a proactive stakeholder engagement programme. We all have a valuable role to play and it is important we coordinate our external engagement. Opportunities may become available, from time to time, to represent PMI at an external event or meeting or to speak to the press, regulators, government bodies and others as our representative. Specific procedures apply in such circumstances, including where applicable the need first to gain clearance from the Chief Executive. Those procedures are set out in our **Volunteer Induction Pack** and must be observed.

## FINANCE AND OPERATIONS

- 2.1 Although this Governance Manual sets out some explicit financial delegations, it does not set out the operational procedures that apply to financial matters. For example, it is clear that the Board must approve our annual budget. However, the rules on unbudgeted expenditure and how the budget is prepared and compliance monitored can be found in the Financial Procedures (which include the financial thresholds in section 2.2 below). It is therefore vitally important at an operational level that this Governance Manual is read with the Financial Procedures, particularly where any decision or action is or is likely to have a financial impact.
- 2.2 However, it is not possible to account for every eventuality in this Governance Manual or in the Financial Procedures. As a result, if any transaction, project, action, contract, commitment or decision, has or may possibly have a financial impact – and an approval process is not set out in the List of Delegations at Annex 1 or the Financial Procedures for

that transaction, project, action, contract, commitment or decision – the following “rules of thumb” will apply for budgeted and unbudgeted expenditure.

#### **Budgeted Expenditure**

<b>Financial Impact</b>	<b>Approval Required (to authorise spend)</b>
£100,000 or more	Board
Less than £100,000	Chief Executive
Less than £50,000	Finance Director

#### **Unbudgeted Expenditure**

<b>Financial Impact</b>	<b>Approval Required (to authorise spend)</b>
£50,000 or more	Board
Less than £50,000	Chief Executive
Less than £25,000	Finance Director

- 2.3 Advice on how to estimate the value of a potential transaction, project, action, contract, commitment or decision is set out in the Financial Procedures. In general the value will be assessed over the lifetime of the contract using best estimates where the amounts are uncertain or variable and ignoring any break clauses.
- 2.4 As a professional membership organisation it is important that we operate as efficiently as we can and because of that should not assume that what we have always done or that our existing suppliers deliver best value for the PMI. As such, the Chief Executive is expected to put in place rules setting out how the PMI awards and enters into contracts, including for the procurement of works, goods and services. These rules cannot simply be ignored for reasons of “convenience” and we are expected to comply at all times.
- 2.5 It is also recognised that once a financial commitment has been approved in accordance with this Governance Manual, in most circumstances pen will, at some point, then need to be put to paper, for example, to sign a contract, a letter, or other document. Specific rules are in place setting out who is authorised to sign (and therefore commit) the PMI to a financial, contractual or quasi-contractual arrangement. Those rules can be found in the Financial Procedures and must be complied with at all times. In short, however, it is only the Executive that has the power to sign on behalf of the PMI, and not volunteers or members of the Board or any Committee or sub-committee unless such power is given under this Governance Manual, a Terms of Reference or is otherwise approved by the Board.

## **VOLUNTEERING**

- 3.1 Volunteers are fundamentally important to our success. We are committed as a professional body to valuing, growing and encouraging our volunteering community, and to help achieve that aim will publish our Volunteer Induction Pack bringing together in one place all the material to support our volunteers and to give additional tips and hints for best practice.

## **CONFLICTS**

- 4.1 If there is any conflict between this Governance Manual and the Articles and/or any Regulations thereby issued, the Articles and/or Regulations will always prevail.
- 4.2 Members of Council and of the Board and Committees will be asked to declare potential conflicts of interest in a standing declaration each year. Any additional personal interest or perceived or actual conflict of interest in any issue under consideration on a specific agenda must be declared to the secretary of the body concerned ideally in advance of the meeting or failing that during the meeting but in any case before the relevant issue is discussed. This will be taken into account and managed appropriately when discussing and/or deciding the issue (see section 19 of **Annex 6**).

## **MONITORING AND UPDATING**

- 5.1 The Board will monitor the effectiveness of our governance structure and framework and will keep under review the operation of this Governance Manual, making such changes as it thinks appropriate from time to time for the smooth and efficient running of our affairs.

## LIST OF DELEGATIONS

### Notes:

1. This Annex lists those people or bodies to whom authority is reserved or has been delegated in accordance with Articles 72-78 of the Articles of Association ("**Articles**") by the PMI Board to take decisions on its behalf and/or to commit the PMI to financial, contractual or quasi-contractual arrangements.
2. Where the Board ("**B**") or the Chief Executive ("**CE**") has reserved or delegated authority this is shown by a tick. Where delegated authority is given to others there is no tick and the delegation is specified in the notes.
3. The notes contain further details of any delegation limits, a cross-reference to the relevant section of the Articles and additional helpful context (such as the recommending body to the person or body with authority to review recommendations and make decisions).
4. Any documents that commit the PMI to financial, contractual or quasi-contractual arrangements should be signed by the CE or his/her delegate as specified in the Financial Procedures published internally by the CE and therefore not set out in this Annex. The Chair of the Board (or his/her delegate) is authorised to sign other documents approved by the Board.
5. Any person or body to whom powers have been delegated may further delegate that authority to any sub-committee or person under Articles 72-78 and 93 provided the delegation does not conflict with the Articles or with the principles of this Governance Manual. All such delegations must be made in writing and clearly set out any constraints imposed on the delegated power.
6. This Annex is sub-divided as follows:
  1. Governance Framework
  2. Membership
  3. Finance and Operations
  4. Relationships with other Bodies
  5. Volunteering.

