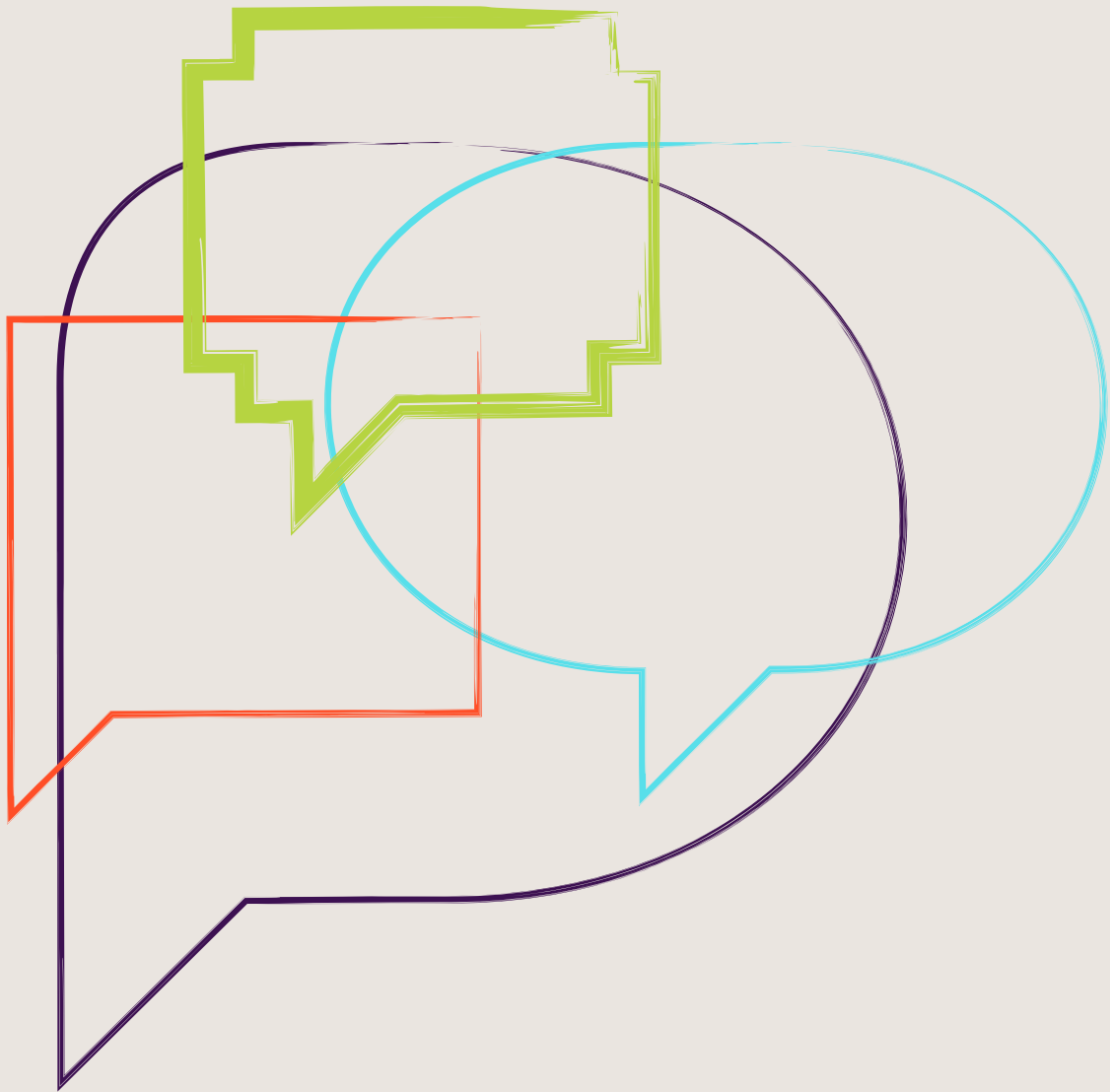


CIPD



Regulations

The Regulations of The Chartered Institute of Personnel and Development (CIPD), also referred to as the Institute.

Subject to the provisions of the Charter and the Byelaws, the Board may make, revoke, amend or add to such Regulations as it considers necessary or desirable for the purpose of carrying out the objects of the Institute and shall specify when such Regulations are to come into effect.

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Expressions referring to writing shall refer (to the extent permissible by law) to a legible document on paper including electronic mail that is capable of being reproduced in paper form; and

A person is present at any meeting held for the purposes of these Regulations if they attend in person or participate in the meeting by means of electronic facilities and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting; and

References to meeting places include physical locations, electronic facilities, and a mixture of the two; and

References to electronic facilities include any form of electronic facility designed to facilitate communication, including, but not limited to, online video conferencing platforms and other tools that facilitate instantaneous virtual communication for meetings; and

References to statutory provisions shall be construed as references to those provisions as amended or re-enacted from time to time.

GENERAL MEETINGS

The Institute shall in each year hold an Annual General Meeting in addition to any other meetings held in that year and shall specify the meeting as such on notices calling it. All General Meetings other than Annual General Meetings shall be called General Meetings.

1 Proceedings at General Meetings

- 1.1 If, within 15 minutes of the time appointed for the holding of a general meeting, the quorum of 30 Chartered members (Chartered Companions, Chartered Fellows, Chartered Members) is not present, the meeting shall stand adjourned to the same day in the fourth week thereafter (or, if that day is not a working day, the next working day) at the same time and place or to such other time and place as the Board may determine. If, at the adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the meeting, the Chartered members present shall be a quorum.
- 1.2 The Chair or Vice-Chair/Senior Independent Director (SID), or their nominee who is an Elected Board Member, shall preside as Chair at every general meeting, but if none of these is present and willing to preside within 15 minutes after the time appointed for holding the meeting, the Chartered members present shall choose a Chartered member to preside.
- 1.3 The Board may, if it sees fit, permit non-voting members of the Institute to attend general meetings of the Institute and, with the permission of the Chair of the meeting, to speak, but not to vote.
- 1.4 The Chair of the meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business that might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, at least seven clear days' notice shall be given to Chartered members specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Except as described above, it shall not be necessary to give notice of an adjournment.
- 1.5 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded:
 - by the Chair of the meeting; or
 - by at least one-third of the Chartered members present and having the right to vote at the meeting.

A demand by a person as proxy for a Chartered member will be the same as a demand by the Chartered member themselves.

Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect is made in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chair of the meeting. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 1.6 A poll should be taken as the Chair of the meeting directs and the Chair may appoint scrutineers (who need not be Chartered members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 1.7 In the case of an equal number of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 1.8 A poll demanded on the election of the Chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at a time and place as directed by the Chair of the meeting, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. No notice needs to be given of a poll not taken immediately if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given, specifying the time and place at which the poll is to be taken.
- 1.9 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise for any want of qualification in any of the persons present or voting at that meeting.

2 Voting at General Meetings

- 2.1 On a show of hands every Chartered member present in person shall have one vote. On a poll, every Chartered member present in person or by proxy shall have one vote.
- 2.2 No Chartered member shall be entitled to vote at any general meeting unless all monies presently payable to the Institute by the Chartered member have been paid.
- 2.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
- 2.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or such other form as may be approved from time to time by the Board or as near thereto as circumstances allow:

The Chartered Institute of Personnel and Development

I,.....

of.....

being a Chartered Member of the Institute

hereby appoint.....

of.....

or failing him/her.....

of.....

as my proxy to vote on my behalf at the (Annual or adjourned, as the meeting may be) General Meeting of the Institute to be held on the ... day of ... , 20 ... , and at any adjournment thereof.

