

# COUNT ME IN

Board of Trustees Elections 2023  
- Candidate Briefing Pack

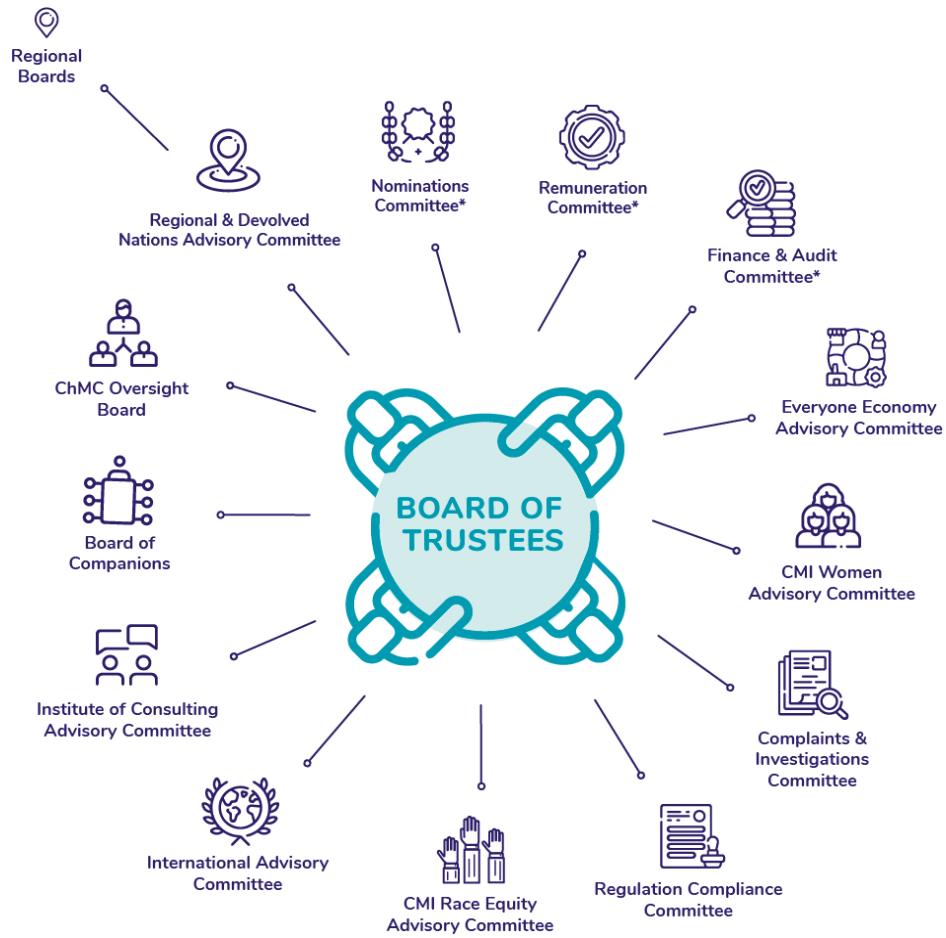


Thank you for your interest in serving as a Trustee. This pack provides an overview of the Board and its Committees and will give you all the information you need to consider putting yourself forward as a candidate for election to CMI's Board of Trustees in 2022.

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# 1

## CMI GOVERNANCE STRUCTURE



### Board of Trustees and its Committees

## Board of Trustees

The Board of Trustees is at the centre of CMI governance. Board members are Trustees of the Institute, the CMI being a charity registered in England and Wales, and separately registered in Scotland. Their responsibilities are in essence identical to those of a non-executive Director who serves on a company board.

Collectively, the Board of Trustees has a legal responsibility to oversee the stewardship of the Institute. In this task it works closely with the Chief Executive and Leadership Team. The Board agrees the longer term strategic objectives and, within that overarching framework, approves the annual business plan and budget.

It then sets and monitors the key performance indicators that are reviewed quarterly. It has responsibility for the short and long term financial health and probity of the Institute, including the assessment and mitigation of risk. It approves the published accounts for issue to members and to the Charity Commission.

As illustrated above, the Board is supported by a number of advisory and corporate governance committees.

The Committees of the Board consider detailed policy issues across all areas of CMI activity and have delegated powers to act on the Board's behalf, for example in making recommendations on membership subscriptions, the Institute's Gold Medal and the Code of Conduct and Practice.