		B	CE	Notes (delegation limits, context and process)
<b>1.</b>	<b>GOVERNANCE FRAMEWORK</b>			
<b>1.1</b>	<b>Governing Documents</b>			
	Amendment or addition to Articles of Association	✓		Requires a Special Resolution to be approved by members in General Meeting.
	Making, revocation, alteration or amendment of Membership Regulations	✓		As stipulated in Article 11. Decided by the Board on the recommendation of Development Committee.
	Making, revocation, alteration or amendment of Examination and Qualification Regulations	✓		As stipulated in Article 11. Decided by the Board on the recommendation of Lifelong Learning Committee.
	Making, revocation, alteration or amendment of Disciplinary Regulations	✓		As stipulated in Article 18. Decided by the Board on the recommendation of Regulation Committee.
	Making, revocation, alteration or amendment of Accredited Adviser Programme Regulations	✓		Decided by the Board on the recommendation of Accredited Adviser Programme Committee.
	Making, revocation, alteration or amendment of Code of Professional Conduct	✓		As stipulated in Article 3(e). Decided by the Board on the recommendation of Regulation Committee.
	Making, revocation, alteration or amendment of Governance Manual (including Delegated Authorities)	✓		
<b>1.2</b>	<b>General Meetings</b>			
	Date, time and location of Annual General Meeting		✓	As stipulated in Article 19.
	Wording of motions	✓		On the recommendation of CE.
<b>1.3</b>	<b>Board</b>			
	Delegation of powers	✓		As stipulated in Article 73.
	Appointment of advisers		✓	As stipulated in Article 75(b). After consultation with the Board.
	Appointment of power of attorney	✓		As stipulated in Article 77.
	Procedures for regulation of Board and Committees	✓		As stipulated in Articles 73 and 80.

		B	CE	Notes (delegation limits, context and process)
<b>1.4</b>	<b>Chief Executive</b>			
	Responsibilities of the CE	✓		As stipulated in Article 93.
<b>1.5</b>	<b>Committees</b>			
	Establishment or dissolution of Committees, their composition and terms of reference	✓		As stipulated in Article 73.
	Review and monitoring of the effectiveness and performance of Committees	✓		
<b>1.6</b>	<b>Corporate Activity</b>			
	Amalgamation, affiliation, acquisition, take over or merger with other undertakings	✓		As stipulated in Article 3(w), 41(b) and 41(c). Subject to a vote of members in general meeting.
	Promotion, incorporation or shareholdings in companies	✓		As stipulated in Article 3(x).
	Disposal of assets	✓		In relation to disposal of all or substantially all of PMI's assets, as stipulated in Article 41(a) and subject to vote of members in general meeting.
	Provision of services to kindred or similar organisations	✓		As stipulated in Article 3(y).
<b>2.</b>	<b>MEMBERSHIP</b>			
<b>2.1</b>	<b>Student matters</b>			
	Student complaints procedure		✓	Decided by CE but on the recommendation of Lifelong Learning Committee.
	Examination fees, approval of detailed requirements under the Examination and Qualification Regulations or Ofqual Regulations, including the student's handbook.			Delegated to Lifelong Learning Committee.

<b>2.2</b>	<b>Members</b>			
	Making, revocation, alteration or amendment to categories of	✓		As stipulated in Articles 10 and 11. Decided by Board but on the recommendation of



	membership and associated admission criteria, educational, professional and regulatory requirements.			Lifelong Learning Committee and/or Regulation Committee and/or Development Committee as appropriate.
	Member fees, subscriptions and other charges.			As stipulated in Article 11. Delegated to Development Committee.
	Regulation of members, including proposing to the Board for approval codes and standards relating to professional conduct and competence (including Membership Regulations, Disciplinary and CPD Regulations and professional Code of Conduct) and communication of such codes and standards			As stipulated in Articles 3(e) and 12. Delegated to Regulation Committee, after consultation with Development and/or Lifelong Learning Committee as appropriate.
	PMI response to an external consultation			As stipulated in Article 3(i). Delegated to Policy and Public Affairs Committee, after appropriate consultation with any other relevant Committee.
	Development and maintenance of Register of Members		✓	As stipulated in Articles 3(d) and 16.
	Establishment, management and dissolution of local groups		✓	As stipulated in Article 3(k).
	Communication with members		✓	
<b>3.</b>	<b>FINANCE AND OPERATIONS</b>			
<b>3.1</b>	<b>Corporate plan, budget and financial systems</b>			
	System of internal financial management, control and accountability, including risk management, value for money procedures, financial procedures, write off of moneys due to the PMI, and long term and short term borrowings		✓	As stipulated in Article 95. Subject to oversight by Risk and Assurance Committee.
	Annual corporate plan and budget (including capital expenditure)	✓		Decided by Board but on the recommendation of CE. Determination and monitoring of detailed budgets within the overall approved budget framework shall

				be in accordance with the Financial Procedures.
	Annual report and accounts	✓		As stipulated in Article 96. Decided by Board after external audit but on the recommendation of Risk and Assurance Committee.
	Rules of the operation of bank accounts, including the appointment of bankers, opening of bank accounts, designation of bank account signatories and transfers to and from accounts.		✓	Carried out in accordance with the Financial Procedures. Subject to banking policy agreed by Board and oversight by Risk and Assurance Committee.
	Making of investments (for example, level or type of any holdings of surplus working cash, stocks, bonds, and other investments)		✓	As stipulated in Articles 3(q) and 3(t). Subject to policies agreed by Board relating to level of reserves, liquidity and investment strategy.
	Agreements with any financial, VAT, tax authority or any other body dealing with company, trust or charity registration, regulation or reporting		✓	If the financial impact to the PMI exceeds the thresholds set out in section 2.2 the approval of the Board shall be necessary.
	Appointment or re-appointment of Auditors including the setting and approval of their fees	✓		As stipulated in Article 98. Decided by Board but on the recommendation of the Risk and Assurance Committee. Subject to confirmation by a vote of the membership at Annual General Meeting.
<b>3.2</b>	<b>Policies</b>			
	Corporate policies that impact significantly on the working conditions or environment for staff and volunteers and/or policies impacting upon the PMI brand or reputation		✓	Decided by CE in consultation with Board as appropriate.
	Corporate policies related to more operational matters		✓	
	Risk Management Framework (including risk register, risk appetite and risk management processes)	✓		Decided by Board but on the recommendation of Risk and Assurance Committee.
	Use of the PMI's name, branding or logo		✓	

	Information Technology and Information Security Policies (including in relation to data protection and approval of external use of the PMI computing and software facilities) and application of applicable sanctions		✓	
	Authorisation of media and press releases		✓	Subject to policy established by the Policy and Public Affairs Committee.
<b>3.3</b>	<b>Appointments and staffing matters</b>			
	Appointment of President			As stipulated in Articles 63-68. Decided by Council.
	Appointment of Vice-Presidents			As stipulated in Articles 67-69. Decided by Council.
	Appointment and Removal of External Council Members			As stipulated in Article 55. Decided by Council.
	Variation in period of office on election of Council Fellow members	✓		As stipulated in Article 59.
	Casual vacancy in Council Fellow Members			As stipulated in Article 61. Decided by Council.
	Removal of Council Fellow Members			As stipulated in Article 62. Decided by Council.
	Co-options to the Board	✓		As stipulated in Article 71.
	Appointment of Board Chair	✓		As stipulated in Article 84.
	Appointment of Chief Executive and his/her terms and conditions of employment	✓		As stipulated in Article 93.
	Appointment or removal of Chair, Deputy Chair (where designated) and members of Committees	✓		As stipulated in Article 79.
	Employment, dismissal and terms and conditions of employment for Executive staff		✓	As stipulated in Articles 3(v) and 79(b). Decided by CE within budget set and in consultation with Board as appropriate. Board is responsible for CE.
	Executive staff complaints, disciplinary and grievance procedures		✓	

<b>3.4</b>	<b>Estates</b>			
	Acquisition and disposal of property – including land and including leasing and licencing – or change in use or size of property. This includes the opening of a new office whether in the United Kingdom or overseas		✓	As stipulated in Articles 3(r) and 3(t). Subject to approval by Board on matters of property strategy (e.g. decision to open a new office). The approval of the property documentation itself (e.g. lease or licences) will be subject to the applicable Financial Procedures. If the financial impact to the PMI exceeds the thresholds set out in section 2.2 the approval of the Board shall, in addition, be necessary.
	Other dealings with land (e.g. charges, rights of way, way-leaves and servitudes)	✓		
<b>3.5</b>	<b>Contracts, Agreements and Licences</b>			
	Approval of business case for delivery of a project		✓	Approval dependent on estimated project value in accordance with applicable Financial Procedures. If the financial impact to the PMI exceeds the thresholds set out in section 2.2 the approval of the Board shall, in addition, be necessary.
	Approval of contracts and agreements (where otherwise not specified)		✓	Approval dependent on contractual value estimated on a total life basis in accordance with applicable Financial Procedures. If the financial impact to the PMI exceeds the thresholds set out in section 2.2 the approval of the Board shall, in addition, be necessary.
	Registration and all subsequent dealings (e.g. assignment, disposal or expiry of a registered intellectual property right) with patents, design rights, trademarks and all other intellectual property rights		✓	Decided by CE in consultation with Board.
	Dealings with copyright (including approval of requests from third parties to use the PMI's copyright), know-how		✓	Decided by CE in consultation with Board.

	and all other unregistered intellectual property rights			
	Documents and terms relating to the settlement of court actions or other disputes, for instance settlement agreements		✓	Decided by CE in consultation with Board.
	Establishment of Framework Agreements		✓	Reference should be made to be PMI's procurement policy approved by CE.
	Appointment of third party legal services or the giving of legal instructions		✓	
	Initiating, entering into, defending and withdrawing from legal proceedings		✓	Decided by CE in consultation with Board.
<b>4.</b>	<b>RELATIONSHIPS WITH OTHER BODIES</b>			
	Formal association or affiliation with another body for strategic or operational purposes and/or involving significant resource or capital implications and/or the potential for reputational risk	✓		As stipulated in Articles 3(w) and 3(x) subject to Articles 41 (a), 41(b) and 41(c) as appropriate. Decided by Board but on the recommendation of CE.
	Other association or affiliation involving no significant resource, capital or reputational implications		✓	As stipulated in Article 3(w) and 3(x) subject to Articles 41(a), 41(b) and 41(c) as appropriate.
<b>5.</b>	<b>VOLUNTEERING</b>			
	Making, revocation, amendment or alteration to the PMI's volunteering strategy or policies having an impact on those who volunteer to the PMI	✓		<i>Volunteer Induction Pack</i> provides relevant guidance for those volunteering with the PMI.

## ADVISORY COUNCIL

### Terms of Reference

#### Purpose

Advises on the strategic direction, provides technical input and expertise on industry issues and acts as an ambassador for PMI. Appoints the President, the two Vice-Presidents and External Council Members.

#### Key Responsibilities

##### 1. Strategy

- a. Advises the Board on the strategic direction for the PMI, being satisfied that it fairly reflects the interests of the profession.
- b. Provides technical input and expertise on industry issues.

##### 2. Governance

- a. Appoints the President.
- b. Appoints the two Vice-Presidents.
- c. Appoints External Council Members.
- d. Appoints Council Fellow Members on any casual vacancy.
- e. Resolves to remove a Council Fellow Member under Article 53 (unjustifiable absence from three consecutive meetings).
- f. Complies with the Governance Manual.

##### 3. Wise counsel

- a. Considers and advises on reports from the Board and Committees.
- b. Considers issues raised by individual Council members.

##### 4. Public affairs

- a. Act as ambassadors for the PMI.

#### Membership

**Chair:** President

**Executive Support:** Governance Secretary

Advisory Council comprises of 14 Fellow members (Council Fellow Members) who are elected by Fellow and Associate members of PMI and up to 4 persons (External Council Members) appointed by Council. A list of members of Advisory Council can be found [here](#).

### **Specific Procedural Rules**

None – the rules and procedures for Committees at Annex 6 apply.



**BOARD****Terms of Reference****Purpose**

Acts as the governing entity of PMI in accordance with the Articles. Sets the strategic direction of the PMI, oversees the implementation of the strategy and operation and management of the PMI and holds the Executive accountable for their activities. The Board also monitors the effectiveness of the governance structure and framework and keeps the Governance Manual including its list of delegations up to date.

**Key Responsibilities****1. Strategy**

- a. Decides on the strategy for the PMI, with input from Council and the Committees, being satisfied that it fairly reflects the interests of the profession, and ensures that it remains appropriate,
- b. Decides on major changes of policy that are put to it by the Executive or a Committee.

**2. Planning and reporting**

- a. Develops and agrees the annual corporate plan and budget in line with the agreed strategy and with input from the Committees.
- b. Approves the Annual Report and Financial Statements after consultation with the Risk and Assurance Committee.
- c. Agrees the risk framework and risk appetite after consultation with the Risk and Assurance Committee.
- d. Reports to Council on activities and progress.
- e. Receives reports from the Risk and Assurance Committee and other Committees.

**3. Governance**

- a. Approves changes to the Articles, where appropriate to be put to the membership for approval.
- b. Approves changes to the Membership, Examination and Qualification and CPD Regulations on the recommendation of the relevant Committee.
- c. Approves changes to the Code of Professional Conduct on the recommendation of the Regulation Committee.
- d. Complies with the Governance Manual.
- e. Maintains the Governance Manual, including the list of delegations.