This form is to be used in favour of/against* the Resolution (if more than one resolution specify how the form is to be used in respect of each resolution).

Unless otherwise instructed the proxy will vote as they think fit.

Signed this ... day of ... 20 ...

*Delete whichever is not desired

- 2.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
 - 2.5.1 be deposited at the office or at such other place within the United Kingdom as specified in the notice convening the meeting or in any instrument or proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument propose to vote; or
 - 2.5.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as described above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - 2.5.3 where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair of the meeting or to the Director of Legal and Governance or to any member of the Board. An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 2.6 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institute at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is taken or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

TERMS OF REFERENCE FOR THE BOARD OF TRUSTEES

1 Purpose

- 1.1 The CIPD Board has authority under its Charter and Byelaws to exercise all the powers of the organisation. This includes oversight of the overall management and administration of the charity.

2 Composition

- 2.1 The composition of the Board is set out in the Charter and Byelaws and shall consist of no more than 12 persons as follows:
- The Chair of the Board
 - The Treasurer
 - The Chief Executive
 - Up to nine elected Board members, one of whom may be appointed Vice-Chair of the Board. The Vice-Chair will also be the Senior Independent Director (SID) unless the Board determines otherwise.
- 2.2 Board members are appointed as set out in the Charter and Byelaws and are charity trustees with the associated legal responsibilities.
- 2.3 Board members who are not directly employed by the CIPD are also known as Non-Executive Directors (NEDs).

3 Role

- 3.1 The role of the Board is to:
- set the broad strategic framework and budget for the CIPD
 - satisfy itself that the organisation's activities are in accordance with the strategic framework
 - assure itself of the capability and capacity of the executive to deliver the strategy and meet the CIPD's objectives
 - ensure good governance – compliance with its Charter and Byelaws, Charity Commission, and other legal and regulatory requirements
 - review and monitor the operational and financial performance of the organisation
 - approve the risk appetite and management framework, monitor corporate risks and the effectiveness of risk management and control systems.

4 Duties

- 4.1 Board members have a general duty as trustees to:
- ensure that the Board acts within its powers
 - promote the success of the company
 - exercise independent judgment
 - exercise reasonable care, skill and diligence
 - avoid conflicts of interest
 - not accept benefit from third parties
 - declare any interest in a proposed transaction.

- 4.2 The Board must exercise its judgment in good faith paying due care, having obtained advice and information from the Chief Executive, Senior Leadership Team (SLT), and external professional advisers, as necessary.

5 Delegation

- 5.1 The Board may delegate certain functions, which are not matters reserved to it, to subcommittees, Council or to the Chief Executive and SLT.
- 5.2 The subcommittees of the Board are the:
- Audit and Risk Committee
 - People, Culture and Remuneration Committee
 - Investment Committee
 - Professional Standards Committee.
- 5.3 The Board should ensure that its subcommittees have sufficient resources to undertake their duties. The Chair will recommend composition of the subcommittees for agreement by the Board.
- 5.4 Subcommittees will provide regular reports and updates to the Board.

6 Board Champions

- 6.1 The Board may nominate champions to advocate for and work closely on specific areas of organisational activity and act as a conduit between the Board and those areas. Legal responsibility will remain with the Board and the role of a champion will not diminish that of the Chair or the full Board. Fellow Board members must continue to question and challenge as appropriate as all Board members have an individual duty to participate actively in decision-making.

7 Meetings and quorum

- 7.1 Formal Board meetings will normally take place every two months and will be Chaired by the Chair of the Board. Where the Chair is absent, the Vice-Chair will take on this role and if they are also absent, those present will agree one of their number to Chair the meeting.
- 7.2 The Board may also hold an annual strategic development session.
- 7.3 Extraordinary meetings may be convened to address urgent matters, at the Chair's discretion.
- 7.4 Meetings may be attended in person or remotely provided that all members are able to participate fully. The quorum for a Board meeting is one third of its members attending in person or remotely.
- 7.5 In addition to the NEDs and the CEO, the Director of Legal and Governance shall normally attend meetings of the Board in their capacity as Institute Secretary. Other SLT members and staff may attend at the invitation of the Chair to contribute to specific agenda items.
- 7.6 Board papers shall normally be circulated not less than seven days before each meeting. Each meeting will be provided with the following information at a minimum:
- A strategic update from the CEO.
 - A current copy of the CIPD's corporate risk register.
 - Reports from Chairs of subcommittees that have met between Board meetings.

- 7.7 In addition, the Board will be provided with a quarterly report summarising performance against the agreed business plan and financial position against forecast and budget.
- 7.8 Decisions will primarily be taken by consensus. Where a vote is held decisions will be made by a simple majority with the Chair of the meeting having the casting vote in the event of a tie.
- 7.9 There shall be a written record of each meeting. Draft minutes will be circulated to Board members as soon as possible and will be formally agreed at the subsequent Board meeting.
- 7.10 A written resolution agreed by 75% of the Board shall be valid where decisions are required outside of formal meetings.

8 Review

- 8.1 The Board will undertake regular reviews of its own performance and effectiveness, including of its subcommittees. The reviews will normally use the Large Charity Governance Code with externally facilitated reviews undertaken every third year.
- 8.2 The Chair of the Board will undertake a formal annual review with each Board member. The Vice-Chair will facilitate feedback on the performance of the Chair from other NEDs as part of the annual review of the Chair.
- 8.3 These terms of reference will be reviewed by the Board annually.

Last approved by the Board July 2025

TERMS OF REFERENCE FOR THE AUDIT AND RISK COMMITTEE

1 Purpose

The purpose of the Audit and Risk Committee is to ensure that the Institute operates effective processes of financial reporting and related internal controls, risk management and compliance frameworks, on behalf of the Board.

2 Roles and responsibilities

The roles and responsibilities of the Audit and Risk Committee shall be:

2.1 Financial statements

2.1.1 To monitor the integrity of the financial statements of the Institute, reviewing significant financial reporting and judgements contained in them, including:

- the consistency and application of accounting policies both on a year-to-year basis and across the group
- decisions requiring a major element of judgement
- the extent to which the financial statements are affected by any unusual transactions
- clarity of disclosures
- significant adjustments resulting from the audit
- going concern assumptions
- compliance with accounting standards and charity Statement of Recommended Practice (SORP)
- compliance with legal requirements.

2.1.2 To review the draft Annual Report and Accounts prior to Board approval.

2.2 Risk management and internal control

2.2.1 To review the Institute's overall risk management framework, including its risk policy and appetite statement, making recommendations for endorsement by the Board.

2.2.2 To review the Institute's internal control systems, including the policy and processes for the identification, assessment, management and monitoring of risks as part of the overall risk management framework, providing assurance and making recommendations for endorsement by the Board.

2.2.3 To understand and oversee the full range of risks faced by the organisation and ensure the effective use of its corporate risk register.

2.3 External audit

2.3.1 To make recommendations to the Board in relation to the appointment, remuneration and terms of engagement of the external auditor. This shall include any matters regarding resignation or dismissal.

2.3.2 To ensure that key partners within the appointed firm are rotated periodically as deemed appropriate by the Audit and Risk Committee.

