



COUNT ME IN.

Board of Trustees Elections 2019 –
Candidate Briefing Pack.

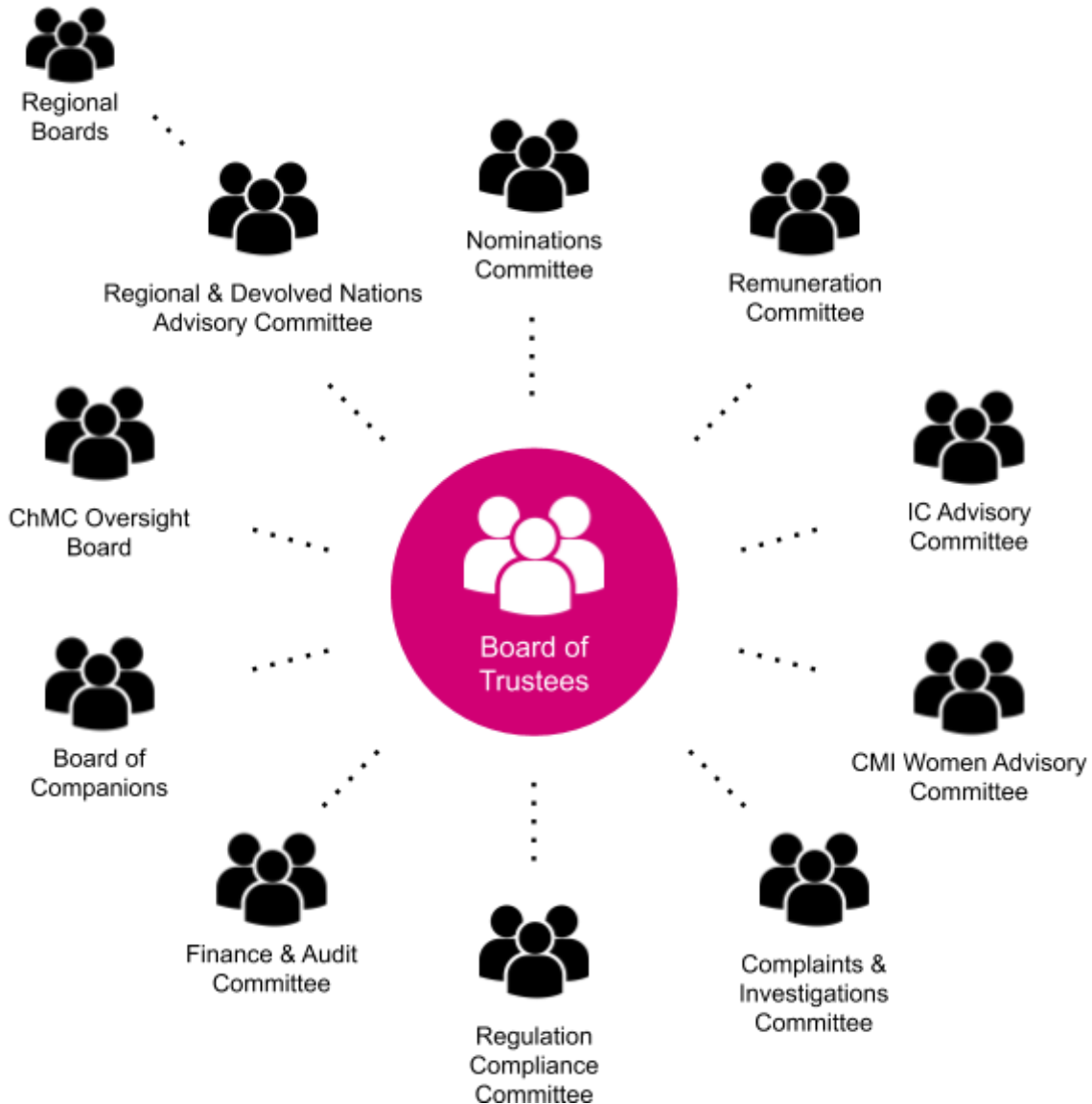


Thank you for your interest in serving as a Trustee. This pack provides an overview of the Board and its Committees and will give you all the information you need to consider putting yourself forward as a candidate for election to CMI's Board of Trustees in 2019.

CONTENTS

	Page
1 CMI Governance structure	3
2 Board Composition and Terms of Reference	5
3 Trustee Role Specification	7
4 Procedure and timescale	10
5 CMI Strategic Objectives	12
Annex 1 – Candidate Statement Template	

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.

Committees of the Board

The advisory Committees of the Board were created in alignment with CMI's growth strategy, and provide an effective structure that adds value in business development terms.

