

CIPR

CHARTERED INSTITUTE
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Governance consultation

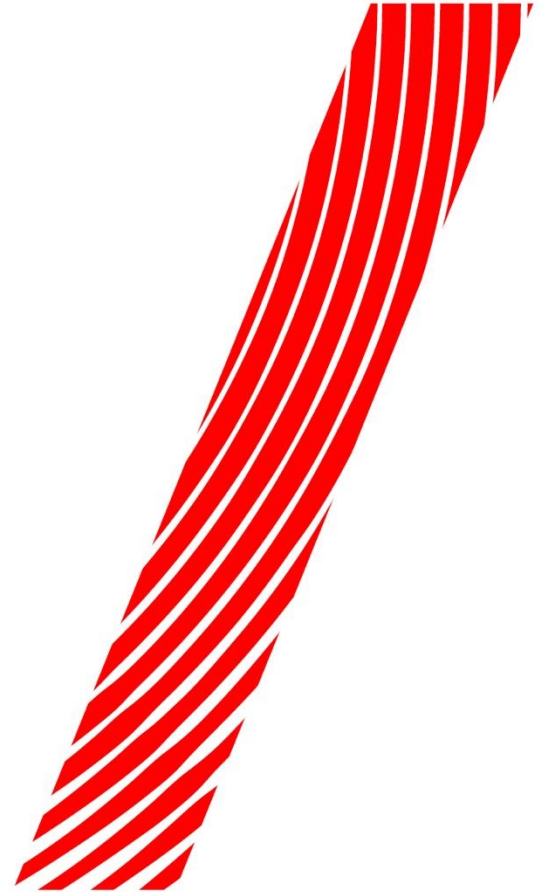
17 January – 29 Feb 2024



The case for change

We are reviewing our governance for the first in 10 years to ensure the CIPR is strong, sustainable, and fit for the future.

We are proposing changes to align our governance with our strategic ambitions, creating a structure that is transparent, modern, and truly reflective of the diverse voices in our field.



Timeline for change

Mar - Dec 2023: Council and Board set up a joint governance working group that developed these proposals - reviewed on three occasions by Council and twice by the Board

Jan 2024: Governance consultation runs from 17 Jan – 29 Feb with members able to ask questions and share their views at event drop-ins with the CEO and President and via consultation survey

March 2024: Feedback summary published and shared with consultation participants

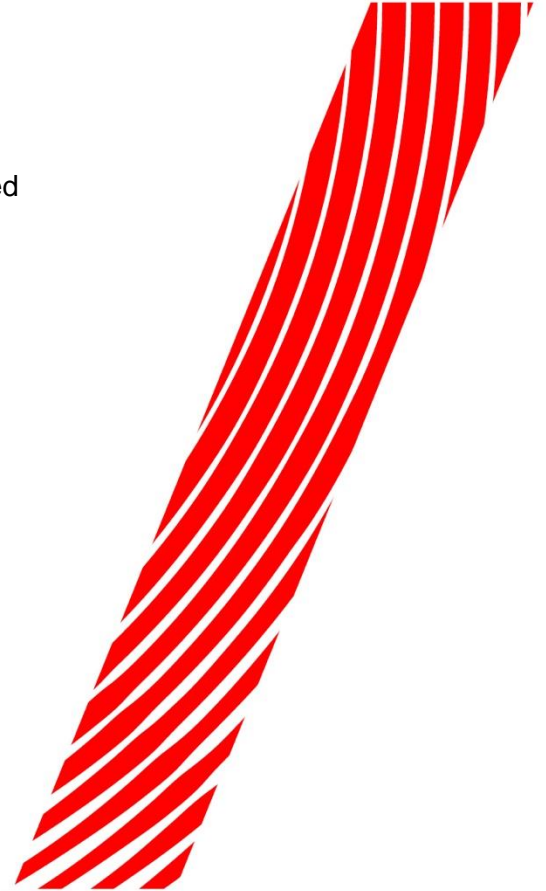
April 2024: Extraordinary General Meeting confirms final proposed changes to our charter and bylaws, and we approach Privy Council for consent

July 2024: Council and Presidential nominations open under revised governance

Sept - Oct 2024: Elections for Council and the Presidency under new rules

Nov - Dec 2024: Elections for the Board under new rules

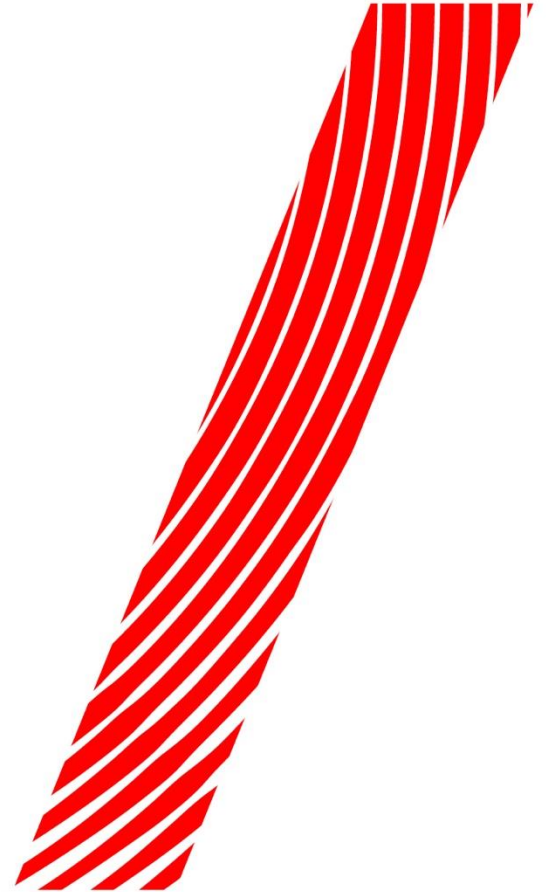
Jan 2025: Council, Board, President-elect take office under new governance



Proposed changes

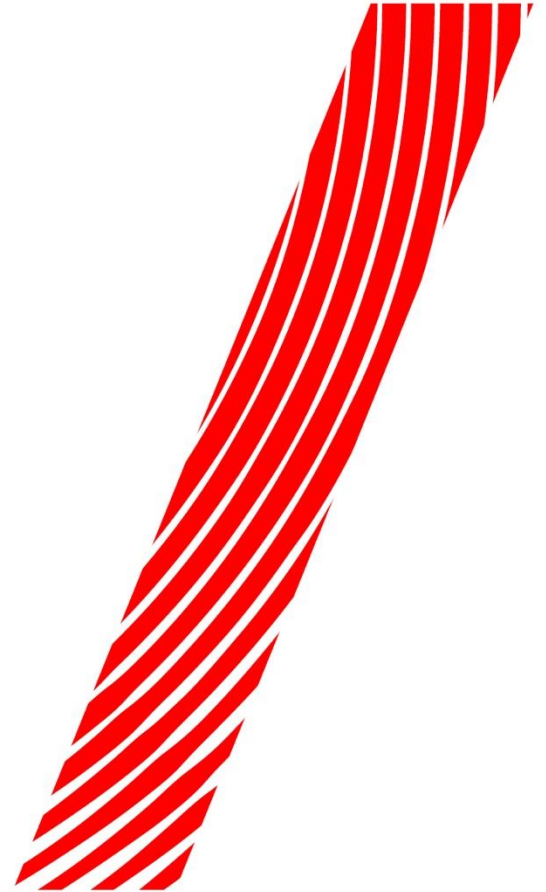
There are **four areas** of proposed change:

- The Board of Directors (5 proposals)
- Nominations Committee (4 proposals)
- The President (4 proposals)
- Council (9 proposals)



Proposed changes to Board

1. The majority of the Board should be elected CIPR members, but up to 1/3 should be external non-members selected for their skills and expertise outside the profession.
2. One external director should be a paid chair of the Board who line manages the CEO. The chair should be neutral and not have a casting vote.
3. All Board members should serve three years with the possibility of a second term before standing down for at least three years.

