

PRACTICE DIRECTIONS

PRACTICE DIRECTION 1

Appointment of General Councillors

- 1.1 In order to establish the requirements in respect of skills, knowledge and experience within the General Council, a skills audit shall be undertaken whenever a vacancy arises. This should aim to provide a matrix of the competencies currently available within the General Council; identify gaps in the collective experience and expertise and identify competencies likely to be required over the foreseeable future.
- 1.2 The skills matrix will provide the framework for the production of person specifications and role descriptions for the vacancies to be filled.
- 1.3 The General Council will nominate persons to form the Selection Panel including the Chair of General Council, the Chief Executive Officer, suitably qualified and experienced Members and one non-member.
- 1.4 Vacancies will be advertised but it shall be entirely appropriate to also arrange for potential new Trustees to be approached with a view to encouraging them to apply for vacancies.
- 1.5 All prospective Trustees should be provided with an information pack containing:
 - person specification and role description
 - copy of the most recent assessment of performance against the strategic plan
 - major risks currently facing the Institution
 - expected commitment of Trusteestogether with copies of or links to:
 - most recent annual report and accounts
 - statement of the vision, mission and values
 - current strategic plan
 - details of the expenses policy
 - details of Trustee liability insurance.

Trustee Board – Terms of Reference

Purpose

1.6.1 The Trustee Board is responsible for the overall governance, strategic direction and functioning of the CIWM Group as set out in the Royal Charter. The Board is also responsible for ensuring the Institutions activities are compatible with its charitable aims, and that the Institution complies with relevant legislative and regulatory requirements.

Accountability and Reporting

1.6.2.1 The institution is a registered charity and the Trustee Board members are the legal trustees of the Institution. As such, Board members have responsibilities as individuals and collectively, under the charities Act 2005 and are accountable to the Charity Commission.

1.6.2.2 The Board shall report its activities in the Annual Report.

Principal tasks of the Trustee Board

1.6.3 The Board's principle tasks include:

- Ensuring the effective and efficient administration of the Institution and its resources
- Considering and approving the Annual Report and Accounts
- Maintaining sound financial management, ensuring expenditure is in line with the Institutions aims and objectives and that investment activities meet accepted standards and policies
- Taking appropriate professional advice in all matters where there may be a material risk to Institution, or where Board members may be in breach of their duties as Trustees, to ensure that duty of care has been exercised
- Ensuring good governance
- Taking account of the views and advice of the Members' Council to ensure that members views are reflected in the direction and activities of the organisation

- Developing, directing and monitoring plans for the strategic direction of the organisation in conjunction with the Chief Executive
- Approving annual business plans and budgets prepared by the Chief Executive
- Monitoring business performance, financial performance, and the implementation of the strategy on a regular basis, and receiving reports from the Chief Executive on these matters

Membership

1.6.4.1 The Constitution states that the Board shall consist of:

Honorary Officers: President, Senior Vice President, Junior Vice President, Immediate Past President and Honorary Treasurer

Membership: 7 Chartered Members or Fellows in addition to the Honorary Officers

1.6.4.2 Trustees are to be recruited in line with the regulations in the constitution.

Trustees are recruited by open selection based on expertise, experience and skills.

Attendance and frequency of meetings

1.6.5 The Board shall hold regular meetings at least four times per year, for a duration of three hours.

Quorum

1.6.6 The quorum necessary for the transaction of business shall be six members present in person or via teleconference or video conference as stated in the constitution.

Minutes of meetings

1.6.7 Minutes of meetings will be taken and circulated to all board members. These minutes will be kept confidential within the Trustee Board.

Authority

1.6.8.1 The Board is authorised to seek any information it requires from any employee in order to perform its duties.

1.6.8.2 The Board is authorised to obtain, at CIWM's expense, outside legal or other professional advice on any matters as may be required.

Sub-Committees

1.6.9 The Board may form such committees and other subsidiary bodies as it deems necessary to perform its functions and may delegate any of its functions to a committee or subsidiary body.

Chair of CIWM Trustee Board

1.6.10.1 **Position Title:** Chair

Responsible to: The Trustee Board

In addition to the general responsibilities of a trustee, duties of the chair include the following.

- Providing leadership to the board by ensuring that everyone remains focused on the delivery of the organisation's charitable purposes
- Chairing and facilitating board meetings
- Bringing impartiality and objectivity to decision-making
- With the chief executive:
 - Planning the annual cycle of board meetings and AGM
 - Setting agendas for board
- Addressing conflict within the board and within the organisation, and liaising with the chief executive to achieve this
- Liaising with the chief executive to keep an overview of the organisation's affairs and to provide support as appropriate
- Leading the process of supporting and appraising the performance of the chief executive including being responsible for terms and conditions of employment, annual appraisal and salary review
- To maintain regular contact with the Chief Executive
- To deal with any grievances against the Chief Executive or board members in accordance with the organisation's procedures

Appointment:

1.6.10.2 The Chair is elected by the trustee board and serves for a 1-year term. The position of Chair is voluntary, although reasonable expenses will be reimbursed in accordance with the CIWM expenses policy.