- f. Appoints chairs (and, where designated, deputy chairs) and members, sets terms of reference for, approves the plans and monitors the performance of the Committees.
- g. Appoints the Chief Executive.
- h. Co-opts members of the Board.
- i. Appoints company representatives to the board of PMI Trustee Ltd.

#### 4. Other responsibilities

- a. Conducts performance reviews and sets the remuneration of the Chief Executive.
- b. Sets up working parties, task and finish groups or project boards to deal with any new areas of activity or special projects.
- c. May:
  - i. Request a Committee to undertake a specific activity and/or reorder its priorities.
  - ii. Deal with matters outside the authority of any Committee, with matters concerning more than one Committee that have not been resolved between them and with any disputes between the Board and Committees.
  - iii. Rule on matters on which a Committee has been unable to reach a decision on a matter of principle, and/or where the relevant chair believes there is a matter of contention and/or considers it appropriate to seek endorsement.

#### 5. Oversight

- a. Oversees the operation and management of the PMI and holds the Executive accountable for their activities.
- b. Oversees the allocation of resources to agreed projects and work streams.
- c. Monitors delivery of the corporate plan and expenditure against budget.
- d. Monitors risks and ensures that they are appropriately managed in line with the risk framework and appetite.
- e. Oversees the effectiveness of the Committees and the overall governance structure and framework.

### Membership

**Chair:** Ruston Smith

**Executive Support:** Governance Secretary

The Board shall comprise of seven or nine members, including:

1. *Ex officio* appointments – President, two Vice-Presidents, Chief Executive and Finance Director

2. Co-opted appointments – either two or four persons appointed by the Board of whom at least half must be Council Fellow Members

#### **Specific Procedural Rules**

The quorum of three must include at least two non-executive members.



## CHIEF EXECUTIVE

### Purpose

Responsible for the development of strategy, operational plans to deliver it and the executive management and administration of the PMI. Accountable to the Board for the delivery of the agreed strategy and operational plans and setting the priorities for the Executive.

### Key Responsibilities

#### 1. Planning

- a. Partners with Council, the Board and Committees to support the development of the overall strategic vision for the PMI for approval by the Board.
- b. Works as part of the Board to create annual operating plans aligned with the overall strategy.
- c. Ensures that the Board is briefed on all relevant matters to enable it to fulfil its governance responsibilities.
- d. Identifies and scopes new opportunities and strategy to help build the PMI's long term viability and strength.

#### 2. Leadership

- a. Acts as an active participant in the PMI leadership structure articulating the PMI's mission, vision and values in a way which engages all stakeholders in supporting and delivering the strategic objectives.
- b. Sets the standard for leadership, creating a clear direction for the Executive, volunteers and members.
- c. Ensures appropriate reward and measurement systems are in place to drive progress towards strategic goals.
- d. Promotes a culture in line with the values of the PMI that supports high performance at an organisational and individual level.
- e. Sets the standards of behaviour, as a visible role model for the mutually respectful relationship between and within the Executive, volunteers and members.
- f. Develops appropriate networks with key volunteers.
- g. Ensures that the PMI is resourced effectively at all levels to deliver the operational plans.
- h. Develops succession plans for all key roles.
- i. Oversees the operation of the PMI to ensure compliance with all legal and regulatory requirements.

#### 3. Financial and Risk Management

- a. Manages the PMI's resources within agreed budgets and in accordance with legal, regulatory and accounting requirements.
- b. Ensures the Board is regularly advised of the PMI's financial health.

- c. Maintains the risk register, manages all risks in accordance with the risk appetite agreed by the Board and ensures the Board and Risk and Assurance Committee are regularly advised on the current and future risks to the PMI.
- d. Ensures that the Governance Manual and its scheme of delegations are adopted in practice.
- e. Develops and implements appropriate Financial Procedures.

#### **4. External Promotion and Representation**

- a. Develops networks with other organisations and individuals where appropriate.
- b. Supports the PMI's volunteers, particularly the Presidential team, in their efforts to raise the profile and enhance the reputation of the PMI.
- c. Acts as an advocate of the PMI by representing its interests to key stakeholders.

## PMI BOARD COMMITTEES

SUB-COMMITTEE	OBJECTS
<b>Risk and Assurance</b>	Provides oversight to ensure that key risks are being identified and addressed and that the PMI adopts a sound approach to financial management and reporting.
<b>Development</b>	Ensures that the PMI membership and commercial activity strategic objectives are being delivered and remain relevant. Ratifies membership fees, subscriptions and other charges (including pricing of commercial activity). Develops membership regulations. Oversees all membership development activity, membership services provided and commercial activities.
<b>Lifelong Learning</b>	Ensures that the PMI lifelong learning objectives are being delivered and remain appropriate. Oversees the effectiveness of the PMI Academy, PMI Awarding Body (PMIAB), continuous professional development (CPD) and of policies and links with learning institutions and professional bodies.
<b>Policy and Public Affairs</b>	Ensures that the PMI public affairs strategic objectives are being delivered and remain appropriate. Decides public affairs and research and thought leadership approach including priority issues and areas for research and thought leadership activity. Authorises consultation responses, public statements and press releases. Oversees all public affairs, stakeholder engagement and media activity.
<b>Regulation</b>	Ensures that the PMI regulatory strategic objectives are being delivered and remain appropriate. Develops codes and standards relating to professional conduct and competence and the disciplinary regulations. Makes appointments under the disciplinary regulations. Oversees the regulation of PMI members and the operation of the disciplinary and CPD schemes.
<b>Awarding Body Committee (PMIAB)</b>	Provides the PMI Board with assurance and independent judgement that the PMI remains compliant with the general conditions and principles of regulation as stipulated by the Office of the Qualifications and Examinations Regulator (Ofqual)* and to add value and guide the PMI in achieving its remit in line with PMI's Strategy and Business Plan.
<b>Nomination Committee (NomCo)</b>	Oversees nomination matters on behalf of the Board and makes recommendations to the Board where appropriate. This includes arrangements for the nomination and appointment of Board and Committee members and their remuneration (where appropriate), as well as oversight and monitoring the PMI's approach on diversity, equality and inclusion.
<b>Remuneration Committee (RemCo)</b>	Oversees remuneration matters on behalf of the Board and makes recommendations to the Board where appropriate. This includes oversight of the PMI's overall remuneration framework.

## RULES AND PROCEDURES FOR THE BOARD AND COMMITTEES

### Application

1. These rules and procedures apply to Council and to the Board and any Committee or sub-committee established by and within the PMI (referred to as a Body hereafter), other than where specific rules or procedures are set out in the Terms of Reference for a Body (when such specific rules and procedures shall take priority).

### Membership

2. The membership of each Body shall vary dependent on what is appropriate given its nature and purpose. The membership constitution must, however, be set out in the Body's Terms of Reference.
3. Other than where specifically designated otherwise, members shall be appointed to the Body by the body to which the Body reports on the recommendation of the Chair. In making such recommendations, the Chair shall seek to ensure an appropriate balance of skills, experience and diversity. Appointments will normally be for a fixed term, typically two or three years, with one renewal option (any such renewal being of the same duration). The body to which the Body reports shall have the authority to remove the Chair or member of the Body.
4. Members may resign at any time by giving (wherever possible) at least three months' written notice to the Chair.

### Chair and Deputy Chair

5. Meetings of Council shall be chaired by the President. The President may nominate either a Vice-President or another Council Fellow Member to act as chair. In the absence of such nomination the Vice-Presidents shall agree who will chair the meeting between them.
6. In all other cases, meetings shall be chaired by a Chair appointed by the body to which the Body reports. The Chair must designate another member to chair a meeting in his/her absence, unless the position of Deputy Chair is designated in the Body, in which case the Deputy Chair will chair the meeting. In the absence of such designate, such other person as the members of the body concerned shall determine may act as chair in his/her place.

### Quorum and Adjournment

7. Unless otherwise stated in a Terms of Reference, a Body shall be quorate if at least one third of the membership is present for the duration of any meeting (rounded up to the nearest whole number). A body may continue to act notwithstanding any casual vacancy in its membership, but the quorum requirement shall be applied or if there were no such casual vacancy.
8. In the absence of a quorum, any decisions taken shall be subject to ratification at the next meeting.

### Notice of Meetings

9. A schedule of meetings shall be agreed with the Chair and made available to members, ideally one year in advance. The frequency of meetings shall vary dependent on the purpose and workload of each Body, however at least once a year or as required.

10. Unscheduled meetings of a Body may be called by the Chair at any time (provided notice is given as per paragraph 11 below) where specific or urgent attention must be given to a particular matter.
11. Notification of a meeting together with its agenda shall be given to members by e-mail at the address supplied to the Body's secretary not less than seven days in advance of the meeting. Each notice shall specify the date, time and place of the meeting. The accidental omission to give notice of a meeting shall not, however, invalidate the business of the meeting.
12. A meeting may be called at short notice if a majority of the members of the Body at that time so agree.

### **Confidentiality**

13. The business of all PMI Bodies is confidential to the PMI, and should not be disclosed outside the PMI without the written consent of the PMI's Chief Executive. This does not prohibit members of a Body discussing papers with members of other PMI bodies and in fact pro-active consultation and dialogue is encouraged (see sections 1.48 and 1.49 of the Governance Manual).
14. Where it is determined that a paper is confidential only to a particular Body the degree of confidentiality should be made clear. In such cases, members shall not divulge the papers or discussion to anyone who is not a member of the Body without the consent of the Chair.

### **Conduct of Meetings**

15. The business of meetings shall be as set out in the pre-circulated agenda.
16. Members must give notice to the Chair at the earliest opportunity prior to the next scheduled meeting of a proposed item of business. The Chair shall decide on its inclusion in the business for the next scheduled meeting or at a subsequent meeting. The Chair prior to issue to other members must approve agendas.
17. Papers shall normally be issued to members with the agenda within the timescales set out at paragraph 11 above. Where this is not practicable for valid reasons, papers shall be issued to members no later than two days prior to a meeting. Papers tabled at the meeting will only be considered at the discretion of the Chair.
18. The consideration of any business not notified in the agenda may only be permitted at the discretion of the Chair.
19. Any member who has a personal interest or any perceived or actual conflict of interest in any item of business shall, as soon as practicable, disclose that fact to the Body and shall withdraw from that part of the meeting unless specifically requested to be present by the Chair. The Body's secretary shall maintain a list of such personal interests and conflicts.
20. Any member shall be entitled to speak to an item but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a members' contribution to any one item of business.
21. Unless otherwise stated in a Terms of Reference, a decision shall be passed by a majority of members present. Agreement may be reached at meetings by general assent without a formal vote. Where the Chair considers a vote necessary, this shall be carried out by way of a show of hands. In the case of an equality of votes, the Chair shall have a second or casting vote.

22. Participation at any meeting may take place remotely, including through the use of telephone or video conference facilities where one or more members may be in a different location, provided that each member is able to speak to and hear the other members and be heard by them. The conduct of any meeting by such remote means shall be regulated in such a manner as the Chair may from time to time see fit.
23. A member who is unable to attend a meeting may vote either in advance by e-mail to the Body's secretary or may, by prior notification to the Chair or secretary of the Body, authorise the Chair or another member of the Body to vote on their behalf.
24. Other non-members attending a meeting shall be allowed to speak at meetings on invitation of the Chair. This may in particular be necessary to allow suitable persons to speak to the content of papers submitted to the Body.
25. A note of attendees at each meeting shall be recorded in the minutes. Apologies for absence from a meeting must be given to the Chair (or nominated member).
26. Each Body shall be provided with a secretary by the PMI or, if not appropriate, the Body shall elect a member to act as secretary to prepare draft minutes of each meeting. Draft minutes shall be circulated to the Chair for consideration and a Chair approved draft circulated to other members of the Body ideally within one week of the meeting. All minutes must be approved as an accurate record at the following meeting. All minutes must be stored securely in a PMI central depository held by the Executive.
27. Some business may be dealt with out of formal meeting by correspondence, telephone or video communication, or by other means, where deemed necessary by the Chair. Any decisions taken between meetings shall be formally recorded in the minutes of the next meeting.

### **Effectiveness**

28. The Chair shall carry out a review of the effectiveness of the Body at least once each year. The result of this review shall be reported by the Body to the body to which the Body reports.
29. All members should respect the Chair, colleagues, and employees of the PMI and treat them with courtesy. All members should apply this principle in their dealings with PMI's stakeholders and members of the public when performing duties as representatives of PMI. Members should devote sufficient time when undertaking their work with due-diligence and care. Levels of individual performance will be considered by the Chair when reviewing the Body's effectiveness each year and included in the report that is made on the Body's effectiveness to the body to which the Body reports.