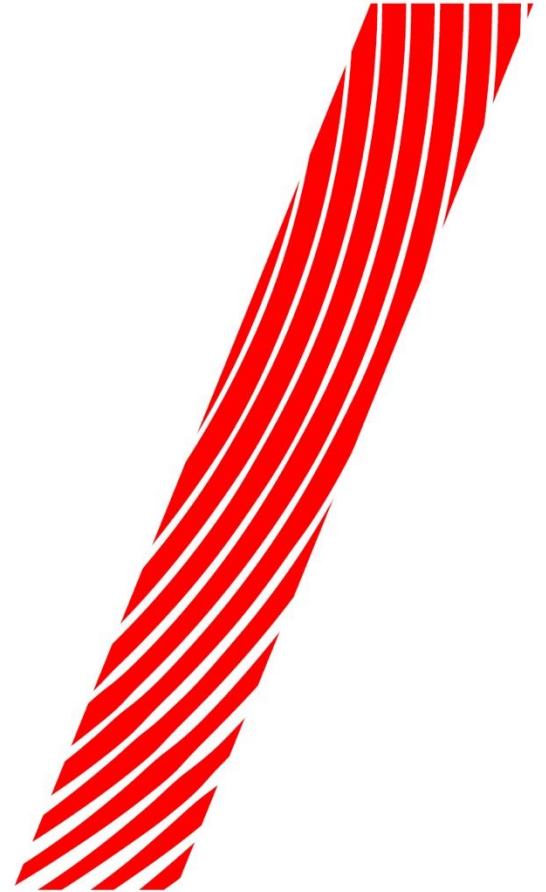


Proposed changes to Board (Cont.)

4. A Board of twelve would consist of:

- an appointed external Chair
- a directly elected President, President-Elect, and Immediate Past President
- eight other directors, with two or three elected by Council each year

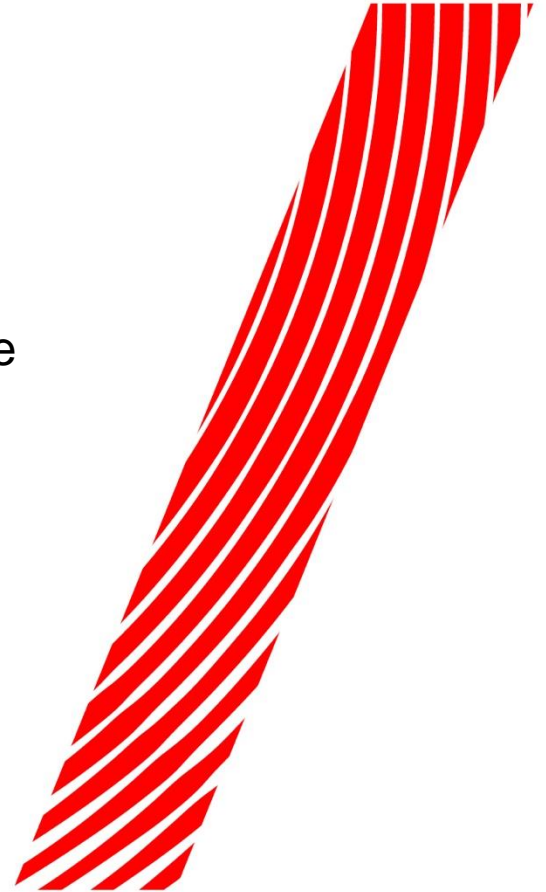
5. Occasional vacancies on the Board should be filled by drawing on the pool of candidates reviewed and approved by the Nominations Committee to avoid reverting to 'people we know'.



Proposed creation of a Nominations Committee

6. Should consist of five people: An independent (volunteer) chair, one Board member, one Council member, and two non-members with relevant expertise in search and selection.

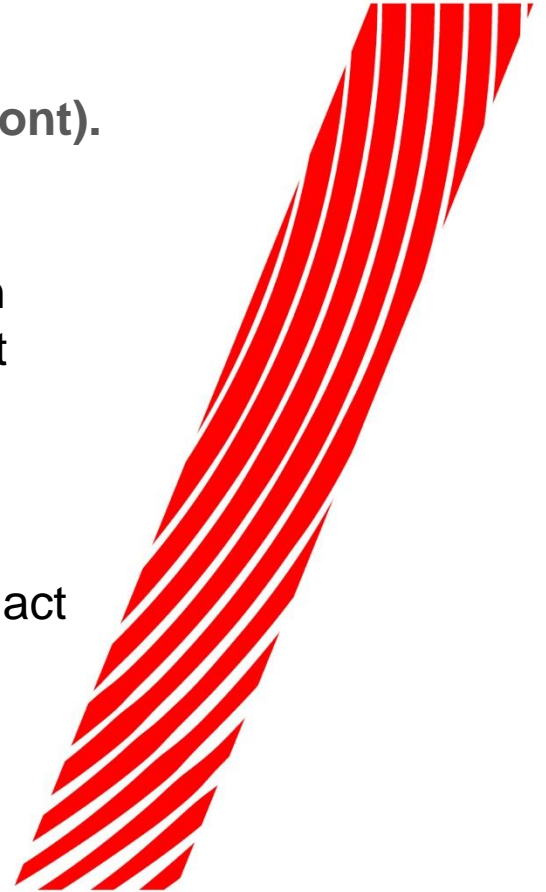
7. Role descriptions will be required for Board and Council positions. The Committee should publish the detailed job descriptions for each role, together with a call for candidates.