PRACTICE DIRECTION 2**Honorary Officers**

- 2.1 A new Junior Vice-President shall be elected by ballot of Members' Representatives as follows:
- 2.1.1 nominations for Junior Vice-President shall be chosen from Fellows and shall be submitted by three General Councillors or a Centre Council signed by both the Chairman and Honorary Centre Secretary, together with the nominee's personal statement, to the Chief Executive Officer by 31 December in each year;
 - 2.1.2 the Chief Executive Officer shall send copies of the personal statement to each Centre Council and advise nominees of the nature of the presentation each will be required to prepare. The presentations may, at the discretion of the Members' Council, be made directly to the Members' Council or produced as video recordings;
 - 2.1.3 the Chief Executive Officer shall make appropriate arrangements for Centre Councils to receive the presentations before the ballot for the election of Junior Vice President takes place. The result of the ballot must be available at a meeting of the General Council before the formal appointment of the Junior Vice President;
 - 2.1.4 if on election as Junior Vice-President, that person occupies a seat on the General Council, the new Junior Vice-President (the "Junior Vice- President Elect") shall continue to hold that seat for the remainder of their term as a General Councillor;
 - 2.1.5 the election process for the appointment of the junior Vice President and for any other elected office may be undertaken electronically provided always that any elector requiring it shall receive a hard copy of the election information.
- 2.2 Should the President, Senior Vice-President, or Junior Vice-President need to withdraw from office for any reason, then the procedures for appointing a replacement shall be as follows:
- 2.2.1 the President in office – the Senior Vice-President will take on the duties of the President forthwith;
 - 2.2.2 the Senior Vice-President – the Junior Vice-President will be appointed to the position of Senior Vice-President forthwith;

- 2.2.3 a new Junior Vice-President shall be elected in accordance with the procedure set out in paragraph 2.1 except so far as the date for the receipt of nominations shall be as soon as reasonably practicable having regard to the circumstances. The elected periods of office to remain unchanged by the early assumption of these roles.
- 2.3 The General Council shall maintain the post of Honorary Treasurer who shall advise the General Council on financial policy in a manner to be agreed with the General Council.
- 2.4 The Honorary Treasurer shall be elected for the term of office set out in Regulation 17.

PRACTICE DIRECTION 3**Appointment of Members' Representatives**

- 3.1 Each Centre shall be entitled to appoint initially one Representative to the Members' Council. (The number of such Representatives may be varied in future by the General Council).
- 3.2 A Centre Representative must be a Chartered Member.
- 3.3 Whilst it is recommended that the Representative is an experienced Centre Councillor, each Centre may decide the method by which it will select the Representative(s). Options available will include:
- appointment by the Centre Council of an existing elected Centre Councillor, including the Chair
 - selection by the Centre Council of a Chartered Member of the Centre
 - election by and from the Centre's Chartered Members either as part of, or in addition to, the normal Centre Council elections.
- 3.4 Centre Representatives, if not elected Centre Councillors, shall be Honorary Officers and thereby *ex-officio* Centre Councillors.
- 3.5 A Centre Representative who is not an elected Centre Councillor may be removed and replaced by the Centre Council.
- 3.6 An alternate Chartered Member may be appointed by the Centre Council to attend any meeting of the Members' Council which the Representative is unable to attend.

PRACTICE DIRECTION 4

Emergency decisions

4.1 The chairman of a committee, together with the vice-chairman or another member of the committee, shall be empowered to make emergency decisions on any matter within the committee's remit, excluding changes to the budget, subject to a report on their action being made to the next meeting of the committee.

PRACTICE DIRECTION 5

Appointment of directors to the Boards of companies limited by shares or limited by guarantee, including the appointment of directors/Trustees to charitable organisations (together the “Relevant Bodies” and “Directors”) where CIWM is the sole Member or shareholder

5.1 All decisions relating to the appointment and/or removal of Directors of all Relevant Bodies where CIWM is the sole shareholder or member shall be made at the sole discretion of the CIWM General Council, and the CIWM General Council shall not be obliged to state any reasons for any decision made.

5.2 The number of Directors of Relevant Bodies shall be an odd number and not less than three and no more than eleven.

5.3 The CIWM General Council may from time to time agree to vary the minimum and maximum number of Directors and will arrange for any such variation to be reflected in the Articles or Constitution of the Relevant Body by means of the resolution type required by those Articles and passed by the company in General Meeting or by such other method as may be appropriate

5.4 The Honorary Treasurer of CIWM shall be *ex officio* a Non-Executive Director or Trustee of each Relevant Body.

5.5 The CIWM General Council will nominate the Chair of the Board of Directors of each Relevant Body, having, if appropriate, taken advice from the Board of that Relevant Body.

5.6 Where the Relevant Body is a company engaged in trading

5.6.1 the Managing Director or Chief Executive shall be an Executive Director and shall be appointed a director contemporaneous with his/her employment as Managing Director or Chief Executive of the Relevant Body and such directorship shall cease upon the termination for whatever cause of that employment.