- 2.3.3 To keep the relationship with the auditors under review and to monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant UK professional and regulatory requirements. This shall include discussion with the external auditors concerning such issues as compliance with accounting standards and any proposal the external auditors have made in respect of the company's internal auditing practices.
- 2.3.4 To make decisions on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
- 2.3.5 To meet with the external auditors without management present at least once a year, normally post-audit at the reporting stage, and ensure that any auditor's management letters and management responses are reviewed.
- 2.3.6 To review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee.
- 2.4 Internal audit
 - 2.4.1 To approve the appointment or termination of the internal auditors.
 - 2.4.2 To approve, review and monitor internal audit plans and programmes, ensuring they are aligned with the key risks to the Institute's business, and to receive a summary of internal audit recommendations and any actions taken for consideration. Internal audit reports will be sent to the Director of Legal and Governance, who manages the function on behalf of the Chief Executive.
 - 2.4.3 The internal auditors have right of access to the Treasurer as Chair of the Audit and Risk Committee and to the Chair of the Board (and vice versa).
 - 2.4.4 To undertake an annual assessment of the effectiveness of the internal audit function.
- 2.5 Compliance policies
 - 2.5.1 To consider and approve relevant compliance policies.
 - 2.5.2 To review the Institute's systems and controls for the prevention, detection, and management of bribery and fraud in accordance with the Institute's relevant policies.
 - 2.5.3 To ensure that adequate arrangements are in place to allow members of the public to raise complaints about alleged employee malpractice and to be available to review and advise on any serious cases.

3 Authority and resources

- 3.1 The Audit and Risk Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Audit and Risk Committee.
- 3.2 The Audit and Risk Committee is authorised by the Board to obtain outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant expertise and experience if necessary.
- 3.3 The Board shall ensure that the Audit and Risk Committee is provided with sufficient resources to undertake its duties.

4 Membership

- 4.1 The Audit and Risk Committee shall consist of four Non-Executive members of the Board, to include the Treasurer, who shall be Chair of the committee. The Chair of the Board shall not be a member of the committee.
- 4.2 Members of the committee shall be appointed by the Board on the recommendation of the Board Chair. They shall normally hold office for three years, provided they remain on the Board for the duration of this period.
- 4.3 In appointing members, the Board should ensure that the members of the Audit and Risk Committee collectively have the necessary financial, business, reporting, auditing and governance expertise to fulfil their responsibilities diligently, calling on external expertise as necessary (see paragraph 3.2).
- 4.4 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the Audit and Risk Committee.

5 Meetings and quorum

- 5.1 Meetings shall be held at least four times a year. The external auditors may request an additional meeting if they consider it necessary, as may any three members of the Audit and Risk Committee or the Treasurer.
- 5.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 5.3 A quorum shall be the majority of the committee's members, including the Treasurer or their nominee, who must be a member of the Board.
- 5.4 The Chief Executive, Director of Legal and Governance and Director of Finance shall normally be invited to attend meetings. Representatives of the external and internal auditors may be invited to attend when required, by invitation of the committee Chair.
- 5.5 The committee should meet with the external auditors without management present as appropriate.

6 Reporting

- 6.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit, and provide copies of any minutes which have been approved by the committee.

- 6.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the Audit and Risk Committee.
- 6.3 The Treasurer or their nominee will normally present the annual accounts and deal with questions at the Annual General Meeting concerning the activities of the Audit and Risk Committee.
- 6.4 These terms of reference will be reviewed by the committee and approved by the Board annually.

Last reviewed by the Committee	June 2025
Last approved by the Board	July 2025

TERMS OF REFERENCE FOR THE PEOPLE, CULTURE AND REMUNERATION COMMITTEE

1 Purpose

The purpose of the People, Culture and Remuneration Committee (PCRC) is to oversee the CIPD's approach to its culture and people (Non-Executive Directors and employees) ensuring robust leadership, appropriate culture, and values to support the organisation in fulfilling its objectives.

2 Roles and responsibilities

2.1 Employees

- 2.1.1 to provide oversight and assurance that the people strategy, culture, and operating model for the CIPD are appropriate to meet the strategic goals of the Institute.
- 2.1.2 to approve the overall reward principles and framework of the CIPD, including pay and benefits, to enable the organisation to attract and retain the people it needs in support of its purpose and strategy.
- 2.1.3 to approve the design of any performance-related pay scheme implemented by the CIPD and, if appropriate, any bonuses payable to members of the Senior Leadership Team under the terms of any schemes.
- 2.1.4 to ensure all provisions regarding disclosure of remuneration including pensions are fulfilled.
- 2.1.5 to keep succession planning for the CIPD Chief Executive under review and take responsibility for the process of recruiting a new Chief Executive when a vacancy arises, subject to specific authority being given by the Board when this responsibility is exercised.
- 2.1.6 to agree the Chief Executive's objectives and input to the management of their performance by the Board Chair.
- 2.1.7 to review and approve the appointment of Directors to the Senior Leadership Team and other business critical roles as proposed by the Chief Executive.
- 2.1.8 together with the Chief Executive, to keep succession planning for the Senior Leadership Team and any other critical roles (as proposed by the CEO) under review.
- 2.1.9 to determine, monitor and review the remuneration and contractual conditions of the Chief Executive and Senior Leadership Team, ensuring that where applicable any termination terms are fair to the individual and the CIPD.
- 2.1.10 to review individual Directors' contributions to the overall performance and success of the CIPD with the Chief Executive, ensuring these are key considerations in the structure and level of pay awarded.
- 2.1.11 to monitor and review all issues relating to the organisational culture and values of the CIPD, drawing as necessary on data and narrative insights from the People and Transformation directorate, to ensure that the culture of the CIPD and wellbeing of CIPD people are consistent with the long-term strategy and purpose.

- 2.1.12 to ensure that there are adequate speak up (whistleblowing) arrangements that allow staff, contractors, trainees and other workers to raise concerns confidentially about any aspect of CIPD's operations. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action in accordance with the Institute's Speak Up (whistleblowing) Policy.
- 2.1.13 to monitor and review the Equality, Diversity, and Inclusion (EDI) strategy and plans ensuring that they are embedded within all areas of the organisation's activity.
- 2.1.14 to review and approve the People section of the CIPD Annual Report and narrative for the annual gender and ethnicity pay reports.
- 2.2 Non-Executive Directors/Trustees
 - 2.2.1 To provide oversight and assurance that the Board is comprised of Members who have the appropriate skills and experience to support the organisation in meeting its strategic goals.
 - 2.2.2 To regularly review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the Board and make recommendations to the Board regarding any changes.
 - 2.2.3 To consider succession planning for the Board and the skills and expertise needed on the Board in the future.
 - 2.2.4 To re-evaluate the balance of skills, knowledge and experience and diversity on the Board when vacancies arise, and in the light of this evaluation, approve a description of the role and capabilities required for appointments.
 - 2.2.5 To be responsible for overseeing the recruitment and nomination for the approval of Council (via the Board), of candidates to fill Board vacancies as and when they arise using formal, rigorous, and transparent procedures.
 - 2.2.6 To be responsible for overseeing the recruitment and nomination for the approval by the Council (via the Board) of candidates to fill the office of President and when Board vacancies arise, using formal, rigorous, and transparent procedures.
 - 2.2.7 To consider and approve Directors of CIPD's subsidiaries.
 - 2.2.8 To consider potential and actual conflicts of interests of current Board members and make recommendations to the Board.
 - 2.2.9 To review the principles for specific Board roles, including Board champions.

3 Membership and attendance

- 3.1 The committee shall consist of four Non-Executive Directors, including the Board Chair. One of the Board members shall be the committee Chair. The committee shall also have an employee representative member.
- 3.2 The Board shall appoint members of the committee on the recommendation of the Board Chair. Members shall normally hold office for up to three years with the option to be re-appointed for a further three-year term, provided they remain on the Board for the duration of this period. Non-Board members shall serve on the committee for a maximum of two three-year terms and the employee representative will hold office for a two-year term. At the Chair's discretion, the employee representative may be required to be absent for certain discussions.
- 3.3 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the PCRC, though at the discretion of the Chair, they will not be present for certain discussions.
- 3.4 The Chief Executive and People and Change Director shall normally attend meetings but will not be present for certain discussions at the discretion of the Chair.
- 3.5 The committee may determine what external professional advice is required. External advisers may be invited to attend all or part of any meeting.

