



Terms of Reference

Name of Committee or Working Group	Professional Conduct Committee
Staff member responsible	Chief Executive
Date approved by the Board	27 October 2023
Date of last review / approval	27 October 2023

1. Purpose

To implement Article 5.5 of ITI's Articles of Association: to advise the Board on maintaining, promoting and enforcing the Institute's standards for professional conduct among its members.

2. Responsibilities

The Committee is responsible for the following:

2.1. To periodically review the effectiveness and appropriateness of:

- the *Professional Code of Conduct*
- the *Procedure for Dealing with Reported Breaches of the Code of Conduct*
- the *Procedure for Dealing with Appeals against Disciplinary Measures taken as a result of a Breach of the Professional Code of Conduct*
- other policies related to professional conduct, e.g. the *Anti-Harassment and Bullying Policy*

and to propose amendments thereto (including additions and deletions) to the Board for approval as necessary.

2.2. To conduct the procedure for dealing with any reported breach of the code and policies mentioned in 2.1 as required.

2.3. To propose amendments to the Institute's bylaws where appropriate to the Board.

3. Committee Composition

3.1. The Committee consists of at least the Chair plus four (4) members, who are each appointed for a three-year term, from the start of the financial year. The Board may appoint committee members for a second term of up to three years. The maximum term of office is six years.

3.2. The Chair of the Committee is appointed by the Board in accordance with Bylaw 22. The Chair is appointed in the first instance for a two-year term. The Board may re-appoint the Chair annually thereafter up to a maximum term of six years.



- 3.3. Three (3) of the Committee members must be current ITI members in any category. The Committee should ideally include a non-ITI member with relevant experience in professional conduct procedures.
- 3.4. At least two (2) Committee members must be Qualified Members (voting members of the Institute).
- 3.5. The Committee may propose the addition of further members as required. Additional members might be needed to fill gaps in skills and expertise, on a permanent or longer terms basis. The Board will consider proposals for new members and reserves the right to accept or reject the Committee's recommendations. The Board will be careful to ensure that the Committee retains a majority of ITI members.
- 3.6. No current or previous Board member (within the past three years) may serve on the Committee. Any member of the Committee elected to the Board must resign their membership of the Committee, effective on the date on which their term as a Board member begins.

4. Quorum

Per bylaw 22.1, the quorum (smallest number of people who need to be at a committee meeting for official business to go ahead) is two, or one-third of the maximum number of its members, whichever is the greater.

5. Attendance at Meetings

The Committee may invite any other Board member or employee of ITI to attend its meetings.

6. Frequency of Meetings

- 6.1. A minimum of one formal committee meeting will be held each year, called under the authority of the Chair with at least 2 weeks' emailed notice. The meeting must be timed so as to allow plenty of time to identify any necessary amendments to the code and policies mentioned in 2.1 and submit them for Board approval by 1 February.
- 6.2. Additional shorter discussions may be held as necessary through the year.
- 6.3. All meetings and discussions of the Committee will be held online via Zoom or similar.

7. Voting

- 7.1 All Committee members have one vote each in terms of matters of the Committee.
- 7.2 In the case of a split vote, the Chair of the Committee has the casting vote.
- 7.3 Per bylaw 22.3, Committee members shall not vote on any matter in which they have a conflict of interest. If they cannot vote because of this, the Committee member will not be counted in the quorum present.



- 7.4 If a quorum of the Committee is present at a shorter discussion, it may make valid resolutions. If a quorum is not present at a shorter discussion, any resolution made must be submitted for the approval of a quorum of the Committee. This may be done via email as detailed in 7.5 below.
- 7.5 A resolution circulated to and agreed via email by all members of the Committee is deemed to be effective as if the resolution had been passed in a meeting of the Committee duly convened and held.

8. Authority

8.1. The Committee is authorised by the Board to:

- 8.1.1 review the effectiveness and appropriateness of the code and policies mentioned in 2.1 and propose amendments to the Board;
- 8.1.2 conduct the procedure for dealing with reported breaches of the code or a policy mentioned in 2.1 referred to it through submission of the 'Notification of the Breach of Code of Professional Conduct' form, whether by an ITI member or by the Board, within its terms of reference and area of responsibility. This procedure must be conducted pursuant to the *Procedure for Dealing with Reported Breaches of the Code of Conduct*;
- 8.1.3 make any other ad-hoc proposals to the Board in relation to Article 5.5 of ITI's Articles of Association;
- 8.1.4 consult any external parties for specialist advice (ideally pro bono), as appropriate.

8.2 The Board may propose other associated projects to the Committee from time to time. The scope and timetable for such projects will be agreed with the Committee.

9 Minutes and Reporting

- 9.1.1 The Chair is responsible for keeping records of the meetings and shorter discussions.
- 9.1.2 Meeting minutes and discussion notes shall be approved by the Committee within two weeks of the meeting, via email or similar.
- 9.1.3 The Chair shall forward approved minutes and discussion notes to the ITI office to ensure that there is a permanent record of the Committee's proceedings.
- 9.1.4 The Chief Executive will report key points and any recommendations from the Committee to the Board at the next available meeting. Decisions made by the Board will be reported back to the Committee.

10 Review

These terms of reference will be reviewed every year.