### **Delegation**

30. The Body may delegate any of its powers to such body or person(s) it considers appropriate. The Body's secretary shall make a written record of any such delegation, together with any procedures to be followed and/or constraints imposed on the exercise of the delegated power. Any decisions made under such delegated powers shall be reported to the Body at the next meeting.



**RISK AND ASSURANCE COMMITTEE****Terms of Reference****Purpose**

Provides oversight to ensure that key risks are being identified and addressed and that the PMI adopts a sound approach to financial management and reporting.

**Key Responsibilities****1. External Auditors**

- a. Provide feedback to the Board on external auditor performance and assist, as required by the Board, with the review of appointment of external auditors.
- b. Reviews any non-audit services provided by the external auditor to ensure this provision does not impair the external auditor's independence or objectivity.
- c. Discusses with the external auditor, before audit commences, the nature and scope of the audit, and reviews the external auditor's quality control procedures and steps taken by the external auditor to respond to regulatory and other requirements.
- d. Reviews the external auditor's recommendations and management letters together with management's response.
- e. Oversees the performance of the external auditor.

**2. Financial Statements**

- a. Reviews the annual financial statements and challenges where necessary the actions and judgements of management in relation to them before submission to the Board, paying particular attention to:
  - i. Critical accounting policies and practices, and any changes in them.
  - ii. Decisions requiring a major element of judgement.
  - iii. The extent to which the financial statements are affected by any unusual transaction in the year and how such transactions are disclosed.
  - iv. The clarity of disclosures.
  - v. Significant adjustments resulting from the audit.
  - vi. The going concern assumption.
  - vii. Compliance with accounting standards and other legal requirements.
- b. Reports to the Board on the appropriateness of the annual financial statements.

**3. Assurance**

- a. Assesses assurance needs and sets an annual work plan.
- b. Decides the format of assurance sought (eg management report, internal or external audit) and the level of assurance required.
- c. Reviews compliance with the requirements of regulatory and other oversight bodies and obtains assurance of such compliance.
- d. Reports to the Board on the assurance plan and progress achieved.

**4. Risk Management**

- a. Reviews the approach to the identification of the key risks that might affect the achievement of strategic objectives, how these risks are being monitored and the steps that are taken to mitigate those risks.
- b. Reviews management's reports on the effectiveness of systems of internal financial control, financial reporting and risk management.
- c. Reviews the policies and processes for identifying and assessing strategic and operational risks and the management of those risks by the PMI.
- d. Reviews the procedures for handling complaints and allegations from whistle-blowers.
- e. At the discretion of the Chief Executive and the Chair of the Risk and Assurance Committee, receives and considers the results of any investigations of allegations of fraud or corruption carried out under the Fraud Response Policy.
- f. Reviews the procedures for managing conflicts of interest and handling offers of gifts and hospitality.
- g. Annually seek assurance from the Executive that the Employment Handbook remains up to date regarding relevant legislation and whether it needs updating appropriately.

## 5. Governance

- a. Oversees changes to the governance structure and framework.
- b. Complies with the Governance Manual.

## Membership

**Chair:** Christine Kerr

**Executive Support:** Anjan Bose, Finance Director

The Committee shall comprise at least 5 members appointed by the Board, including at least one Board member and at least one other Council Fellow member.

## Specific Procedural Rules

None – the rules and procedures for Committees at Annex 6 apply.

## DEVELOPMENT COMMITTEE

### Terms of Reference

#### Purpose

Ensures that the PMI membership and commercial activity strategic objectives are being delivered and remain relevant. Ratifies membership fees, subscriptions and other charges (including pricing of commercial activity). Develops membership regulations. Oversees all membership development activity, membership services provided and commercial activities.

#### Key Responsibilities

##### 1. Strategy

- a. Supports the Board in future reviews of PMI development objectives.
- b. Supports the development and implementation of a strategy for both professional and commercial activities relating to member services.

##### 2. Planning and reporting

- a. Supports the Board in developing the annual corporate plan.
- b. Reports to the Board on activities and progress including financial aspects.
- c. Ratifies the proposed pricing of commercial activity.
- d. Reviews the membership regulations, in conjunction with the Lifelong Learning and Regulation Committees, and develops proposals for change for approval by the Board.
- e. Ratifies the proposed membership fees, subscriptions and other charges.

##### 3. Governance

- a. Complies with the Governance Manual.
- b. Appoints chairs, sets up terms of reference and oversees the work of its relevant sub-committees (currently the Trustee group forum).

##### 4. Oversight and advisory

- a. Oversees delivery against the annual corporate plan.
- b. Oversees the allocation of resources and budget to PMI development activity and assesses its strategic fit with the development objectives.
- c. Provides advice on, and helps resolve, any significant issues regarding PMI development activity that may arise from time to time.
- d. Oversees the effectiveness of PMI Regional Groups.
- e. Oversees collaborative links with other industry bodies.
- f. Oversees the programme of PMI events and services to members, including content, overall quality and value for money.

- g. Oversees the commercial activities of the PMI, in particular collaborative partnerships with industry content providers.
- h. Oversees the effectiveness of PMI Special Interest Groups (SIGs).

### Membership

**Chair:** Rosie Lacey

**Executive Support:** Varsha Gicas, Director of Commerce & Engagement

The Committee shall comprise of 8 members appointed by the Board, including at least one Board member and at least one other Advisory Council Fellow member.

### Specific Procedural Rules

None – the rules and procedures for Committees at Annex 6 apply.

## LIFELONG LEARNING COMMITTEE

### Terms of Reference

#### Purpose

Ensures that the PMI lifelong learning objectives are being delivered and remain appropriate. Oversees the effectiveness of the PMI Academy, PMI Awarding Body (PMIAB), continuous professional development (CPD) and of policies and links with learning institutions and professional bodies.

#### Key Responsibilities

##### 1. Strategy

- a. Supports the Board in future reviews of PMI lifelong learning objectives.
- b. Supports the development of a strategy for both professional and commercial activities relating to the qualifications process.
- c. Supports the development of a careers strategy aimed at schools, universities and employers to ensure a flow of high quality recruits into the PMI.

##### 2. Planning and reporting

- a. Supports the Board in developing the annual corporate plan.
- b. Reports to the Board on activities and progress.
- c. Develops proposals, in conjunction with Regulation Committee, for regulations in respect of CPD and professionalism education for approval by the Board.
- d. Oversees the development of the syllabus and core reading requirements.

##### 3. Governance

- a. Complies with the Governance Manual.
- b. Oversees the work of the PMI Academy and all Educational delivery models of the PMI.
- c. Reviews and reports to the Board of the work of the PMIAB.
- d. Appoints chairs, sets up terms of reference and oversees the work of the following sub-committees:
  - i. Advanced Diploma in Retirement Provision Board of Examiners
  - ii. Retirement Provision Certificate Examiners
  - iii. Certificate in Pension Scheme Member Guidance
  - iv. Awards in Pension Trusteeship
  - v. Certificate in Pensions Calculations
  - vi. Diploma in Pension Trusteeship (DPT)
  - vii. Sector Engagement Committee (SEC)

##### 4. Oversight and advisory

- a. Oversees delivery against the corporate plan.
- b. Ensures that a quality service compliant with all relevant legislation and meeting the requirements of regulatory bodies and industry standards is delivered to members both in professional and commercial activities relating to the qualifications process, apprenticeships and training.

#### 5. Other responsibilities

- a. Develops and maintains appropriate links with learning institutions and other professional bodies.
- b. Maintains a liaison as appropriate with relevant Government departments and other public and private agencies.

### Membership

**Chair:** Tim Phillips

**Executive Support:** Keith Hoodless, Director of Lifelong Learning

The Committee shall comprise of at least 5 members appointed by the Board, including at least one Board member and at least one other Advisory Council Fellow member.

### Specific Procedural Rules

None – the rules and procedures for Committees at Annex 6 apply.

**POLICY AND PUBLIC AFFAIRS COMMITTEE****Terms of Reference****Purpose**

Ensures that the PMI public affairs strategic objectives are being delivered and remain appropriate. Decides public affairs and research and thought leadership approach including priority issues and areas for research and thought leadership activity. Authorises consultation responses, public statements and press releases. Oversees all public affairs, stakeholder engagement and media activity.

**Key Responsibilities****1. Strategy**

- a. Supports the Board in future reviews of the PMI policy and public affairs objectives.
- b. Decides the PMI's public affairs and thought leadership approach, including priority issues and possible areas for research and thought leadership activity.
- c. Coordinates the creation of the PMI's stance on key public policy and cross practice issues.

**2. Planning and reporting**

- a. Supports the Board in developing the annual corporate plan.
- b. Agrees the public affairs stakeholder engagement and public affairs plans.
- c. Supports the development of research and data analysis that improves the effectiveness of our media relations and policy communications.
- d. Communicates regularly on the progress of public affairs activities to Boards and Committees and to the wider membership.
- e. Reports to the Board on activities and progress.

**3. Governance**

- a. Complies with the Governance Manual.

**4. Oversight and advisory**

- a. Oversees delivery against the corporate plan.
- b. Oversees delivery of stakeholder engagement plan and public affairs plans.

**5. Other Responsibilities**

- a. Authorises consultation responses.
- b. Authorises public statements and news releases.
- c. Decides PMI awards.

**Membership**

**Chair:** President

**Executive Support:** Tim Middleton, Director of Policy & External Affairs

The Committee shall comprise of at least 6 members appointed by the Board, including at least one Board member and at least one other Advisory Council Fellow member.

### **Specific Procedural Rules**

None – the rules and procedures for Committees at Annex 6 apply.



## REGULATION COMMITTEE

### Terms of Reference

#### Purpose

Ensures that the PMI regulatory strategic objectives are being delivered and remain appropriate. Develops codes and standards relating to professional conduct and competence and the disciplinary regulations. Makes appointments under the disciplinary regulations. Oversees the regulation of PMI members and the operation of the disciplinary and CPD schemes.

#### Key Responsibilities

##### 1. Strategy

- a. Supports the Board in future reviews of PMI regulatory objectives.

##### 2. Planning and reporting

- a. Supports the Board in developing the annual corporate plan.
- b. Reports to the Board on its activities and progress.
- c. Develops proposals for the Code of Professional Conduct for approval by the Board.
- d. Develops proposals for disciplinary regulations for approval by the Board.
- e. Contributes to the Development Committee in relation to membership regulations.
- f. Contributes to Lifelong Learning Committee in relation to qualifications, examinations, exemptions and accreditations and the CPD regulations.

##### 3. Governance

- a. Complies with the Governance Manual.

##### 4. Oversight and advisory

- a. Oversees delivery against the corporate plan.
- b. Oversees the operation of the CPD scheme, including requirements in relation to professionalism, compliance and enforcement.
- c. Oversees the effectiveness of the PMI's regulatory enforcement arrangements at a policy level and in the context of the PMI's regulatory strategy.

##### 5. Other responsibilities

- a. Promotes and communicates to members, regulators and to the public at large appropriate codes and standards relating to professional conduct and competence.

#### [View the "Standards"](#)

- b. Works with the Lifelong Learning Committee to ensure proper integration of the PMI's regulatory framework with its qualification, CPD and educational requirements.

- c. Supports productive and effective working relationships as appropriate with relevant regulatory bodies and stakeholders.
- d. Acts as an appeals panel for disciplinary and related matters.

### **Membership**

**Chair:** Alan Whalley

**Executive Support:** Tim Middleton, Director of Policy & External Affairs

The Committee shall comprise of at least 5 members appointed by the Board, including at least one Board member and at least one other Advisory Council Fellow member and two independent members.

### **Specific Procedural Rules**

None – the rules and procedures for Committees at Annex 6 apply.

## AWARDING BODY COMMITTEE (PMIAB)

### Terms of Reference

#### Purpose

The purpose of the Committee is to provide the PMI Board with assurance and independent judgement that the PMI remains compliant with the general conditions and principles of regulation as stipulated by the Office of the Qualifications and Examinations Regulator (Ofqual)\* and to add value and guide the PMI in achieving its remit in line with PMI's Strategy and Business Plan.

