



*Championing better
work and working lives*

CIPD IRELAND NATIONAL COMMITTEE

TERMS OF REFERENCE

1 Name

The committee shall be named 'the CIPD Ireland National Committee'.

2 Scope

- 2.1 CIPD Ireland shall be administered and managed as stated in these terms of reference, agreed by the Council of the CIPD (UK) whilst conforming to the CIPD's Charter and Bye-laws.
- 2.2 Where there is inconsistency between these terms of reference and the CIPD's Charter and Bye-laws, the CIPD's Charter and Bye-laws will take precedence.
- 2.3 The CIPD Ireland National Committee is the governing committee in the Republic of Ireland. All Regional Committees fall under its remit and are governed by these Terms of Reference. (NOTE FOR CLARIFICATION – The National Committee is made up on individual elected members and the Chairs of up to 7 Regional Committees.)

3 Purpose

- 3.1 The primary purpose of the National Committee, and its Regional Committees, is to act as a channel for member and potential member engagement at a national and local level, in accordance with the CIPD's strategic priorities and in support of its purpose, and in conjunction with the CIPD Ireland Director.
- 3.2 The CIPD's purpose is to champion better work and working lives by improving people management and development practices for the benefit of individuals, businesses, the economy, and society.
- 3.3 The National Committee will achieve this by encouraging local networks for practitioners and providing guidance to the CIPD Ireland Director and staff on building capability, gaining new members, running events, supporting a public policy agenda, while working collaboratively with other networks.
- 3.4 The CIPD National Committee encourages activity which is interactive and innovative in the furtherance and support of our purpose.

4 Business planning and funding

- 4.1 The CIPD National Committee and the CIPD Director will set out the Strategic Plan (following from the CIPD organisational strategy) and the National Plan for the Republic of Ireland. The Regional Committee annual plans will be derived from these.
- 4.2 The funds of CIPD Ireland shall be administered by the CIPD and held centrally in a bank account operated by the CIPD. All CIPD monies held in Regional bank accounts are subsidiary to the main CIPD account. In the event of a Region ceasing operations, the monies would revert to the main account.

5. Activities

- 5.1 Members can request to join any region but would normally, in the first instance, be assigned to the region associated with their home address. Members can however elect to attend events wherever the CIPD operates.
- 5.2 Close to year end, at the appropriate Annual Meeting, the National and Regional Committees will present a report of activities including a financial update to a meeting where members are in attendance.
- 5.3 The appointment of officers and committee members shall take place in a timely manner. This should take place at an open meeting of members in each Region and nationally ('Annual Meetings'). In advance of both National and Regional Annual Meetings, members should be notified of which officer and committee roles are subject to appointment at the relevant Annual Meetings along with details of the nomination process.
 - a) Notice of the Annual Meeting along with details of any matters requiring a vote or special business to be conducted, and nominations received for officer and committee roles shall be posted on the website at least 10 days before it takes place.
 - b) Should a vote be required on any business, only members of CIPD Ireland present will be allowed to vote. There must be at least 15 Chartered members of CIPD Ireland in attendance at National Annual Meetings and 10 Chartered members at Regional Annual Meetings. In the event of an equality of votes, the presiding chair of the meeting shall have a second or casting vote.
 - c) Members must attend the meeting in order to vote.
- 5.4 Extraordinary meetings can be called in exceptional circumstances. This requires substantive member support (at least 30 from members from the relevant area) and sufficient notice of the date and object of the meeting (at least 21 days) to their Secretary.
- 5.5 CIPD's internal auditors may from time to time review and/or visit CIPD Ireland including its National Committee and Regional Committees.
- 5.6 National and Regional Committees should meet at least 3 times per year.

6 Committee officers, committee members and committee meetings

6.1 Composition

At national or regional level, a committee needs to include at least three officers, expected to cover the following roles:

- Chair
- Vice-chair
- Secretary
- Treasurer
- A CIPD Council member (usually Chair) will be nominated from the National Committee.

All above officers should be chartered members (i.e. Chartered Companion, Chartered Fellow, Chartered Member or Academic membership equivalent). Where this is not achievable, exemptions may be put in place in conjunction with the Director, CIPD Ireland and the Chair of the National Committee.

- 6.1.1 Unless otherwise resolved by the committee, the Chair shall be the Council member. No other individual may hold more than one office without the approval of the CIPD's Head Office. Such approval will, where granted, be for a period not exceeding 12 months.
- 6.1.2 All positions held by officers or co-opted members shall be voluntary.
- 6.1.3 The roles and responsibilities of the officers will be covered in a separate document.

6.2 Appointment and term of office to National and Regional Committee

- 6.2.1 The National and Regional Committees will, in accordance with good governance practice, have not more than 15 appointed officers and committee members.
- 6.2.2 The committee may co-opt additional committee members not exceeding a third of its number and to a maximum of 5, to assist its activities. These committee members must be members of the CIPD. Co-opted members may help with ad hoc and operational activities, and would be subject to appointment into substantive roles at the next Annual Meeting.

The National Committee will have co-opted to its members, the Chair of each Regional Committee, up to a maximum of 7.

- 6.2.3 Committee members and officers may be appointed to serve for up to three years. The term of appointment should be decided at the annual meeting at which the appointment is made. Appointments are renewable upon expiry of the initial term, but other than in exceptional circumstances such further terms should be subject to annual renewal and in any event no individual should normally hold the same office for a period in excess of 6 years.

- 6.2.4 Committees should practice appropriate succession planning, and committee members should normally serve for a maximum consecutive period of 9 years. This period may be extended by the period of appointment to officers of Chair or Vice Chair. It is expected that prior to appointment as Chair or Vice Chair a member will have served as a committee member or officer for a minimum period of 2 years.
- 6.2.5 Exceptions to the above (6.2.3, 6.2.4) must be discussed and agreed with the National Committee and thereafter discussed and agreed with CIPD Director in conjunction with CIPD UK.
- 6.2.6 The committee may fill casual vacancies for officers or other committee members resulting from any cause, by co-option of members who are qualified for the relative office. In the case of a co-opted officer, the year in which co-option took place shall not count as year one in calculating the maximum normal term of office.

6.3 National and Regional Committee meetings

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

7 Conduct of Committee, its officers and committee members

- 7.1 The officers and committee members will act in accordance with CIPD guidelines and conduct provisions. As CIPD members, they will at all times operate and promote the standards set down in the CIPD's Code of Professional Conduct.

- 7.2 Members must act with integrity and in a professional manner, and must be seen to be ambassadors for the CIPD at all times. They must not place themselves under an obligation that might influence or be perceived to influence the conduct of their duties, and must declare any potential conflicts of interest to the Director, CIPD Ireland and the Chair. If in doubt as to whether a conflict of interest exists, the Director will refer it to the CIPD's Head Office and liaise with the CIPD Secretary as appropriate.
- 7.3 Committee members are expected to attend committee meetings. The national committee reserves the right to address attendance and conduct issues of committee members. The CIPD Code of Professional Conduct and procedures apply to all CIPD members.

8 Minutes

- 8.1 Minutes of all National Committee meetings shall be recorded and retained by CIPD Ireland, so that there is a proper record of key decisions made. Minutes of Regional Annual Meetings and Regional Committee meetings where the programme and expenditure is agreed or a vote taken shall be recorded and retained by CIPD Ireland, so that there is a proper record of key decisions made.
- 8.2 Minutes shall be circulated and/or accessible online to all officers and members of the relevant committee.

9 Groups

- 9.1 The committee shall be empowered to form or dissolve groups or networks within the area of CIPD Ireland. For example, these may be geographical and/or special interest groups, and include the regional networks.
- 9.1.1 All groups shall be formed and dissolved by resolution of the National Committee, which shall ensure that the group acts within the charitable objects of the CIPD. All activities and proceedings of any group shall be fully and regularly reported to and minuted at all relevant committee(s).
- 9.1.2 Committees and/or groups may also decide to work collaboratively across boundaries, in furtherance of the CIPD's strategic priorities, by establishing a volunteer-led cross-network groups.
- 9.1.3 All cross-group initiatives shall be commenced and ceased by resolution of the relevant cross-regional committee, which shall ensure that the group acts within the charitable objects of the CIPD. All activities and proceedings of any such group shall be fully and regularly reported on and minuted at all relevant national committee(s).
- 9.1.4 All cross-networks must have terms of reference which have been approved by all participating committees, and reported to the CIPD Director.

- 9.1.5 All groups (geographical, special interest and volunteer-led cross-boundary) shall at all times be bound by these terms of reference and ultimately, the Charter and Bye-laws.

10 Dissolution

On dissolution of any region, group or committee, any assets will remain with the CIPD.

11 Dispute

Any dispute as to the interpretation of these terms of reference shall be referred to the Institute Secretary, whose decision shall be final.

These Terms of Reference were approved by the National Annual Meeting of CIPD Ireland on 28 Sept 2017 with a date of implementation of 1 July 2018.