## 2

### BOARD COMPOSITION AND TERMS OF REFERENCE

#### Who is on the Board?

- CMI President
- President Elect or Immediate Past President
- CMI Chief Executive
- Chair of the Chartered Management Consultant Oversight Board (ex-officio)
- Chair of the Board of Companions (ex-officio)
- up to 6 members elected nationally, to serve for a 2 year term

- up to 4 co-opted members, to serve for a 2 year term

## Current Board Members

|   |   |
|---|---|
| <b>President</b>                                  |   |
| Lord Mark Price CMgr CCMI                         | Founder, WorkL                              |
| <b>President Elect</b>                            |   |
| Fiona Dawson CMgr CCMI                            | Various non executive roles                 |
| <b>Chief Executive</b>                            |   |
| Ann Francke OBE CMgr CCMI FIC                     | Chief Executive of CMI                      |
| <b>Elected members</b>                            |   |
| Samantha Allen CMgr CCMI                          | CEO, North East & North Cumbria NHS         |
| Sir Gareth Rhys Williams CMgr CCMI                | Government Chief Commercial Officer         |
| Teddy Nyahasha CMgr CCMI                          | CEO, One Family                             |
| <b>Ex-officio as Consultancy Community Lead</b>   |   |
| John Zealley CMgr CCMI                            | Various non executive roles                 |
| <b>Ex officio as Chair of Board of Companions</b> |   |
| Bob Cryan CMgr CCMI                               | Vice Chancellor, University of Huddersfield |
| <b>Co-opted members</b>                           |   |
| Tim Stewart CMgr CCMI                             | Vice Chancellor, BPP                        |
| Kate Grussing CBE CMgr CCMI                       | Founder, Sapphire Partners                  |
| Tamara Box CMgr CCMI                              | Managing Partner, Reed Smith LLP            |
| Sir Trevor Phillips                               | Director, Webber Phillips                   |

Green = term ends at AGM in October 2023

To see their biographies please visit:

<https://www.managers.org.uk/about-cmi/governance/boards-of-trustees/>

## Board Terms of Reference

- 1 Carry out all statutory duties as Trustees of the charity.
- 2 Oversee the development, implementation and achievement of the strategic objectives and policies of the Institute.
- 3 Set performance measures for achievement of the strategic objectives and to monitor progress.
- 4 Work closely with the Committees of the Board in their development and application of policies aimed at achieving the Institute's strategic objectives, referring issues to them for consideration and receiving reports and recommendations as appropriate.

- 5 Approve increases in fees and subscriptions for members and organisations, and to specify the period within which a member or organisation is required to pay the due subscription.
- 6 Approve criteria for membership of the Institute.
- 7 Approve the annual budget of income and expenditure for the Institute and to consider regular reports on financial performance against budget.
- 8 Approve the annual report and audited accounts of the Institute.
- 9 Appoint, on the recommendation of the Nominations Committee, the President Elect of the Institute.
- 10 Appoint the Chairs of the Committees of the Board.
- 11 Approve the award of the Institute's Gold Medal, Lifetime Achievement Award and other national awards as required.
- 12 Subject to the requirements of the Royal Charter and Bye-laws, consider amendments to the constitution of the Institute, approving amendments to the Regulations and making recommendations to Corporate Members on major constitutional changes requiring a submission to the Privy Council for approval of amendments to the Royal Charter and Bye-laws.
- 13 Approve the resolutions to be put before Corporate Members at the Annual General Meeting and authorise issue of the Notice of the Annual General Meeting and proxy form.
- 14 Agree a recommendation to Corporate Members at the Annual General Meeting on the appointment, and fixing of remuneration, of the Auditors.
- 15 Receive and consider reports as may be submitted by the Committees of the Board, agreeing action as appropriate.

### 3

#### TRUSTEE ROLE SPECIFICATION

**There are two Board of Trustees vacancies this year.** Elected Board members will serve a two year term and are eligible to stand for re-election for a further term of two years.

**To be eligible, you must hold full membership of the CMI, ie be at MCMI grade or above, or be a dual CMI/IC full member.**

The election takes place during August and September, with the new Board member attending the first Board meeting immediately following the AGM on 29 September.

#### Key tasks and responsibilities of all Trustees

- **Custodianship** - through an effective partnership with the Chief Executive and Executive Director team to ensure high quality and professional management and stewardship for the Institute as a whole.
- **Governance** - compliance with the legal and constitutional framework of the Institute, as a chartered and charitable body, with a commercial trading arm.
- **Strategic development** – agreeing the longer term vision for the Institute and the strategic objectives
- **Contribution of specialist management skills and expert knowledge** - an accumulation of practical career management experience
- **Market intelligence** - knowledge of the management and business development arenas, whether in the public, private or voluntary sectors.