5.6.2 The Chief Executive Officer of CIWM shall be appointed as a Director of the Relevant Body contemporaneous with his/her employment as CEO of CIWM and such directorship shall cease upon the termination for whatever cause of that employment.

5.7 Where the Relevant Body is a charitable organisation:

5.7.1 The Managing Director or Chief Executive shall, during the term of his/her employment as Managing Director or Chief Executive of the Relevant Body, attend all meetings of the Board of Directors as an Observer.

5.7.2 The Chief Executive Officer of CIWM shall, during the term of his/her employment as CEO of CIWM, attend all meetings of the Board of Directors as an Observer.

5.8 As and when vacancies arise in the Board of Directors of any of the Relevant Bodies, the CIWM General Council shall, giving due notice, establish a process, including an appropriate timetable, to consider suitable persons for appointment as Non-Executive Directors of that Relevant Body as follows:

5.8.1 Either the CIWM General Council shall invite applications from suitably qualified and experienced Members and Fellows (“Members”) of CIWM;

5.8.2 Or the CIWM General Council shall seek recommendations of persons who are not Members of CIWM but who have suitable expertise and shall invite them to apply.

5.8.3 All applications shall be made in writing to the CIWM CEO, accompanied by a curriculum vitae

5.8.4 The CIWM General Council will nominate persons to form the Selection Panel including either the Chairman of the Board of the Relevant Body or the Honorary Treasurer of the CIWM together with up to two others selected from among the CIWM Trustees and the Directors of the Relevant Bodies. Where the current Chair of a Relevant Body is subject to re-selection, another CIWM Trustee shall take their place on the Selection Panel.

5.8.5 All applications shall be considered by the Selection Panel established by the CIWM General Council, which may include a formal interview.

5.8.6 The Selection Panel will make recommendations for appointments to the Boards of the Relevant Bodies to the next meeting of the CIWM General Council for approval by CIWM Trustees.

5.8.7 The appointment of each person approved by the CIWM General Council to be a Non-Executive Director of a Relevant Body will take effect on the date of that General Council meeting.

5.9 The number of Non-Executive Directors who are not Members of CIWM shall always be less than one half of the total number of Non-Executive Directors of the Relevant Body.

5.10 With the exception of the Honorary Treasurer and if relevant, the CIWM CEO appointed under clause 5.6.2 above, Non-Executive Directors shall normally serve on the board of the Relevant Body for three years before retiring but subject to the following provisions:

5.10.1 at every annual general meeting of the Relevant Body a proportion of the Non-Executive Directors will be subject to retirement by rotation as specified either in the Articles of that Relevant Body; or following this requirement - that one third of the Non-Executive Directors is subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one Director who is subject to retirement by rotation he shall retire;

5.10.2 the Non-Executive Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any retiring director shall be eligible for re-appointment under the process described in this Practice Direction.

5.11 A Non-Executive Director of a Relevant Body who ceases to be a Member of the Institution for any reason other than expulsion under Bye Laws 26 or 27 or under the application of any appropriate clause in the articles of association of the Relevant Body

relating to the Disqualification and Removal of Directors will retain their position on the Board for the remainder of the term for which they were originally appointed to the Board provided always that the specified proportion of Non-Executive Directors who are not Members of CIWM is not exceeded.

5.12 The Board of the Relevant Body, with the approval of the CIWM General Council, may appoint a suitable person who is willing to act as a Non-Executive Director of the Relevant Body to fill a casual vacancy provided that the appointment does not cause the number of Directors to exceed either the limit set by the articles of association or constitution thereof or the specified proportion of Directors who are not Members of CIWM. A Director so appointed shall hold office only until the next General Council meeting of the CIWM at which recommendations for appointment as Directors of Relevant Bodies are considered for approval. If not re-appointed, the Director shall retire at this date.

5.13 For the avoidance of doubt, nothing in this Practice Direction shall prevent the application in all respects of clauses in the articles of association of the Relevant Bodies which set out the rights of the shareholders/members in relation to the appointment and/or removal of Directors.

PRACTICE DIRECTION 6**General Council Meetings****Notice and Agenda**

6.1.1 Due notice of General Council meetings shall be given, in writing, by the Chief Executive Officer to all General Councillors, Honorary Centre Secretaries and other Corporate Members who may, on occasions, be summoned or invited to attend. Copies of such notice shall be given to the Institution's solicitor and the Institution's auditors.

6.1.2 Notice shall be deemed to be given if the applicable procedures relating to general meetings of Corporate Members have been observed.

6.1.3 Due notice shall be deemed to be ten clear days in relation to all General Council meetings.

6.1.4 The notice shall give the date, time and place for the proposed meeting.

6.1.5 Notice of a General Council meeting shall be accompanied by an agenda which should state with sufficient fullness the business the meeting is intended to discuss and form decisions upon.

6.1.6 The notice, agenda and reports accompanying it shall be clear, honest and unambiguous.

6.1.7 The Chief Executive Officer shall prepare the agenda in consultation with the chairman and shall include all items considered to be the proper business of the meeting but the ultimate decision as to whether an item should be dealt with or not is the prerogative of the meeting.