#### Key Responsibilities

1. **Strategy**
  - a. Supports the Board with creating and developing the Awarding Body strategy
2. **Planning and reporting**
  - a. Form an overall view on the state of the PMI's qualifications and awards, and report to the Board
  - b. Develops proposals for admission, examination, exemption and accreditation fees for approval by the Board.
3. **Governance**
  - a. Comply with the Governance manual
  - b. Review and provide input on staff and committee processes to ensure that qualifications, assessments are relevant, fair, of a high quality and compliant.
4. **Oversight and advisory**
  - a. Consider the regulatory and legislative environment and seek assurance that PMI is compliant;
  - b. Review the Awarding Body Self-Evaluation report
  - c. Review and approve the statement of compliance for Ofqual and any other appropriate regulators, seeking any assurances from staff as required;
  - d. Review audit reports from the Ofqual and endorse any resulting action plans, ensuring they are completed to the satisfaction of Ofqual
  - e. Seek assurance that the company and prior learning accreditation decisions are fair and compliant.
  - f. Advise on any sanctions imposed upon approved centres and any appeals, which may result from such sanctions.
5. **Other responsibilities**
  - a. The Committee's authority extends to all relevant matters (as set out in these Terms of Reference) relating to the regulation and award of all PMI qualifications and awards in line, where qualifications are regulated, with the prevailing

regulations laid down by Ofqual. This includes unregulated qualifications, where the process and practice of delivery and award should not differ from those which are regulated.

- b. The Committee is authorised by the Board to investigate any matters within its Terms of Reference and to seek any information it requires from any employee of the PMI in order to carry out its duties.

## Membership

**Chair:** Paul Smith

**Executive Support:** Keith Hoodless, Director of Lifelong Learning

The Committee shall comprise of 3 members appointed by the Board. Other than the Chair, all members of the Committee must possess relevant knowledge, experience and expertise in one of the following:

- Pedagogy or assessment, qualification and apprenticeship design
- Ofqual regulation
- Marketing within the education sector
- Business Development
- Financial and business planning
- Professional body experience
- Higher Education

To facilitate succession planning, initial appointment terms for one member will be 4 years, one member for 3 years and the other member for 2 years. Thereafter, appointments will be on a 3 year term.

## Specific Procedural Rules

None - The normal rules and procedures for Committees at Annex 6 (of the Governance Manual) apply.

\* This may also include regulators from other countries from time to time.

## NOMINATION COMMITTEE

### Terms of Reference

#### Purpose

Oversees nomination matters on behalf of the Board and makes recommendations to the Board where appropriate. This includes arrangements for the nomination and appointment of Board and Committee members and their remuneration (where appropriate), as well as oversight and monitoring the PMI's approach on diversity, equality and inclusion.

#### Key Responsibilities

##### 1. Planning & Reporting

- a. Review the ongoing appropriateness and relevance of the PMI's nomination policy and make any recommendations for change to the Board.
- b. Keep under review the effectiveness of the diversity, skills, size and composition of the PMI Board and recommend any changes to the Board.
- c. Give consideration to succession planning for members of the Board and its Committees, taking into account the challenges, opportunities and risks facing the PMI, its strategy and the skills and expertise needed in the future.
- d. Determine arrangements for the recruitment and selection of candidates to fill Board, and Committee roles, ensuring that these are fair, open and transparent and in line with any relevant Terms of Reference or Policies of the Board and Committees.
- e. Be responsible for identifying, interviewing and nominating candidates to fill Executive and Non-Executive vacancies on the Board, for the approval of the Board.
- f. Oversee the process for the identification of candidates to fill Committee member roles.
- g. Consider the impact of the PMI's approach to appointments and pay on diversity, equality and inclusion by reviewing relevant data reports, and monitoring progress towards achieving its objectives.

##### 2. Governance

- a. Complies with the Governance Manual.

#### Membership

**Chair:** Ruston Smith

**Executive Support:** Fran Garrett-Levy, Executive Support Manager

The Committee shall comprise of at least 3 members appointed by the Board, including:

- a. The Chair of the Board

- b. At least two other members of the Board with recent nominations experience

#### **Specific Procedural Rules**

- a. The rules and procedures for Committees at Annex 6 apply.



## REMUNERATION COMMITTEE

### Terms of Reference

#### Purpose

Oversees remuneration matters on behalf of the Board and makes recommendations to the Board where appropriate. This includes oversight of the PMI's overall remuneration framework.

#### Key Responsibilities

##### 6. Planning, Reporting and Decisions

- a. Determine the PMI's remuneration policy and review its ongoing appropriateness and relevance and make recommendations for changes to the Board.
- b. Make recommendations to the Board regarding the remuneration and benefits package for the Chief Executive and Finance Director on their appointment.
- c. The review and the making of recommendations to the Board for annual pay increases for the CEO and CFO
- d. To consider, agree and approve the annual pay increases for the senior leadership team other than the CEO and CFO
- e. To consider, agree and approve the annual staff / SLT bonuses and Sales Commission
- f. At least every three years consider and review the structure, content and level of remuneration for Executive Directors on the Main Board (eg CEO and CFO), with reference to appropriate external benchmarking, including annual and longer term incentives and make recommendations to the Board.
- g. Determine the appropriate level of remuneration for any independent members of Board Committees where fees are payable.
- h. Approve the design, components and objectives of all staff performance-related bonus schemes, including the Executive bonus scheme and Executive Long Term Incentive Plan, to ensure they are transparent and rigorously applied to promote the long-term success of the Institute; and approve the total annual payments made under such schemes.
- i. Approve the principles for staff Sales Incentive Plans and ensure that appropriate arrangements are in place for the governance of such Schemes.
- j. Recommend to the Board the policy for and scope of the PMI's pension arrangements for its staff, and ensure that appropriate arrangements are in place for the oversight of the PMI's stakeholder pension scheme.

##### 7. Governance

- a. Complies with the Governance manual.

## Membership

**Chair:** Ruston Smith

**Executive Support:** Fran Garrett-Levy, Executive Support Manager

The Committee shall comprise of at least 4 members appointed by the Board, including:

- c. The Chair of the Board
- d. At least two other members of the Board or Advisory Council with recent remuneration experience
- e. At least one independent member with relevant nominations and remuneration experience.

## Specific Procedural Rules

- b. The rules and procedures for Committees at Annex 6 apply.
- c. Only members of the Committee have the right to attend Committee meetings.
- d. No staff (or potential staff) or members shall be present or involved in any decisions relating to their appointment or remuneration.
- e. Staff, including the Chief Executive Officer, Finance Director, Executive Support Manager may be invited to attend meetings but are required to absent themselves from the meeting as appropriate where any conflicts of interest, potential or otherwise, may occur.