## 'Person Specification' for Board members

1. A current Institute member holding one of the full CMI member grades (Member, Chartered Member, Fellow, Chartered Fellow, Companion or Chartered Companion) or a dual CMI/IC full member;
2. Understanding of, and willingness to act as, a non-executive 'director' in a voluntary capacity;
3. Recent experience either as an executive or non-executive director\* (Not essential);
4. Active engagement in a management role;
5. A track record of achievement as a practising manager at a strategic level;
6. Articulate, prepared to challenge assumptions, and able to make informed decisions for the good of the business;
7. Able to act as a 'champion' for the Institute both internally within the membership and externally to key stakeholders;
8. Able to demonstrate full commitment to the task of serving as a CMI Trustee;
9. Compliance with the Institute's Code of Conduct and Practice.

\* In terms of Executive or Non Executive Director experience we are looking for candidates either with Board level experience or the potential to operate at Board level, which would be assessed during the competency interview by looking at other relevant skills and experience which may have been gained outside a conventional corporate career. Non-executive Director experience can be varied, for example, serving as a Director on a Housing Association or as a Non Executive Director for a charity.

## Level of Commitment

Being a Trustee requires adequate preparation for, and committed attendance at, Trustee meetings. Board members clearly have to commit their time and effort in a voluntary capacity. Trustees therefore must be able to devote sufficient time to these core duties.

### That level of commitment is as follows:

- Five weekday Board meetings each year (4 in London and 1 in Management House, Corby, with an approximate duration of 2.5 hours)
- One full day strategy review meeting, held in London
- At least one Board evening dinner
- Possible Chairship of a Board Committee
- Attendance at key Institute events, including research launches and awards dinners
- Availability to engage fully and promptly in communications and discussions between meetings - via telephone and email

Minimum number of days of commitment = minimum 6 for Board meetings and, potentially, 4 days for Committee meetings. This excludes any preparatory work required for meetings and engagement in ad-hoc communications.



The Institute's Secretariat supports the work of the Board and its Committees, providing all documentation and additional information.

Reasonable travel, accommodation and subsistence costs are paid by the Institute in relation to a member's Board service.

## Conflict of Interest

Service on the Board provides access to information about the Institute and its operations. Trustees are required to treat with discretion information obtained as a result of their involvement and retain it for their personal use only. 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.

# 4

## PROCEDURE AND TIMESCALE

### How do I apply?

Please contact the Institute Secretary, Elaine McLean, to discuss this further [elaine.mclean@managers.org.uk](mailto:elaine.mclean@managers.org.uk)

### What happens next?

The Institute Secretary will meet with the Nominations Committee, who will consider candidate CVs and the interview assessment reports and decide which candidates should go through to the contested election.

The Nominations Committee utilises a Board elections matrix to enable it to map Board member and candidate information, for example, sector and skill sets. This process is designed to ensure that there are no major gaps in coverage on the Board of Trustees and is also an aid to succession planning. CMI is keen to retain a "talent pool" of interested candidates for Board service. If you are not selected to go through to this year's elections to the Board, this may be on the basis, for example, that your level of experience is insufficient, but that a future application will be considered.

If you are selected to go through to the contested election, the Secretariat will invite you to submit a formal candidate statement, for publication to members, which will build on the information that you have already supplied. A template for the candidate information document is provided at **Annex 1**. This includes bullet point statements on what you can bring to the CMI and how you can help drive forward CMI's strategic priorities, based on your previous experience.

CMI Board elections are administered by an independent scrutineer. All Members, Fellows and Companions of the Institute have the opportunity to cast their votes on-line via a specially constructed secure website, or via a postal vote.

Candidate information is placed on the secure voting site and circulated with ballot papers to postal voters. **Voting commences on 2 September and closes on 29 September.**

**The election results are announced at the CMI’s Annual General Meeting on 3 October.**

An outline timeline is given below:

|                                   |  |
|-----------------------------------|--|
| <b>July</b>                       | Nominations Committee considers nominations.<br>Decision on candidates to go forward for election. |
| <b>August</b>                     | Candidates advised of outcomes of Nominations Committee.<br><br>Candidate statements produced.     |
| <b>2 September</b>                | Voting information issued to members.  |
| <b>2 September - 29 September</b> | Voting period.   |
| <b>2 October</b>                  | Results available & candidates informed.   |
| <b>3 October</b>                  | Election results announced at AGM.<br><br>New Trustees attend their first Board meeting            |

## Annex 1

### Candidate Statement Template

|  |
|--|
| <b>Name &amp; Membership Grade:</b>                      |
| <b>What I can bring to the CMI:</b>                      |
| <b>Biographical details:</b>                             |
| <b>Education and Qualifications:</b>                     |
| <b>Recent Career:</b>                                    |
| <b>Other relevant career information:</b>                |
| <b>Candidate statement on prospective Board service:</b> |
| <b>Sponsored by:</b>                                     |