Conduct of General Council meetings

6.2.1 All members of the General Council have the right to attend meetings of the General Council.

6.2.2 The General Council may summon any Corporate Member to attend a meeting for a specific purpose or invite others, whether members of the General Council or not, to attend where such attendance will assist the General Council in the execution of their business.

6.2.3 No business shall be transacted at any meeting of the General Council unless at least six General Councilors are present throughout the meeting (either in person or remotely by appropriate electronic audio/visual attendance facilities) or such other quorum as may be determined from time to time.

6.3.1 In the absence of the Chair, the General Councillors present shall elect their own chair.

6.3.2 The chairman shall regulate the conduct of meetings in accordance with the relevant provisions of the Constitution.

Chairman's Authority

6.4 The chair's authority shall comprise the following elements:

6.4.1 to preserve order:

6.4.1.1 not to permit the attendance at the meeting of any person who is not entitled to be there;

6.4.1.2 to decide on adjournment until order can be restored in the event of any disruption or disorder at the meeting;

6.4.1.3 any such adjournment should preferably be for a short period only, such as fifteen minutes;

6.4.1.4 a decision to adjourn a meeting until another day requires a resolution of the meeting.

Chair's Duties

6.5.1 To ensure that the proceedings are properly conducted the chairman should:

6.5.1.1 ensure the meeting starts and finishes on time;

6.5.1.2 ensure that all speeches are addressed to the chair and receive a fair hearing;

6.5.1.3 allow time for speakers to make their point but discourage irrelevancies and prohibit any matters he considers offensive;

6.5.1.4 endeavour to allow everyone who wishes to speak the opportunity to do so;

6.5.1.5 rule on points of order;

6.5.1.6 remain impartial;

6.5.1.7 ensure the meeting always has a motion, amendment or other specific subject matter before it;

6.5.1.8 make certain that before a vote is taken all members of the General Council are clear on the matter at issue;

6.5.1.9 monitor the voting procedure (which, unless the meeting resolves otherwise in exceptional circumstances, shall be by show of hands) and declare whether the motion or amendment has been won or lost;

6.5.1.10 ensure that resolutions are correctly embodied in the minutes before he signs them, usually at the next meeting and on the agreement of those who were present;

6.5.1.11 have powers of adjournment as referred to in paragraph 6.4 hereof; and

6.5.1.12 have a casting vote.

No Confidence Vote

6.6 If a member of the General Council proposes a vote of no confidence in the chairman and this is seconded, the chair has the right to respond. There shall be no other speeches. If the matter is voted upon and goes against the chair, they must, relinquish the chair.

Motion

6.7.1 A motion is a proposition submitted for debate. It should propose definite action and must be seconded before becoming a matter on which a vote must be taken.

6.7.2 A motion can be withdrawn by the mover only with the unanimous consent of the members of the General Council present.

6.7.3 If an amendment has been proposed, the consent of the proposer and seconder of the amendment to the withdrawal of the motion will first be required.

6.7.4 If the motion appears to have the general approval of the meeting, after being seconded, it may be voted upon at one and if carried become a resolution of the meeting.

6.7.5 If contentious, the motion should be debated and the chairman should ensure that all points of view are heard.

6.7.6 No member of the General Council shall be allowed to speak a second time on any motion until every other member of the General Council who wishes to speak has been heard.

6.7.7 The mover of the motion shall have a right of reply at the end of the debate but not to introduce any new matter. The vote will then be taken.

Amendment

6.8.1 An amendment is a proposed alteration in the terms of a motion (or of an amendment already before the meeting). It should take the form of omitting, substituting or inserting certain words in the original motion (or amendment). The amendment must not be a direct negative of the motion (for this result could be achieved by an adverse vote) nor should it be beyond the scope of the original motion. It must be seconded.

6.8.2 An amendment takes priority over the original motion and must be voted upon before the original motion can be put.

6.8.3 The procedure in relation to the amendment is the same as for the original motion.

6.8.4 Should there be several amendments, they must be considered in the order in which they affect the original amendment. If the amendment be lost, the original motion is revived and this is subject to any further amendments until such time as all the amendments have been disposed of.

6.8.5 An amendment may not be proposed to any motion already accepted by the meeting.

6.8.6 A member of the General Council may move only one amendment but may speak on amendments moved by others.

6.8.7 The mover of an amendment does not have the right to reply accorded to the mover of an original motion.

6.8.8 An amendment, proposed and seconded, must be put to the meeting and, if approved, incorporated in the original motion and submitted for approval as a substantive motion. It cannot be withdrawn except with the consent of the meeting.

6.8.9 An amendment to an amendment may be proposed and seconded and a vote taken on whether the first amendment should be amended.

Substantive Motions

6.9 When successful amendments have been incorporated in the original motion, the result is a substantive motion. This must be voted upon. If this is lost (notwithstanding the approval given to the amendment or amendments in the earlier stages) the effect is to dispose of the whole question under discussion.