4 Meetings and quorum

- 4.1 The committee shall meet at least four times a year.
- 4.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 4.3 A quorum shall be the majority of the committee's members.

5 Reporting

- 5.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit.
- 5.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the PCRC.
- 5.3 These terms of reference will be reviewed by the committee and approved by the Board annually.

Last reviewed by the Committee June 2025

Last approved by the Board July 2025

TERMS OF REFERENCE FOR THE INVESTMENT COMMITTEE

1 Purpose

The purpose of the Investment Committee (IC) is to establish and maintain an investment policy, approve the appointment of a financial expert or other professional investment advisor, and report on the performance of investments and the implementation of the CIPD's investment policy, on behalf of the Board.

2 Roles and responsibilities

- 2.1 The IC has delegated authority from the Board to:
 - 2.1.1 recommend changes to the CIPD's investment policy for Board approval
 - 2.1.2 recommend to the Board suitable benchmarks to measure fund and portfolio performance
 - 2.1.3 recommend to the Board the appointment or termination of any financial experts and/or professional investment advisor
 - 2.1.4 agree the scope of services of any appointed financial expert or investment advisor
 - 2.1.5 agree the fees of any appointed financial expert or investment advisor
 - 2.1.6 approve the selection of investment managers and funds in line with the CIPD's Investment Policy
 - 2.1.7 approve fund subscription and redemption decisions for execution as set out in CIPD's Financial Approvals document.
- 2.2 The IC will:
 - 2.2.1 receive reports and take advice from any financial expert or professional investment advisor
 - 2.2.2 monitor any significant changes in manager, fund ownership, structure, personnel, fund investment philosophy or scope
 - 2.2.3 regularly monitor the actual asset allocation relative to the investment policy targets of the CIPD's investment portfolio, and its performance relative to benchmarks
 - 2.2.4 monitor currency exposure and liquidity of the CIPD's investment portfolio to ensure compliance with its Investment Policy.

3 Membership and attendance

- 3.1 The committee shall consist of four Non-Executive Directors, one of whom will be the Treasurer.

The Board shall appoint members of the committee on the recommendation of the Board Chair. Members shall normally hold office for up to three years with the option to be re-appointed for a further three-year term, provided they remain on the Board for the duration of this period. Any non-Board members co-opted onto the committee shall serve for a maximum of two three-year terms.
- 3.2 The Chief Executive and Finance Director shall normally attend meetings of the committee along with any financial experts/advisors.
- 3.3 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the IC.
- 3.4 the committee may determine what external professional advice is required. External advisers may be invited to attend all or part of any meeting.

4 Meetings and quorum

- 4.1 The committee shall meet at least twice a year.
- 4.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 4.3 A quorum shall be a majority of members, including the Treasurer.

5 Reporting

- 5.1 The committee Chair or their nominee shall provide a verbal briefing to the meeting of the Board immediately after each meeting of the committee, making recommendations as appropriate on any area within its remit.
- 5.2 The Trustees' report within the Annual Report and Accounts shall include a section on the activities of the IC.
- 5.3 These terms of reference will be reviewed by the committee and approved by the Board annually.

Reviewed by the Committee

April 2025

Approved by the Board

July 2025

TERMS OF REFERENCE FOR THE PROFESSIONAL STANDARDS COMMITTEE

1 Purpose

The purpose of the Professional Standards Committee (PSC) is to oversee the CIPD's approach to membership and to promoting and advancing sound professional standards, including the CIPD's Profession Map and Code of Conduct and Ethics, in support of its charitable purpose.

It will also oversee the work of the Qualifications Advisory Group (QAG) and receive updates on the design, assessment and quality assurance of CIPD qualifications, accredited programmes, apprenticeship end point assessments, and the policies and procedures that ensure compliance with Regulatory Bodies.

2 Roles and responsibilities

The role and responsibilities of the Professional Standards Committee shall be:

- 2.1 To advise on the strategic direction of the CIPD's offer to members and the profession including pathways through and into membership, Continuing Professional Development, pricing, and overall value.
- 2.2 To advise on the content and application of the CIPD's Profession Map to support the development of the profession.
- 2.3 To advise on the content and application of the CIPD's Code of Conduct and Ethics in protecting the interests of the public and the reputation of our profession, and on the complaints review process relating to it.
- 2.4 To be advised of any significant or high-profile complaints of member misconduct.
- 2.5 To approve the terms of reference of the QAG and to oversee its work in ensuring CIPD's compliance with all regulatory and quality assurance requirements. The committee Chair and one other member of the committee shall review the annual regulatory statements of compliance on behalf of the CIPD Board.
- 2.6 To provide advice on how external developments in business, education and training systems and organisations, regulatory frameworks, and funding arrangements may impact on CIPD qualifications and resources.
- 2.7 To oversee the process for nominations for chartered companion and honorary fellow status and make recommendations to the Board, considering the suitability of nominees and the diversity of the cohorts.

3 Membership and attendance

- 3.1 The PSC shall consist of four Non-Executive Directors, to include the NED with an academic/qualifications background who shall be Chair of the committee and sit on QAG.
- 3.2 Members of the committee shall be appointed by the Board on the recommendation of the Board Chair. They shall normally hold office for three years, provided they remain on the Board for the duration of this period.
- 3.3 In appointing members, the Board should ensure that the members of the PSC collectively have the necessary professional expertise and/or experience in membership, education, learning and development to fulfil their responsibilities diligently, calling on external expertise as necessary.
- 3.4 The Institute Secretary (Director of Legal and Governance) or their nominee shall be Secretary to the committee.

4 Meetings and quorum

- 4.1 The committee shall meet at least three times a year.
- 4.2 Meetings may be attended in person or remotely provided that all members are able to participate fully.
- 4.3 A quorum shall be the majority of the committee's members, including the committee Chair.

5 Reporting

- 5.1 The committee Chair or their nominee shall provide a verbal briefing to the next meeting of the Board, making recommendations as appropriate on any area within its remit.
- 5.2 The NEDs'/ Trustees' report within the Annual Report and Accounts shall include a section on the activities of the PSC.
- 5.3 These terms of reference will be reviewed by the committee and approved by the Board annually.

Last reviewed by the Committee June 2025

Last approved by the Board July 2025

MEMBERSHIP

1 Chartered Members

The sub-categories below are Chartered Members of the Institute:

- (a) Chartered Companion
The Board may, at its discretion, upgrade a Chartered Fellow to a Chartered Companion in recognition of outstanding or distinguished service to the Institute or contribution to the advancement of the profession.
- (b) Chartered Fellow
The CIPD may appoint as a Chartered Fellow an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create long term value for organisations or the profession.
- (c) Chartered Member
The CIPD may appoint as a Chartered Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create medium to long term value for employees and organisations, or the profession.