Proposed creation of a Nominations Committee (Cont).

8. The Committee will review applications, interview candidates, and make recommendations to Council on who should serve on the Board. Ideally, they would put forward more candidates than available seats.

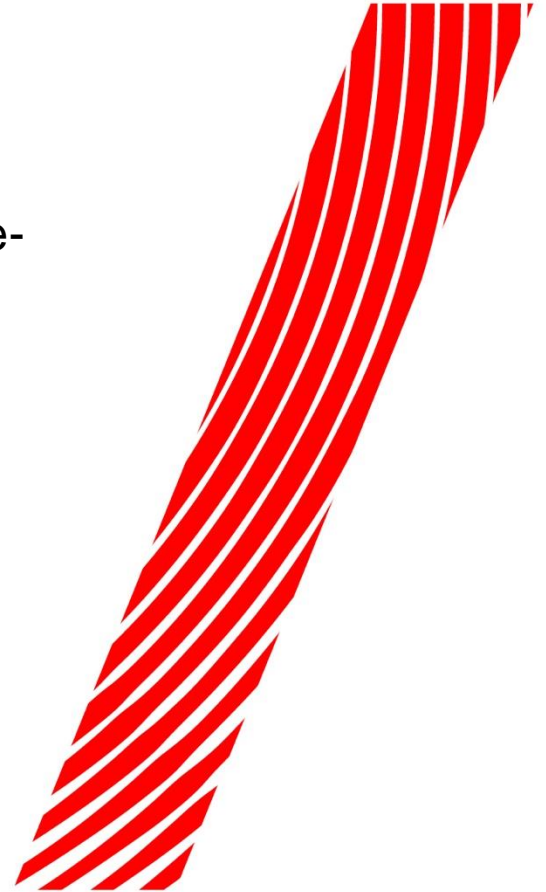
9. All candidates standing for election must satisfy the Nominations Committee that they are fit and proper to act as a Director and can make a constructive individual contribution.



Proposed changes to the role of the President

10. The President should continue to serve for a single-year term. Anyone seeking election as President-Elect must be chartered in order to stand.

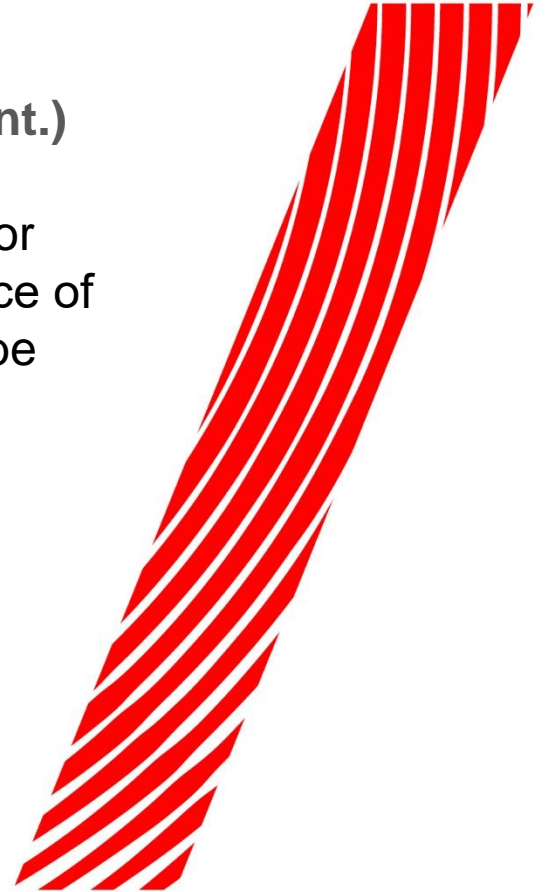
11. The President should continue to be elected by all CIPR members, as at present.