Termination of Debate

6.10 A debate may be terminated by:

6.10.1 The closure:

6.10.1.1 ‘that the question now be put’, i.e. that discussion should end and a vote be taken forthwith on the matter being considered;

6.10.1.2 it may be moved only by a member of the General Council who has been present throughout the debate and requires to be seconded and voted upon without discussion;

6.10.1.3 if the motion is successful, the member of the General Council who moved the original motion is allowed to reply to the debate. The vote on the original motion (or, as the case may be, a proposed amendment to it) should then be taken.

6.10.1.4 A motion for closure is subject to the discretion of the chair who has a duty to ensure that the subject matter is amply and fairly debated.

6.10.1.5 If a motion for closure is lost, it shall not be raised again.

6.10.2 That the matter lie on the table:

6.10.2.1 when an item before the meeting is one which those General Councillors present do not care to deal with, a formal motion, duly seconded, to the effect that ‘the matter lie on the table’ should be voted upon. If the motion is carried, the meeting should proceed to the next business.

6.10.2.2 The item may appear again in an agenda for a later meeting, but if it is the intention at the first meeting simply to delay discussion until a more suitable time, a motion asking clearly for the deferment of the item until a fixed date is more acceptable.

6.10.3 Reference back:

A matter brought to the General Council by the Members’ Council or another committee or panel should normally recommend a course of action. The General Council are empowered to reject the recommendation and decide on another course but, if time and circumstances allow for it, the matter should invariably be referred back to the reporting committee for their further consideration.

Points of order

6.11 When a member has a genuine doubt about the correctness of the procedure being followed, he may raise ‘a point of order’. The chair shall not allow reference to substantive matters in these circumstances and his judgment as to the correctness or otherwise of the procedure referred to shall have due regard to the Constitution and shall be final.

Ultra vires

6.12 No matter what the size of the majority, the General Council cannot validly transact business which is outside its powers. The powers of the General Council are set out in the Constitution.

Rescission of a Resolution

6.13 A resolution of the General Council, properly arrived at, may be rescinded only by a subsequent resolution of the General Council at a later, duly convened meeting.

PRACTICE DIRECTION 7

Forms of Proxy

7.1 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

‘CHARTERED INSTITUTION OF WASTES MANAGEMENT

APPOINTMENT OF PROXY

This form is only to be used to allow a Proxy:-

either (a) to vote on behalf of a Chartered Member as the proxy thinks fit, or (b) to abstain from voting.

I

.....

(insert full name)

of

.....

(insert registered address)

being a Chartered Member of the above-named Institution, hereby appoint:

Either

- 1. *the President, or failing him, the chair of the meeting;

Or

- 2. *some other person – print their name here:

.....

(*strike out 1 or 2) as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Institution to be held on the day of and at any adjournment thereof.

Dated

Signed

This form of proxy must be deposited at the office of the Chief Executive Officer not less than ninety-six hours before the time stated above as the beginning of the meeting.’

7.2 Where it is desired to afford Chartered Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

‘CHARTERED INSTITUTION OF WASTES MANAGEMENT

APPOINTMENT OF PROXY

This form is only to be used to instruct a Proxy to vote either in favour of, or against, a resolution as indicated on the next page.

I
.....
(insert full name)

of
.....
(insert registered address)

being a chartered Member of the above-named Institution, hereby appoint:-

Either

- 1. *the President, or failing him, the chair of the meeting;

Or

- 2. *some other person – print their name here:
.....

(*strike out 1 or 2) as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Institution to be held on the day of and at any adjournment thereof.

Dated

Signed

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution no 1 *for *against

Resolution no 2 *for *against

(* for each resolution strike out whichever is not desired)

This form of proxy must be deposited at the office of the Chief Executive Officer not less than ninety-six hours before the time stated above as the beginning of the meeting.’

PRACTICE DIRECTION 8

Committees

(Approved by General Council on 27th March 2019 and came into effect on that date.)

8.1. This Practice Direction sets out the membership, roles, and method of governance of the committees of the Institution. Under the terms of the Charter, the business of the Institution is required to be managed by its General Council and in particular General Councillors have duties and responsibilities in respect of the finances of the Institution. General Councillors are also the Trustees of the Charity and are required to act in the best interests of the Charity and in accordance with the, Charity's governing documents. For the purposes of efficient and effective management the General Council may delegate powers to a number of committees, but retains the ultimate responsibility for the management of the Institution as set out in the Charter, Bye-Laws and Regulations

Schedule of Committees/Panels

8.2. Under Bye-Law 63 the General Council shall establish such committees and panels as it deems necessary in pursuance of the Objects and shall define their duties and composition and may delegate powers to them as it prescribes from time to time. The main Committees of the Institution following the adoption of this Practice Direction shall be as follows:

- 8.2.1. Members' Council.
- 8.2.2. Scientific & Technical Committee
- 8.2.3. Audit Committee
- 8.2.4. Corporate Governance & Professional Ethics Committee
- 8.2.5. Constitution Committee

Membership of Committees

8.3. The membership of each Committee, and the method of appointment of those members shall be as follows:

Members' Council

Membership and Terms of Reference

- 1.1. The Members' Council will be the representative body of Members of CIWM. It has four functions:

- a) providing the principal structured two-way communication route between members and Centres on the one hand and Trustees and the senior management team on the other;
 - b) providing advice to Trustees and the senior management team on key professional and strategic policy issues relevant to members of CIWM; and
 - c) facilitating communication between the Centres of CIWM;
 - d) electing the Junior Vice-President.
- 1.2. The Members' Council shall consist of members of CIWM, initially appointed as follows:
 - (a) one member appointed by each regional Centre Council and known as a Members' Representative;
 - (b) the Presidential team which consists of the President, the Senior Vice President, the Junior Vice President and the Past President; and
 - (c) a single representative of the New Members' Network.
 - 1.3. The President or, in their absence, the Senior Vice President or another member of the Presidential team will Chair meetings of the Members' Council.
 - 1.4. The Quorum of the Members' Council shall be a total of 7 members, to include the President, or in their absence a member of the Presidential team and 6 other Member Representatives. In the absence of a quorum being present, the meeting shall continue, but no decisions can be made. Or if known in advance that a quorum will not be present, the meeting will be rescheduled.
 - 1.5. Each member of the Members' Council will have one vote. In the case of a tied vote, the Chair will have a casting vote.
 - 1.6. The Chief Executive Officer (or a suitable senior alternate) will attend the meetings of the Members' Council to support discussions and answer questions. The Chief Executive Officer will not vote at the meetings.
 - 1.7. The Members' Council may invite other appropriate people (including Trustees) to attend to support discussions. People so invited will not be able to vote at the meetings.
 - 1.8. The President will ensure the views of the Members' Council are conveyed to the Trustee Board.
 - 1.9. The Members' Council may set up sub-committees and task and finish groups as required.
 - 1.10. The Members' Council should meet at least three times each year. In the event of a Representative being unable to attend, the Centre Council may appoint an alternate person who will be able to vote at meetings.

- 1.11. Members' Representatives must maintain an adequate working knowledge of the views and aspirations of Members within their respective Centre. It follows therefore that they must attend Centre Council meetings.
- 1.12. The Members Council representatives will be provided at the discretion of the Trustee Board with relevant information that they may reasonably require, from CIWM in order to carry out the role effectively.
- 1.13. At the start of any meeting, all Member Council representatives will declare any actual or potential conflicts of interest that might prevent them from acting impartially and in the best interests of the Members Council. Having declared such interest, the Members Council representative/s shall not be permitted to vote on any matter in which they are conflicted.
- 1.14. The Members' Council will provide an annual report each year for presentation to Members at each Centre AGM.
- 1.15. Minutes at each Members' Council meeting will be taken and agreed at the following meeting. Minutes will be circulated in a timely manner.
- 1.16. Meetings will be held at least 4 weeks before a trustee Board meeting.

Scientific & Technical Committee

The membership of the Scientific & Technical Committee shall comprise:

- a) one corporate member from each Centre of the Institution, and
- b) other persons co-opted annually, who will be members of the Institution but need not be chartered members, the number of such co-opted persons shall not exceed one less than the number of elected corporate members on the Committee.

8.3.1. The members of each Committee shall comply with the following:

- i) the Chartered Member representatives on the Committee shall be appointed after a process of nomination and election by all the Chartered Members in the Centre, following a call for nominations by the Chief Executive Officer. They shall not necessarily be members of the Centre Council. Such appointments shall be made every three years.
- ii) co-opted members of the Committee shall have voting rights but shall not be eligible to be elected Chair or Vice-Chair of the Committee.
- iii) all members of the Committee shall be expected to have specific skills and expertise in the area of the Committee's work;
- iv) the Committee may invite representatives from other bodies to attend meetings, but such representatives shall not be entitled to vote on any matters;

v) the elected Chartered Members of the Committee shall elect annually from amongst themselves a Chair and a Vice Chair following a call for nominations by the Chief Executive Officer.

vi) the General Council may from time to time reserve certain matters to be voted upon by the elected Chartered Members of the Committee only.

vii) members of Committees are required to report the activities of their Committees to the meetings of their Centre Council.

Audit Committee

8.3.2. The membership of the Audit Committee shall comprise the following

a) an independent Chair appointed for a period of three years by the General Council, who shall be a Chartered Accountant. The Chair shall be independent of the CIWM, its subsidiary companies and any of its professional advisers;

b) two General Councillors elected by and from the General Councillors. Their term of office shall be for a period of three years following which they shall be eligible for re-election; with the proviso that their term of office shall cease immediately upon the termination of their appointment as a General Councillor;

c) at least two other Fellows or Chartered Members of the Institution not otherwise being a General Councillor, appointed by the General Council. Their term of office shall be for a period of three years following which they shall be eligible for re-appointment.

8.3.3. The Honorary Treasurer of CIWM, the Chief Executive Officer of CIWM, the Group Financial Controller, the Chief Executive Officer or Managing Director of any subsidiary companies and a representative of the external auditors may attend meetings of the Audit Committee by invitation of the Chair, but shall not be entitled to vote on any matter.

Corporate Governance & Professional Ethics Committee

8.3.4. The membership of the Corporate Governance & Professional Ethics Committee shall comprise the following:

a) an independent Chair

b) who shall be a senior lawyer, not necessarily a member of the Institution, and not otherwise a General Councillor, appointed for a period of three years by the General Council;

c) two General Councillors elected annually by and from the General Councillors;

d) two other Fellows or Chartered Members of the Institution not otherwise being a General Councillor, appointed annually by the General Council.

Constitution Committee

8.3.5. The Constitution Committee shall be set up as and when determined appropriate by the General Council to monitor and review the Constitution and ensure that it is appropriate for the Institution's purposes.

Roles and Responsibilities of Committees

8.4. The terms of reference of the Committees shall be as follows:

Scientific & Technical Committee

8.4.1. The role of the Scientific and Technical Committee is to develop technical policy for the Institution. It shall promote best practice and provide a forum for the discussion and development of waste and environmental issues.

8.4.2. The committee will actively promote its technical policies through liaison with other bodies in the sector and through other CIWM committees. Working with CIWM's subsidiary companies the committee and staff will develop programmes for conferences, seminars and workshops as well as contribute to all technical publications, guidelines and best practice documents.

8.4.3. It shall establish working groups and special interest groups to discuss and report on areas of topical interest as well as respond to appropriate consultations and draft legislation. In order to promote the Institution internationally CIWM will be the national member to ISWA, the International Solid Waste Association and appropriate persons will be nominated to represent CIWM in technical committees overseas.

Audit Committee

8.4.4. The role of the Audit Committee is to monitor the integrity of the financial statements; to review the internal financial controls; to review and make

recommendations in relation to the governance of the financial management of the Institution; to review the internal control and risk management systems; to make recommendations to the General Council of CIWM in relation to the appointment of the external auditor and to review and comment on the remuneration and terms of engagement of the external auditor; to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, and to develop and implement policy on the engagement of the external auditor to supply non-audit services. In doing so it will have the power to investigate any activity within its terms of reference, seek any information that it requires from any employee of CIWM, and to obtain outside legal or other independent professional advice. It will report at least annually to the General Council of CIWM.

Corporate Governance & Professional Ethics Committee

8.4.5. The Corporate Governance & Professional Ethics Committee shall ensure that the governance of CIWM complies with the appropriate standards for a company incorporated by a Royal Charter and a registered Charity and from time to time shall be required to review proposals from other Committees to change the Institution's constitutional documents (the Charter, Bye-Laws, Regulations and Practice Directions) and make such recommendations to the General Council of CIWM for change as it deems appropriate. It is also responsible for the operation of CIWM's Code of Professional Conduct and all Disciplinary actions invoked under the Code.

Constitution Committee

8.4.6. The Constitution Committee is responsible for monitoring and reviewing the constitution of the Institution as amended in June 2004.

Governance of Committees

8.5. All Committees established from time to time by CIWM shall be governed as follows:

8.5.1. The Chairman and Vice-Chairman of each such Committee shall be elected as set out above, or by such other method as the General Council shall from time to time determine;

8.5.2. Committees shall meet as and when required to effectively carry out their roles and responsibilities, and the Chief Executive Officer shall give committee members at least seven days' notice of such meetings;

8.5.3. The Chair, or their nominated alternate, shall report on the business of the committee to the General Council as required;

8.5.4. A resolution signed by a majority of committee members shall be as valid and effectual as if it had been passed at a meeting of the committee; such resolutions may be approved by either physical or electronic means.

8.5.5. No business shall be conducted at any meeting of a committee referred to in section 8.1 hereof unless a quorum of three is present throughout the meeting (either in person or remotely by appropriate electronic attendance facilities) excluding co-opted members.

8.5.6. The delegated powers of each committee referred to in section 8.2 hereof are:

a) to implement the approved objectives and programme of work within its remit as set out in CIWM's strategic plan and in accordance with budget provision;

b) to form such working parties, panels or sub-committees as may be necessary to conduct its business provided always that a committee may not delegate its powers to such working parties, panels or sub-committees without the approval of the General Council;

c) to comply with such terms of reference and criteria as are determined by the General Council of CIWM from time to time in relation to the activities and workings of committees, sub-committees, panels and working parties notwithstanding the nature and form of such terms of reference and criteria which shall be deemed to be binding on such committees, sub-committees, panels and working parties.

PRACTICE DIRECTION 9

Trustees (& Others) Interests –Introduction

Role of Trustees

9.1 The Chartered Institution (CIWM) is governed by its Royal Charter, Bye-Laws, Regulations and Practice Directions, under which it is liable to the Privy Council. CIWM is registered as a Charity under the Charities Acts and is regulated by the Charity Commissions of the United Kingdom and other territories. The Trustees, as General Councillors are responsible, among other matters, for ensuring that the income of CIWM is applied “solely towards the promotion of the Objects”, and cannot generally be paid to Members, except in certain defined circumstances.