2 Non-voting Members

The sub-categories below are Non-voting Members of the Institute:

- (a) Associate Member
The CIPD may appoint as an Associate Member an individual who has demonstrated that they meet the knowledge and behaviour membership standards at this level to create short-term value for employees and organisations.
- (b) Affiliate
This grade gives individuals access to prescribed services.
- (c) Foundation
This grade of membership recognises individuals who have completed the Level 3 Certificate in People Practice.
- (d) Student
This grade gives individuals access to prescribed services and indicates that an individual is working towards a professional level of membership.
- (e) Academic Member (Academic Associate, Academic Member and Academic Fellow)
This is a recognised grade of membership for academics who have met a set of criteria based on their contribution to researching, developing and/or facilitating the acquisition of knowledge and skills in a defined area of HR.
- (f) Honorary Fellow
The Board may appoint as an Honorary Fellow an individual who has made a significant contribution to the world of business or to society and/or whom the CIPD wants to connect with at a strategic level.

Further details are set out in the Membership Criteria which will be reviewed by the Board from time to time.

3 Designatory Letters

- 3.1 The following designatory letters may be used:
- Chartered CCIPD for a Chartered Companion
 - Chartered FCIPD for a Chartered Fellow
 - Chartered MCIPD for a Chartered Member
 - Assoc. CIPD for an Associate Member
 - Academic FCIPD for an Academic Fellow
 - Academic MCIPD for an Academic Member
 - Academic Assoc CIPD for an Academic Associate
 - Hon. CIPD Fellow for an Honorary Fellow
 - Foundation CIPD for a Foundation Member
- 3.2 The Board, at its absolute discretion, reserves the right to bar any member from using designatory letters.
- 3.3 The range of penalties open to an Investigation Panel of the CIPD shall include the power to bar a member from the use of the designatory letters for a defined time.

4 Use of designatory letters

Use of the designatory letters is subject to the Institute's Regulations in respect of Continuing Professional Development.

5 Professional Standards

- 5.1 The current Professional Standards are those outlined in the Profession Map.
- 5.2 For existing Chartered Members the professional standards relevant to gaining membership are those which were required to be met at the time of their election to Chartered Membership.
- 5.3 In the case of Members whose Membership lapses, the Institute reserves the right to require evidence the individual is able to meet the current professional standards described in the regulations at their time of readmission.

CONFLICT OF INTEREST AND CONFIDENTIALITY INVOLVING CIPD MEMBERS

1 Introduction

- 1.1 As the Institute's Membership is very large, continues to grow and comprises many who are employed or self-employed in selling professional services to a variety of organisations, inevitably the proportion of the Institute's active membership whose interests could come in conflict with it increases. Such interests, particularly service on Council, Board, committees, subcommittees and working parties, provide access to information about the Institute, its intellectual property and its operations. Members must treat with discretion information obtained as a result of their involvement with the Institute. 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.
- 1.2 Information about the Institute and all its activities of all kinds held by virtue of any member's participation in any office shall be treated as confidential and shall be used solely for the purpose of the Institute and its members. In particular, confidential and proprietary information shall not be used by any member for their own and/or the Institute's benefit and shall not be passed to any other person, firm or organisation, except to the extent that it is meant and approved for public dissemination.
- 1.3 Members must not derive financial gain from their work with the Institute, either at all if they are members of the Board or certain branch officials or, in all other cases, except as a result of open competition in a transparent and fair procedure.

For the protection of their own personal reputations as well as for the Institute's position, it is important that the Institute is not and is seen not to be favouring a member by virtue of that member's active involvement in any official position in making appointments or awarding contracts. This paper reflects that need and does not imply any lack of propriety on the part of existing or former active members on whose hard work, without reward, and commitment the Institute depends. At the same time such work must not result in members finding themselves in embarrassing situations of conflict of interest. The purpose of this paper is to prevent that happening.

2 The constitutional position

- 2.1 This is set out in clause 5 of the Charter, the text of which appears at the end of this document.

In summary:

 - 2.1.1 no income of the Institute shall be paid by way of profit to members
 - 2.1.2 with the exception of the Chief Executive, no member of the Board shall be appointed to any paid office of the Institute or receive any remuneration or other benefit in money or money's worth from the Institute
 - 2.1.3 reasonable and proper remuneration may be paid to any member, officer or servant of the Institute not being a member of the Board

- 2.1.4 interest on money lent and rent for premises demised or let by a member of the Institute may be paid in certain circumstances
- 2.1.5 fees, remuneration or other benefits may be paid to a company of which a member of the Board may be a member holding no more than 1/100th part of the capital of the company
- 2.1.6 reasonable travelling, hotel and other out-of-pocket expenses may be paid to members of Council, Board and Committees
- 2.1.7 provisions in respect of Directors' indemnity insurance may be paid in certain circumstances.

3 Declaration of interest

- 3.1 A member of the Institute who is invited to hold or who holds an appointment or is involved in any way with an appointment or the arranging or operation of a contract concerning the Institute must declare any interest that they may have in relation to the appointment or contract itself or to the people or organisation making the appointment or to whom the contract may be let. That declaration of interest must be made at the meeting of Council, Board, committee, subcommittee or working group as appropriate, or otherwise in writing as soon as the individual member becomes aware of a current or impending relationship between the Institute and the people or organisation concerned. The appropriate body of the Institute, on receiving the declaration of interest, shall decide on the action to be taken vis à vis the member concerned. That decision may include a declaration that the member concerned may not, during the currency of the interest that has been declared, serve on the body or bodies responsible for the work undertaken. Under no circumstances shall a member, having declared an interest, vote on any decision-making about the conclusion or operation of a contract in which they are directly or indirectly interested.
- 3.2 It is the duty of every member, particularly those on Council, Board, committees, subcommittees and working parties, and every member of staff, to bring the foregoing requirements to the attention of any non-member to whom they might apply e.g. in the case of Forums.
- 3.3 Members of Council, Board, committees, subcommittees and working parties, and non-members where appropriate e.g. of Forums, will be expected not to pitch for Institute business. Where they or their organisations do so, the member concerned will ensure open competition in a visible procedure that will require the approval of the Chief Executive. This may be refused, particularly where the member holds a senior office within the Institute and/or is a proprietor, director or influential person within their organisation.

4 Exclusions

- 4.1 In applying these criteria, there are at least three situations where their strict application would not be appropriate:
- 4.1.1 The first of these is a general exclusion for the trading activity carried out through CIPD Enterprises Limited. In the day-to-day invitations to prospective authors, speakers at courses, conferences etc., it would be inappropriate to seek competitive tenders. The Board of the CIPD should therefore ensure that the spirit of these criteria is followed in that they are satisfied that improper influence or undue bias is not brought to bear in selecting those who undertake paid work on behalf of the company at this day-to-day level. Where the company is engaged in major contractual relationships e.g. selection of distributors, joint ventures etc., the Board of CIPD must take particular care to ensure that transparent and fair criteria are followed.
- 4.1.2 The second exclusion concerns the case of a 'sole supplier'. There are occasions where a body or individual has highly specialist expertise and it is that expertise which the Institute wishes to utilise. Where such an example applies it will be for the member concerned to ensure that a visible procedure is adopted that will require the approval of the Chief Executive. Reference to the award of a contract in these circumstances will be made in the operations report of the management team, which the Chief Executive will present to the next meeting of the Board.
- 4.1.3 The Institute is actively involved in developing links and joint activities with many other bodies, which can add to its influence and impact. Many of the Institute's serving active members are involved in voluntary or contractual relationships with such bodies. In circumstances where joint activity is undertaken in which another institution is responsible for part-funding and in which that institution expresses a firm preference for a potential supplier, then that preference should be given strong weight in any decision-making, irrespective of the 'active member' status of the potential supplier.

5 Extract from the Royal Charter

[Clause 5]

The income and property of the Institute from whatever source shall be applied solely towards the promotion of its objects as set forth in this, Our Charter, and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members (and save as hereinafter provided no members of its Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute).

Provided that this does not prevent the payment in good faith by the Institute:

- (a) of reasonable and proper remuneration to any Member, or Board member for any services rendered to the Institute;

- (b) of reasonable and proper remuneration to the Chief Executive of the Institute for the time being (notwithstanding that they may be a member of the Board) for services rendered to the Institute on condition that they shall not attend any meeting or vote on any resolution relating to his or her appointment or employment or to any payment made or to be made to them by the Institute;
- (c) of interest on money lent by any Member (or member of its Board) at a reasonable and proper rate;
- (d) of any reasonable and proper rent for premises demised or let by any Member (or member of its Board);
- (e) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding no more than 1% of the capital of the company;
- (f) of reasonable and proper premiums in respect of NED's indemnity insurance paid or in furtherance of Charter clause 4.23; and
- (g) to any member of Council, the Board and committees of reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in connection with the discharge of their duties.

CODE COMPLAINTS PROCEDURES

Introduction

The Chartered Institute of Personnel and Development (CIPD), through its Charter and Byelaws, has the authority to establish, promote, and monitor standards of competence, good practice, conduct and ethics and to issue codes of professional conduct and statements of good practice. This allows the CIPD to identify breaches of its Code of Conduct and Ethics (the Code), which outlines the obligations for professional conduct and ethical behaviour.

The Code, along with the Code Complaints Procedures (complaints procedures'), is applicable to the following Membership categories:

- CIPD Student Member
- CIPD Foundation Member
- CIPD Associate Member
- CIPD Chartered Member
- CIPD Chartered Fellow
- CIPD Chartered Companion
- CIPD Honorary Fellow
- CIPD Academic Associate
- CIPD Academic Member
- CIPD Academic Fellow
- CIPD Affiliate Member

The complaints procedures apply to CIPD Members who held Membership at the time of the alleged breach, as long as the complaint is submitted within 12 months of the alleged incident. Complaints received after this period may still be considered but will be reviewed on a case-by-case basis.

The purpose of the complaints procedures is to uphold professional standards, maintain public confidence in the profession, and protect the public interest. They are not a general complaints process for the CIPD or the Members' employers or organisations. It is not the role of the CIPD to intervene or redetermine any decisions made regarding ongoing or completed litigation/legal disputes. However, if a finding has been made that is critical of a Member's conduct and their obligations to the Code, the CIPD may consider this. The CIPD follows the principle of presumption of innocence until proven otherwise, based on the available evidence and the balance of probabilities when dealing with its Members.

The most recent version of the Code and the complaints procedures will take precedence over previous versions and will apply to all new complaints raised after their publication.

Confidentiality

Complaints are handled confidentially to safeguard the anonymity of all involved. The CIPD does not provide comments or publish details about individual cases while they are ongoing. On completion of the process, the CIPD may publish on its website a summary of cases that have been referred for investigation. The CIPD may publish the Member's name on a case-by-case basis if it is deemed to be in the public interest.

The CIPD expects individuals involved in the process to maintain confidentiality regarding the complaint and any related communication. Failure to do so may result in remedial action from the CIPD, which may impact the individual's involvement in the case.

Data Handling and Retention

The CIPD collects and processes personal data related to the complaints procedures in accordance with its Privacy Policy. Records associated with complaints, including the complaint, correspondence, reports, supporting documents, sanctions imposed, and information related to complainants and third parties will be retained for a period of six years after the conclusion of the case. After this period the data held will be anonymised.

In cases where a Member has been permanently excluded, the CIPD will retain relevant personal data for a period of fifty years after the conclusion of the case to enable the execution of the sanction. After this period the data held will be anonymised.

1 Making a complaint

- 1.1 Complaints alleging professional misconduct by a Member are considered by the CIPD. A complaint against a Member may also be made by the CIPD alleging breaches of the Code.

2 Review

- 2.1 After considering the information in the complaint, the options available to the CIPD are to:
 - a) request further information and evidence;
 - b) progress the complaint to be investigated; (Members are usually informed of a complaint within seven days of this decision and provided twenty-one days to submit a response. If a Member resigns their Membership after being notified of the complaint, the CIPD can proceed with an investigation. The decision to proceed following resignation of a Member will be considered on a case-by-case basis.)
 - c) contact Members to inform them of the complaint where it is not referred for investigation on a case-by-case basis;
 - d) notify the relevant party that the CIPD has decided to proceed as the complainant;
 - e) place the complaint on hold where parallel investigations or legal processes are taking place (in which case the complaint is reconsidered on completion of such actions); or
 - f) dismiss the complaint on the basis that it is vexatious or represents an abuse of the complaints procedures or insufficient evidence is presented. The CIPD's decision not to investigate a complaint is final and there is no right of appeal.
- 2.2 The Member and the complainant are informed of the decision accordingly.
- 2.3 If new information emerges within three months of a decision not to investigate, the CIPD may review the material to determine whether it alters the original assessment. If it meets the threshold, the complaint may proceed to investigation or be dismissed.
- 2.4 If it is determined at face value ('Prima Facie') that there is a clear breach of the Code, the CIPD may offer the Member a sanction by way of a consent order. This is an opportunity for the Member to admit to the misconduct and accept a sanction without the need for a full investigation. If the Member does not agree to the terms of the proposed consent order, the CIPD will complete a full investigation.
- 2.5 The CIPD has the discretion to suspend Membership until the complaints procedures are completed.

3 Investigation and Outcome

- 3.1 Investigations into complaints are conducted by the Investigation Panel ('the Panel') which comprises three volunteers. In sensitive or complex cases, the CIPD may outsource the investigation.
- 3.2 In the event of previous complaints against a Member, the Panel may be notified of those complaints on a case-by-case basis.
- 3.3 When considering the complaint, the Panel will consider the following factors:
- a) any legal and technical advice;
 - b) the public perception of the Institute, the profession and its reputation; and
 - c) the conduct of the Member during the investigation process.
- 3.4 Investigation timeframes depend on the complexity of the complaint.
- 3.5 Relevant evidence is gathered from the Member, complainant, and other sources. The Member and complainant have the right to be accompanied by a supporter at any meetings. Following the completion of an investigation, the Panel assess whether professional misconduct is proven.
- 3.6 The possible outcomes of the investigation are:
- a) Complaint upheld – where there is sufficient evidence to identify a breach of the Code.
 - b) Complaint dismissed – where there is insufficient evidence to identify a breach of the Code.
- 3.7 The outcome of the investigation will be communicated to the Member and complainant.
- 3.8 If there is sufficient evidence to identify a breach of the Code, the Panel will determine an appropriate sanction from the options set out below in line with the severity of the breach:

Scale of sanction	Type of sanction
Category 1	Advice given to the Member
Category 2	Formal warning
Category 3	Imposition of conditions on membership
Category 4	Downgrading of membership
Category 5	Temporary exclusion from membership
Category 6	Permanent exclusion from membership

- 3.9 If a Member fails to comply with the sanction, a more serious sanction may be applied based on their level of compliance.
- 3.10 Upon completion of all proceedings, the CIPD may publish details of the findings and outcome on its website. Where it is considered to be in the public interest, the CIPD reserves the right to disclose the identity of the Member concerned.
- 3.11 If the CIPD receives repeated complaints against a Member within six years, the CIPD may raise their own complaint.