We have three **Corporate Governance Committees**:

- **Finance and Audit Committee** – monitors the Institute's financial performance, oversees the relationship with the external auditors; agrees the internal audit programme and receives the reports and recommendations that result; reviews the risk management register; reviews the strategy for Institute investments.
- **Nominations Committee** – oversees the process for Board elections; is involved in succession planning for the President Elect and in appointments to the Finance & Audit Committee.
- **Remuneration Committee** – develops policy on executive team remuneration.

Advisory Committees supporting the Board are:

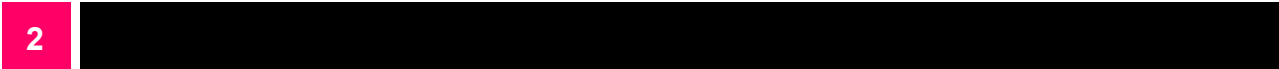
- **Board of Companions** – a sounding board on key policy issues; keeps the Companion offer under review and oversees the award of the Institute's Gold Medal.
- **Complaints and Investigations Committee** – administers investigation and disciplinary procedures for member complaints, supported by an Investigation Panel.
- **IC Advisory Committee** – develops the Institute of Consulting's strategy and vision, ensuring that they meet member and stakeholder interests and needs.
- **Regulation Compliance Committee** – responsible for all issues relating to the Awarding Body and its Regulators: Ofqual, SQA and the Welsh Assembly.
- **Regional/Devolved Nation Advisory Committee** – a forum for the Regional/Devolved Nation Board Chairs to meet regularly to share good practice and report on member and stakeholder engagement at local level;
- **CMI Women Advisory Committee** – considers strategy and policy development for all issues relating to CMI Women.

Regional/Devolved Nation Boards

A regional structure comprising 12 Boards of appointed members is in place across our Regional/Devolved Nation Boards. These Boards are important for our governance, as it is imperative for the central strategy to be cascaded to the Regions and for Regional strategies to be in alignment, whilst reflecting local priorities.

Chartered Management Consultant Oversight Board

CMI is working in partnership with the Management Consultancies Association (MCA) to develop a new chartered award for Management Consultants. The Oversight Board has responsibilities to report to both CMI and MCA's Boards.



Who is on the Board?

- CMI President
- President Elect
- 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

President	
Bruce Carnegie-Brown CCMI	Chairman of Lloyd's of London
Chief Executive	
Ann Francke CMgr CCMI FIC	Chief Executive of CMI
Elected members	
Paul Bennett FCMI	Director of Enterprise, Southampton Business School
Liz Hoskin CMgr FCMI	Managing Director, Positive Qualities Ltd
Peter Marchbank CMgr FCMI	Managing Director, RPI Ltd
Liz White CMgr FCMI	Head of Strategy Development, British Library
Ex-officio as Consultancy Community Lead	
Gaenor Bagley	Board member at Foreign & Commonwealth Office, ex Head of People, PWC

Ex officio as Chair of Board of Companions	
Bob Cryan CCMI	Vice Chancellor, University of Huddersfield
Co-opted members	
Professor Baback Yazdani CCMI	Dean of Nottingham Business School
Valerie Dias CCMI	Previously Chief Risk and Compliance Officer at Visa Europe
Heather Melville CCMI	Director for Strategic Partnerships, Head of Business Inclusion Initiatives, RBS

To see their biographies please visit:

<http://www.managers.org.uk/about-us/governance/presidential-team-and-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 Nominations Committee, the President Elect of the Institute.
- 10 Appoint the Chairs of the Committees of the Board.
- 11 Approve the appointment of members to all Committees of the Board.
- 12 Approve the award of the Institute's Gold Medal and other national awards as required.
- 13 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.

- 14 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.
- 15 Agree a recommendation to Corporate Members at the Annual General Meeting on the appointment, and fixing of remuneration, of the Auditors.
- 16 Receive and consider reports as may be submitted by the Committees of the Board, agreeing action as appropriate.

3

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 18 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.

Board Competencies - Skills, knowledge and personal characteristics of a Board Member

Leadership

- Demonstrates commitment to the aims, objectives and goals of the organisation
- Remains focused and provides clarity for others in changing or unpredictable circumstances
- Creates an environment which shapes the culture of the organisation
- Demonstrates high ethical standards and integrity
- Takes decisions based on a rational interpretation of the information available.

Strategic thinking

- Able to process information and find a clear way forward.
- Identifies future consequences of a wide range of issues and the change management necessary to respond.
- Communicating and influencing
- Anticipates and uses the most effective approach to influence people and situations
- Encourages and listens to the views and opinions of others
- Presents an articulate and persuasive oral argument
- Builds a network of effective relationships.