Proposed changes to the role of the President (Cont.)

12. The President should no longer manage the CEO or chair the Board but act as 'chief volunteer' and the voice of volunteers and of the Council on the Board. They will be the public face of the Profession and Institute.

13. The President should no longer have the right to propose individuals for co-option to the Board.

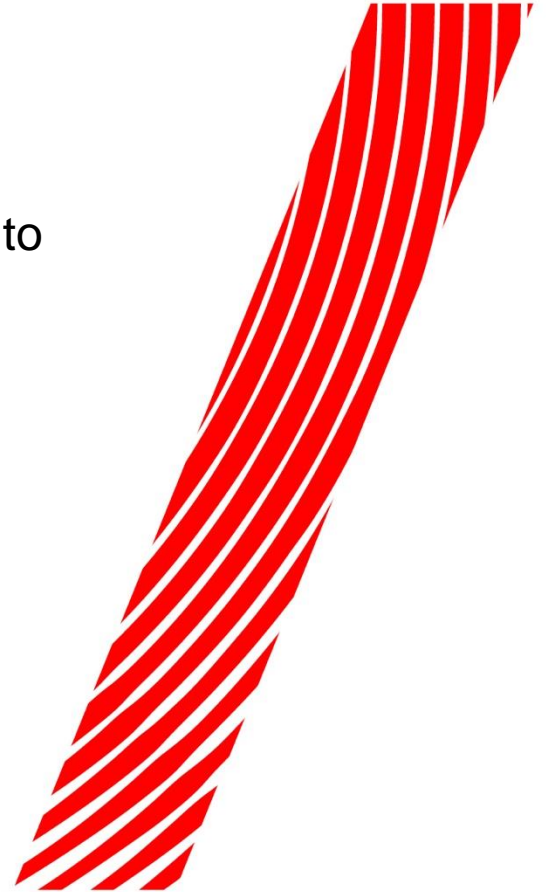


Proposed changes to Council (1/4)

14. Reduce the size of Council from a maximum of 30 to a maximum of 25. The minimum should be 15.

15. The President should continue to chair Council in line with their new role of chief volunteer.

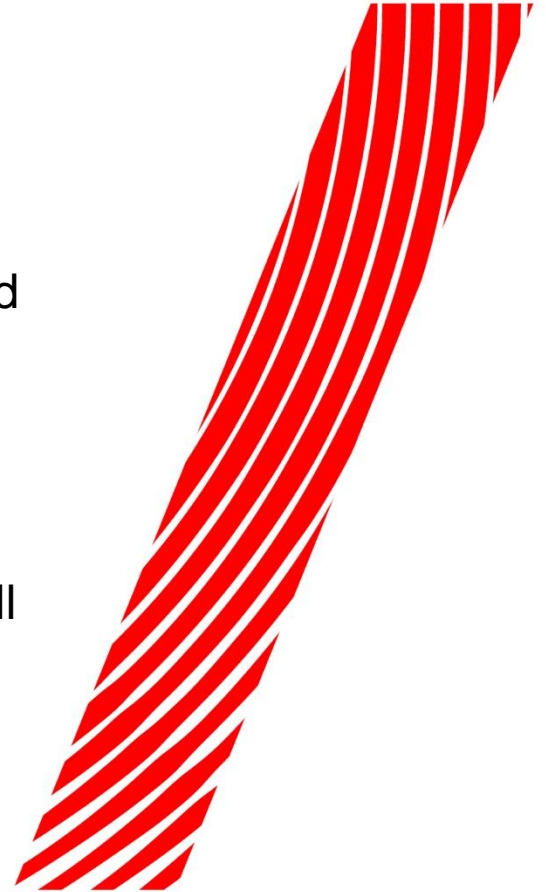
16. Groups, panels and networks should be able to nominate candidates to Council. CIPR members and fellows who wish to serve on Council should also be able to self-nominate.



Proposed changes to Council (2/4)

17. All candidacies for Council will be reviewed by the Nominations Committee, and only those recommended by the Committee will go forward for election by members.

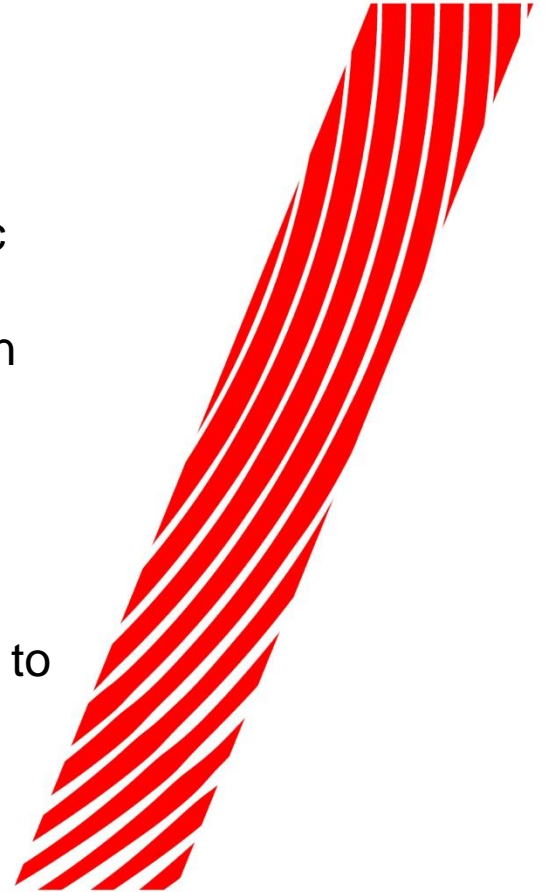
18. There will be no reserved seats on Council for any group of members, but the Nominations Committee will have a remit to put forward a list of candidates that reflect the membership by national and regional background, specialism, and other characteristics.



Proposed changes to Council (3/4)

19. Those elected to Council will not represent specific constituencies, and part of their role as Council members will be to make themselves available to listen to and engage with all groups, panels and networks.

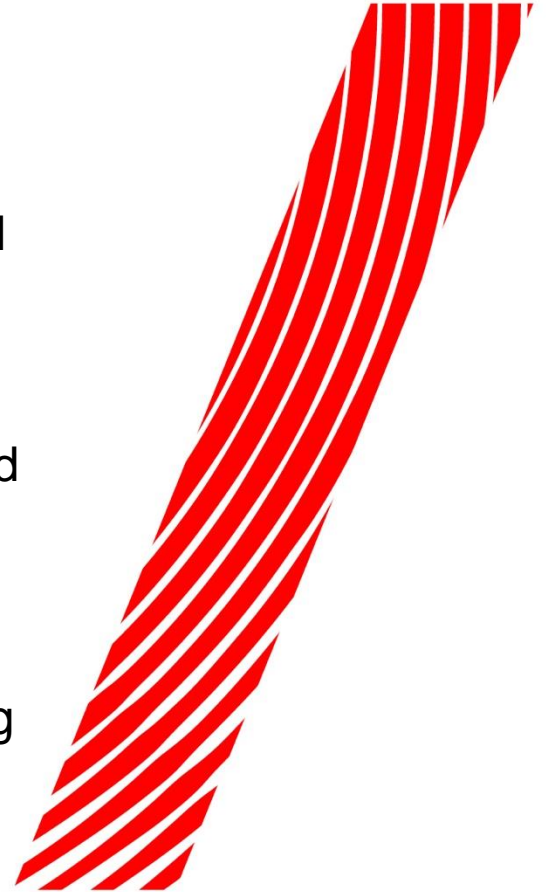
20. The nomination papers should include a role description for Council members, making clear their responsibility to attend and contribute to meetings and to engage with members between meetings.



Proposed changes to Council (4/4)

21. Anyone elected to Council will be required to stand down from serving as chair, secretary or budget manager of any CIPR group, network or panel before they take up their Council position. Nobody except the President and President-Elect may serve on Board and Council at the same time.

22. Council members should continue to serve for two years, but terms should be staggered, with some being elected each year. Council members should be able to seek re-election for a second term, as at present, before needing to stand down.



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**Share your views on our
proposals and have your
say on the future of your
CIPR.**

**Take part in our online
consultation today.**