4 Appeals

- 4.1 The Member or complainant can appeal the outcome of the investigation ('Outcome Appeal') based on:
 - a) a procedural error that may have affected the outcome; and/or
 - b) the emergence of new evidence that was not reasonably available during the investigation, which may materially alter the outcome.
- 4.2 The Member can appeal the sanction imposed ('Sanction Appeal') based on:
 - a) a procedural error that may have affected the sanction imposed; and/or
 - b) the emergence of new evidence that was not reasonably available during the investigation, which may materially alter the sanction; and/or
 - c) it being an incorrect reflection of the weight of evidence in the case.
- 4.3 Any appeal must be submitted in writing to the CIPD within seven days of receipt of the outcome of the Investigation.
- 4.4 Appeal Hearings are conducted by the Appeal Panel which comprises three volunteers, none of whom must have had any prior involvement in considering the complaint in question. The Appeal Panel will hear the appeal and may:
 - a) uphold the original outcome (Outcome Appeal);
 - b) overturn the original outcome (Outcome Appeal);
 - c) modify the sanction (Sanction Appeal).
- 4.5 Those involved shall be informed of the Appeal Hearing, at least twenty-one days before the date of the hearing.
- 4.6 At an Appeal Hearing those involved have the right to be accompanied by a supporter.
- 4.7 The decision of the Appeal Panel will be communicated to the Member and the complainant (Outcome Appeal) or only to the Member (Sanction Appeal) within seven days of the Appeal Hearing.
- 4.8 The Appeal Panel's decision is final and there is no further right of appeal.

Code of Conduct and Ethics

1: Positive and active impact on working lives

By fulfilling the purpose of championing better work and working lives for current and future generations. By promoting people-centred practice, developing people, being the employee experience champion; supporting the health, education and welfare of those in the work environment.

- i. Develop and champion policies and procedures that foster fair, consistent and equitable treatment for all.
- ii. Champion and demonstrate employment and business practices that promote sensitivity for the customs, practices, culture and personal beliefs and rights of others. Whilst upholding and promoting equal opportunity, diversity, inclusion and dignity.
- iii. Do not bully, harass, abuse, discriminate, victimise, or conduct offensive behaviour in the work environment.
- iv. Ensure those working for you, have the appropriate level of competence, supervision and support and have the opportunity to develop their skills and knowledge.
- v. Encourage and facilitate a range of speak-up options beyond whistleblowing, across your organisation. To understand the views, concerns and needs of those speaking up; supporting them and protecting them from reprisals or adverse treatment.
- vi. Speak up about issues and concerns in the workplace.

2: Civic virtue and stewardship

By: being socially responsible; supporting future organisational needs; helping to improve the communities in which you live and work.

- i. Evidence that stakeholders, including the wider community have been considered and (where relevant) consulted in your practice, decisions and actions.
- ii. Uphold all compliance, regulatory and legal obligations in the country(ies) in which you practice. Role-model more advanced developments where possible, including acting beyond the minimum legal requirements.
- iii. Act in accordance with the interests of the employer/client except where professional, ethical or legal duties require otherwise.
- iv. Develop policies and practices under which people are treated with courtesy, dignity and respect. Where possible go beyond the minimum standards of treatment required under employment laws/ regulation.
- v. Comply with prevailing requirements of copyright, intellectual property, patents, licensing, piracy, plagiarism, trade secrets, privacy rights and appropriation. Respect the rights of others and prevent misuse of the CIPD logo.

3: Good character

By: applying sound judgement; being honest; not allowing personal interest to undermine your objectivity and protecting the reputation of the profession.

- i. Role-model high standards of ethical conduct, honesty, professional and personal integrity.
- ii. Always act in a way which supports and upholds the standards, reputation, values and virtues of the profession. Do not act in a way which might discredit the profession, the CIPD or other Members.
- iii. Establish, maintain and develop professional relationships based on mutual confidence, trust and respect.
- iv. Do not misuse your professional position for personal, material or financial gain or the appearance of such.
- v. Ensure that your professional judgement is not compromised nor could be perceived as being compromised because of bias, or the undue influence of others.
- vi. Identify potential, apparent and actual conflicts of interest and disclose these to the appropriate person/stakeholder. If an action or transaction could be perceived as creating a conflict of interest, carefully consider whether it is proper to act in all the circumstances. Demonstrate and evidence independence and distinction between personal and professional capacity.

4: Professional service and competence

By: providing high standards of competence and service; committing to the continuing development of your skills, knowledge and experience.

- i. Develop your professional knowledge, skills and competence through curiosity, seeking feedback, reflection, continuing professional development, mentorship and exposure to growth opportunities. Identify and address any gaps; demonstrate your adherence to the CIPD's continuing professional development policy.
- ii. Provide an insightful, up-to-date and evidence-based service. Manage commitments effectively and take action where deadlines and obligations are at risk of not being met, particularly where external or personal factors may disrupt service delivery.
- iii. Where you are operating outside of your expertise, scope of knowledge or ability – seek advice and support or refer work in areas outside of your (personal) competence to a trusted third party.
- iv. Safeguard all restricted, confidential, commercially sensitive and personal data. Do not use it for personal advantage or to the benefit or detriment of third parties.

5: Personal responsibility

By: taking responsibility for your actions; considering your impact on others, showing courage in your approach to difficult decisions and ethical dilemmas.

- i. Take action to ensure that other Members do not breach or cause a breach of this Code. If you become aware of a potential breach, you must report this to the CIPD.
- ii. Take all reasonable steps to resolve disputes and complaints in a fair, timely and professional manner. Never allow a complaint to affect the standard of behaviour or professionalism shown to those who raise concerns, engage authentically and respectfully.
- iii. Take responsibility for your professional actions and decisions. Rectify issues and take all reasonable steps to mitigate loss or harm as soon as possible. Inform those affected of the potential impact.
- iv. Co-operate with the CIPD, any process, investigations or enquiries. Approach any subsequent hearings in an open, honest and transparent manner as a witness or respondent. Identify and preserve relevant information.
- v. Comply with all reasonable requests for information.
- vi. Do not misrepresent your Membership status, including the level of Membership held.
- vii. Ensure adequate liability insurance is held and maintained, and terms of reference are agreed for all work undertaken.
- viii. Demonstrate professionalism and high standards of conduct in your professional and private communications, emails and online activities (including social media).

CIPD BRANCHES TERMS OF REFERENCE

1 Name

The branch shall be named 'the CIPD Branch in ' (referred to as 'the branch').

2 Scope

- 2.1 The branch and its property shall be administered and managed as stated in these terms of reference, agreed by the Council of the CIPD whilst conforming to the CIPD's Charter and Byelaws.
- 2.2 Where there is inconsistency between these terms of reference and the CIPD's Charter and Byelaws, the CIPD's Charter and Byelaws will take precedence.
- 2.3 The day to day running of branches is covered in separate documents available from the CIPD's branch development team and published on the Branch Network community forum.

3 Purpose

- 3.1 The primary purpose of the branch is to act as a channel for member and potential member engagement at a local level, in accordance with the CIPD's strategic priorities and in support of its purpose.
- 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 branch will achieve this by encouraging local networks for practitioners, building capability, gaining new members, running events, providing visibility and input into public policy agendas, and working collaboratively with other branches.
- 3.4 The CIPD encourages branches to be innovative in the furtherance and support of our purpose.

4 Business planning and funding

- 4.1 The CIPD is committed to investing in the branch network. Branches shall have access to funds subject to submission and approval of a business plan and budget (see 4.2).
- 4.2 Each year, branches will submit a business plan and budget by the end of May, approved by the branch committee and in accordance with the business plan template. Branch plans and budgets will be reviewed and if appropriate approved prior to commencement of the branch financial year in July. If the initial submission is not approved the branch will be required to resubmit its amended plans and budget prior to funds becoming accessible.
- 4.3 The branch committee in general and their Treasurer in particular shall exercise proper and careful control of the finances of the branch within arrangements laid down by the CIPD.
- 4.4 The funds of the branch shall be administered by the CIPD and held centrally in a bank account operated by the CIPD. Branches will maintain local control of their finances, supported by the CIPD's finance team and in accordance with the branch finance toolkit, accessible on the Branch Network community forum.
- 4.5 The CIPD may from time to time also make available additional investment funds. These funds may be subject to specific conditions.

5 Branch activities

- 5.1 Members can request to join any branch but would normally, in the first instance, be assigned to the branch associated with their preferred address. Members can however elect to attend branch events wherever the CIPD operates.
- 5.2 Following the year end, the branch committee will present a report of branch activities including financial update to a meeting where branch members are in attendance.
- 5.3 The appointment of officers and committee members shall take place in a timely manner to ensure these are listed in the committee register and submitted by the branch secretary to the Branch Development team. This should take place at an open meeting of all branch members ('Branch Annual Meeting') and likely to take place during April or May. Branch members should be notified of which officer and committee roles are subject to appointment at the Branch Annual Meeting along with details of the nomination process.
 - 5.3.1 Notice of the Branch 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 branch website at least 10 days before it takes place.
 - 5.3.2 Should a vote be required on any business, members of the CIPD present will be allowed to vote. There must be at least 15 chartered members of the CIPD in attendance. In the event of an equality of votes, the presiding Chair of the meeting shall have a second or casting vote.
 - 5.3.3 Members who are unable to attend a Branch Annual Meeting may submit their vote in advance via electronic means.
- 5.4 Additional branch meetings can be called in exceptional circumstances. This requires substantive member support (at least 10 branch members) and sufficient notice of the date and object of the meeting (at least 21 days) to their Secretary.
- 5.5 Auditor

CIPD's internal auditors may from time to time review and/or visit local branches and/or groups.

6 Branch officers, committee members and committee meetings

- 6.1 Composition

Every branch must have a branch committee, in order to function as a branch. This needs to include the following officers:

 - Chair
 - Vice-chair
 - Secretary
 - Treasurer
 - Council member (usually Chair)

These roles should meet the following minimum membership criteria:

- Chair – Chartered levels (or Associate membership for one term if working towards Chartered membership)
- Vice-Chair – Chartered levels (or Associate membership for one term if working towards Chartered membership)
- Secretary – student and all professional levels
- Treasurer – student and all professional levels
- Council member – Chartered levels (or Associate membership for one term if working towards Chartered membership)
- Committee members – student and all professional levels.

6.2 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 Head of Branch Community Development. Such approval will, where granted, be for a period not exceeding 12 months.

6.2 All positions held by branch officers or co-opted members shall be voluntary.

6.3 The roles and responsibilities of branch officers are covered in separate documents available from the CIPD's branch development team and published on the Branch Network community forum.

6.4 Appointment and term of office

6.4.1 The branch committee will, in accordance with good governance practice, have no more than 15 appointed officers and committee members.

6.4.2 The branch committee may seek additional CIPD members to support the committee to assist branch activities on an ad hoc and flexible basis. Committee supporters must be members of the CIPD and may help with operational delivery and branch activities. They are to be supported by the branch committee and may be subject to appointment into substantive roles at the next Branch Annual Meeting.

6.4.3 Branch committee members and officers may be appointed to serve for up to three years. The initial 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 six years.

6.4.4 Branches should practice appropriate succession planning, and committee members should normally serve for a maximum consecutive period of nine years. This period may be extended by the period of appointment to offices of Chair or Vice-Chair. It is expected that prior to appointment as branch Chair or Vice-Chair a member will have served as a committee member or branch officer for a minimum period of three years.

- 6.4.5 Exceptions to the above must be discussed and agreed with the branch committee and thereafter discussed and agreed with the Head of Branch Community Development.
- 6.4.6 The branch committee may fill casual vacancies for branch officers or other committee members resulting from any cause, by co-option of branch 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.

7 Branch Committee Meetings

- 7.1.1 The branch committee shall be responsible for the leadership and management of the Branch in accordance with best practice, good governance and guidelines produced by the CIPD's branch development team, and aligned to the strategic objectives of the CIPD.
- 7.1.2 The branch committee shall hold a minimum of two committee meetings a year. A special branch committee meeting may be called at any time by the branch Chair or by any four members of the branch 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.
- 7.1.3 The Chair or, in their absence, the Vice-Chair, shall act as Chair at meetings of the branch committee. If both the Chair and the Vice-Chair are absent from any meeting the members of the branch 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.
- 7.1.4 All branch committee members shall be entitled to vote at branch committee meetings. In the event of an equality of votes, the presiding Chair of the meeting shall have a second or casting vote.
- 7.1.5 The quorum for a branch 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.

8 Payments and expenses

- 8.1 Branch committee members are entitled to receive payment for reasonable and proper out of pocket expenses in line with the CIPD's travel and subsistence policies. In the event of doubt, no expense shall be incurred without the prior approval of the Branch Chair. No other remuneration shall be received.

9 Conduct of Branch, its officers and committee members

- 9.1 The branch, its officers and committee members will act in accordance with the guidelines and conduct provisions set down in the branch induction pack, accessible on the Branch Network community forum. As CIPD members, they will at all times operate and promote the standards set down in the CIPD's Code of Conduct and Ethics.
- 9.2 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 Chair. If in doubt as to whether a conflict of interest exists, the Chair will refer it to the Head of Branch Community Development who will liaise with the CIPD Secretary as appropriate.

10 Actions and Key Decisions

- 10.1 Committee meeting actions and key decisions shall be recorded and retained by the branch, with the exception of the branch annual meeting where more detailed minutes of the meeting should be recorded.
- 10.2 Committee meeting actions and key decisions shall be circulated and/or accessible via the branch digital collaboration platform to all branch officers and committee members.

11 Groups

- 11.1 The Branch Committee shall be empowered to form or dissolve groups within the area of the branch. For example, these may be geographical and/or special interest groups:
 - 11.1.1 All branch groups shall be formed and dissolved by resolution of the branch 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 branch committee(s).
 - 11.1.2 Branches and/or groups may also decide to work collaboratively across branch boundaries, in furtherance of the CIPD's strategic priorities, by establishing a volunteer-led cross-branch committee (e.g. Northern Branch Network, Midlands Area Partnership).
 - 11.1.3 All cross-branch initiatives shall be commenced and ceased by resolution of the relevant cross-branch 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 to and minuted at all relevant branch committee(s).
 - 11.1.4 All cross-branch groups must have terms of reference which have been approved by all participating branch committees, and the relevant cross-branch committee, and agreed with the Head of Branch Community Development.
 - 11.1.5 When a cross-branch group is formed, the branch shall notify the Head of Branch Community Development, and include the notification and an operational report in the annual business plan.
 - 11.1.6 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 Byelaws.

11 Dissolution

On dissolution of the branch, any assets will remain with the CIPD.

12 Dispute

Any dispute as to the interpretation of these terms of reference shall be referred to the Director of Legal and Governance, whose decision shall be final.

EXECUTION OF DEEDS

Legal Formalities

There are legal formalities for the execution of deeds by charities incorporated by Royal Charter, such as the CIPD.

In line with the requirements for the execution of deeds in the Companies Act 2006, the Board has resolved that any document to which the company seal is affixed should also be signed by the Chief Executive or two members of the Senior Leadership Team as authorised signatories on behalf of the CIPD.

The Board has also resolved that, to be able to sign a deed without using the seal, the Director of Legal and Governance, together with the Chief Executive or two other members of the Senior Leadership Team, can sign on behalf of the CIPD.



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