Charity Law

9.2 Charity Law states that trustees cannot receive any benefit from their charity in return for any service they provide to it, unless they have express legal authority to do so. In the case of CIWM, this legal authority comes from the Constitutional Documents, mainly clause 5 of the Charter, which allows members to be remunerated for specialist or professional services actually rendered to CIWM. “Benefit” is any perceived benefit, including any property, goods or services which have a monetary value, as well as money.

Commissioners’ guidance for Trustees in respect of conflict of interest

9.3 The guidance from the Charity Commission is that a trustee should not receive any benefit from his or her charity without explicit authorisation, based on the principle that trustees should not be subject to any conflict between their duties to their charity and their personal interests, unless the possibility of personal benefit which gives rise to that conflict is transparent. The Commission suggest that transparency is achieved by requiring explicit authorisation of the benefit, and by ensuring that any personal conflict of interest is properly and openly managed.

Purpose of Practice Direction

9.5 The purpose of this Practice Direction is to:

(a) set out that the transparency required by the Charity Commission is achieved through the adoption of a Conflicts of Interest policy which applies to CIWM and its subsidiary companies;

(b) provide that the Conflicts of Interest policy applies to all Trustees, and to all other members of CIWM committees, panels and boards of whatever constitution, including its subsidiary companies, whether they be members of CIWM or non-members of CIWM; and

(c) (was 9.10.3) provide that it is the duty of all Trustees, staff and others, including chairs of committees, to take all appropriate steps to avoid any risk or suggestion of impropriety in the conduct of CIWM and its affairs.

Conflicts of Interest policy

9.6 This policy incorporates CIWM's requirements in respect of all matters relating to the disclosure and recording of conflicts of interest and actions to be taken to manage them, including:

(a) imposing a duty on all members and others to declare any interests and to complete (and maintain) the Declaration of Interests form; and

(b) setting the level for the reporting of any gifts or hospitality received at £25;

9.7 The Chair of all Committees, Panels, Boards of whatever constitution shall remind all those attending before every meeting of the need to keep these Declarations up to date.

9.8 The Conflicts of Interest policy and forms for declaring interests and recording gifts and hospitality received are available on CIWM's website and from CIWM's Chief Executive, the Company Secretary or the senior member of staff of any of its subsidiary companies.

Declaration for Agendas

9.9 All Agendas for meetings of Council and Committees of CIWM and its

subsidiary companies should carry a statement in the following form:- *The attention of members of the Committee is drawn to the requirements in respect of conflicts of interests (as detailed in Regulations Part V and the CIWM Group Conflicts of Interest policy) and should any member declare an interest, that declaration, and any action resulting there from will be recorded in the Minutes.*

It is Trustees individual responsibility to utilise to their best advantage the training and resources material available either through CIWM or other sources to keep up-to-date with developments in charity matters. It is also Trustees individual responsibility to ensure that their key Corporate Governance returns are kept up-to-date, by informing CIWM HQ in writing of any changes. These include:

- *Register of Interests,*
- *Fit and Proper persons status,*
- *and details of any Gifts/Hospitality received.*

Procedure at Committee Meetings

9.10 At the commencement of each meeting the Chair shall draw the attention of members to the requirements of this Practice Direction and the need for members to consider their position should there be any such conflict of interest. Should any member declare an interest, that declaration and any action resulting therefrom shall be recorded in the Minutes of the meeting.

Recording of Decisions taken leading to remuneration of Trustees & others with an interest

9.11 A written record shall be kept of all decisions made by CIWM, or its committees, panels or boards, or any of its subsidiaries, and the justification thereof, to award work to any Trustee or other associated person, resulting either directly or indirectly in remuneration for specific services.

PRACTICE DIRECTION 10**Guidance on the use of Bye-Law 22**

This guidance is intended to highlight those matters which ought to be taken into account when considering the use of Bye-Law 22 and to remove any possibility of misunderstanding over the term serious criminal offence. The term has existed in the constitution at least since the version written prior to the grant of the Royal Charter in 2002. Misunderstanding could occur because the Serious Crime Act of 2007 has since defined serious offences and lists 13 categories, one of which covers environmental offences. The purpose of this Guidance is to confirm that there is no direct relationship between a serious criminal offence for the purposes of the Constitution and a serious offence as defined by the Serious Crime Act. This is necessary to ensure that it is not possible for a member to cite the Serious Crime Act in any defence against action taken or proposed to be taken by CIWM.

For the purpose of Bye-Law 22 a serious criminal offence is one for which, in the judgement of Trustees, a conviction provides conclusive evidence of conduct that is so clearly not in accordance with the Professional Conduct Regulations that the use of the Disciplinary Procedure is not necessary and the member should be expelled from CIWM forthwith.

In the event that Trustees decide in any particular case that the offence is not sufficiently serious and that the convicted member should not be expelled or if the Trustees have any doubt whatsoever, the case must be referred for consideration under provisions of CIWM's Disciplinary Procedure.

PRACTICE DIRECTION 11

Annual General Meetings

- 11.1 Attendance at the Annual General Meeting of any centre can be either in person or remotely by appropriate audio/visual attendance facilities.
- 11.2 Attendance at the Annual General Meeting of CIWM can be either in person or remotely by appropriate audio/visual attendance facilities.