Team working

- Supports the Board's aims and goals
- Supports the formation of an effective partnership with the full-time executive staff
- Challenges freely and constructively
- Accepts consensus decisions.

Self management

- Prepares adequately for meetings - reading papers and clarifying points in advance
- Demonstrates enthusiasm for and commitment to the work of the Board
- Respects confidences
- Responds to issues requiring action between meetings.

Chairmanship

- Facilitates discussion
- Manages meetings and encourages participation by all committee members

- Focuses on goals of the meeting and associated decision making
- Maintains clear and effective communication and reporting links between the committee and the Board.

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 Chairmanship 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

How do I apply?

Members wishing to put themselves forward may either:

- Click on “expression of interest” via the web portal (www.managers.org.uk/elections); or
- Email your interest to secretariat@managers.org.uk

Expressions of interest are now being accepted.

Prior to confirming their interest, members may wish to contact the Secretariat team to seek clarification and discuss the level of commitment required etc.

Candidates who wish to take their application forward are firstly asked to submit a CV and indicate their motivation to seek a place on the Board.

This will be acknowledged and there will be follow up contacts, via email and telephone to explore the candidate’s background and adherence to the core criteria.

What happens next?

Candidates who fit the criteria are invited to attend an interview. These interviews are scheduled in May. Candidates will be given an advance briefing as to the format of the interview and the advance preparation required.

Following the interviews, 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.

In addition, the skills mix on the Board is likely to change over time. You may also wish to be considered for membership of one of our Board Committees or participate in other ways within the Institute.

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. A few examples from previous candidate statements are given below:

- Maximising an organisation's media profile, having secured media coverage for my current business on the major TV and radio channels, and national newspapers
- Commitment to raising the standards in management and leadership and in particular supporting women in management
- Experience at a strategic level in a membership organisation.

The candidate information will also comprise recent biographical details and any prior Institute service. You will also require the support of two sponsors, who may or may not be Institute members, but should certainly be someone who has worked with you for the past two years.

You will have the opportunity to view your statement and request any changes prior to publication.

The Secretariat will contact your sponsors to seek confirmation from them that, as far as they are aware, the background information provided is correct.

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 18 August and closes on 16 September.

The election results are announced at the CMI's Annual General Meeting on 18 September.

An outline timeline is given below:

April	Board vacancies advertised
April - May	Discussions with interested members, including confirmation of interview date
17 May	Closing date for Board nominations
20-24 May	Candidate Interviews
5 June	Nominations Committee considers nominations.. Decision on candidates to go forward for election.
Mid June	Candidates advised of outcomes of Nominations Committee Candidate statements produced
18 August	Voting information issued to members.
18 August - 16 September	Voting period
17 September	Results available & candidates informed

18 September	Election results announced at AGM New Trustees attends their first Board meeting
--------------	---

5

The strands for our strategy for growth are:

- Grow partnerships to increase the number of Chartered and qualified managers
- Create the right integration of products, propositions and channels for our customers
- Build the CMI brand as thought leaders in management practice
- Be the professional home for management and leadership
- Develop global mindset and presence

The Institute's core strategic priorities are:

- **HE (Business Schools) and professional body partnerships.** A partnership strategy commenced in 2014, with strong growth since then. To date, partnerships are in place with over 90 universities. These partnerships focus on dual accreditation and embedding Chartered Manager.
- **Employer and Education Providers.** Activities within the Awarding Body and our work with Employer clients and Education Providers (non-HE) – ie FE Colleges, the MoD, and private training providers. Targets are in place to grow the number of student registrations on apprenticeships, through a focus on the CMI's reputation as a high quality Awarding Body with an emphasis on customer care.
- **Chartered Manager Degree Apprenticeships** - This trailblazer apprenticeship was launched with the apprenticeship levy in April 2017. CMI is working in partnership with HE institutions, private training providers and employer clients and is the only organisation that can embed Chartered Manager status. CMI has also launched the Senior Leader Master's Degree Apprenticeship with government support.
- Further streams:
 - **Member engagement** – As well as ensuring retention of current members, we will have Affiliates coming through the various partnership routes. The focus will therefore be an engagement with these new members, ensuring they move up the grade structure and remain engaged. There will also be a focus on growth and development of the new award of 'Chartered Management Consultant'.
 - **International growth** – The first areas of focus are partnerships with Business Schools, particularly in Singapore, Hong Kong and Malaysia.

Candidate Statement Template

Name & Membership Grade

Appointment:

What I can bring to the CMI:

Biographical details:

Education and Qualifications:

Recent Career:

Other relevant career information:

Candidate statement on prospective Board service:

Sponsored by: