

GUIDANCE NOTES ON THE ROLE OF A MEMBER OF COUNCIL

The Council of CIMA consists of up to 58 members; four ex-officio members (the President, Deputy President, Vice President and Immediate Past President); up to 38 elected members; up to 12 co-opted members and up to four other co-opted persons.

1. Length of service*

- (a) The period of office of an elected member of the Council shall be three years, from the close of the Annual General Meeting immediately following his election until the close of the Annual General Meeting three years later, provided that the Council may fix a shorter period in any particular case, before or after such member takes office, for the purpose of securing appropriate rotation on the Council.
- (b) The period of office of a co-opted member of the Council shall be three years or such shorter period determined by the Council in any particular case.
- (c) A former member of the Council shall be eligible for election provided that:
 - (i) a former Immediate Past President may not be elected until a year has elapsed since completion of his last period of service in that office;
 - (ii) subject to (iii) below, a person elected after January 2012 shall not serve on the Council, whether continuously or otherwise, for more than 9 years excluding service as an honorary officer; and
 - (iii) a person who, in 2011, has been in office as a member of the Council for six or more years, may be elected following completion of his current term for only one more term of three years irrespective of his total years of service including such further term.

*(Approved by Council on 25 March 2011 and members at AGM on 4 June 2011)

2. Meetings and time commitment

- (a) All Council meetings (except the virtual meeting) are full day meetings (approximately 08.30hrs to 17.30hrs). The first meeting of Council which newly elected or co-opted members are eligible to attend is the one immediately following the Annual General Meeting in June. Members elected to fill casual vacancies will be invited to attend the next scheduled Council meeting following their election to Council.
- (b) Other meetings of Council are usually held in October, February and a short virtual meeting in April. Meetings normally start at 08.30hrs. Lunch is provided and Council dinners are held on the evenings preceding the Council meetings.
- (c) Members of Council may be invited to sit on one of the CIMA or Association Committees. Committee meetings usually last half day each and take place around 3 times a year.
- (d) Members of Council are expected to attend Council induction, training courses or update sessions and workshops which are held from time to time.
- (e) Additional time is required to prepare for meetings and for travelling to and from meetings.

Accommodation is provided by CIMA, where necessary.

- (f) Elected Council members are expected to and co-opted Council members are encouraged to attend regional meetings in order to understand local conditions, which are to be used to inform the debate at Council meetings.

3. Expenses

All reasonable expenses incurred in the fulfilment of the role of Member of Council, will be reimbursed. Please note byelaws 23 – 26 which state that:

Byelaw 23

Subject to Byelaw 24 below, a member of the Council shall not seek or receive any payment, remuneration or other benefit of any kind from the Institute, or from its subsidiaries, trusts, charities, or associated companies or organisations (“related companies”).

Byelaw 24

Byelaw 23 above shall not preclude:

- payments in respect of reasonable out of pocket expenses incurred in the course of duties undertaken as such member; or
- payment to a member of the Council for services supplied by such member in marking papers or online documents in connection with an examination held by the Institute; or
- payments made in respect of the relief of poverty or distress.

Byelaw 25

A payment to be made under Byelaw 24 (b) above shall be authorised by a resolution of the Council passed at a meeting where the member to receive payment has declared his interest and has withdrawn from any discussion relating to such payment and from voting on the resolution in question.

Byelaw 26

The Institute or related companies may make payments to a company or other entity in which a member of the Council has an interest in return for goods or services supplied by that company or other entity to the Institute or related companies, provided that in any case where the interest of the member of the Council is considered by the Council to be significant or substantial, the proposed supply and payment shall be authorised by a resolution of the Council passed at a meeting where the member with the interest has declared it and has withdrawn from any discussion relating to such supply and payment and from voting on the resolution in question.”

4. Legal and fiduciary responsibilities

The most appropriate general legal term for a CIMA member of Council is that of "fiduciary". Fiduciary duty derives essentially from common law principles of trust. A "trustee" has a more onerous role and has potential personal liability. Meanwhile a company director has responsibilities to the entity under company law, and if it is also a charity, under charity law, whereas a Council member's obligations to the entity are mainly common law ones. An exception to this is that insolvency law (as applicable to an unregistered company) can (and should be assumed to) apply, such that Council members are potentially liable personally for wrongful trading (should that ever occur).

Consequently, a Council member must:

- apply the assets conscientiously to the objects of the Institute;
- keep properly informed and up to date;
- attend meetings regularly
- (as a group) take appropriate professional advice whenever this appears necessary;
- act in good faith, for a proper purpose;
- act and vote in the best interests of the Institute on behalf of the Institute; representing a constituency is secondary to duty to the Institute;
- avoid conflicts of interest and withdraw if personally interested;
- decline any personal gain arising in connection with the Institute;
- exercise due skill and care - the level required is normally that of a prudent person of business, but if a Council member has special skills, then a higher standard commensurate with such skills is expected;
- accept collective responsibility for the decisions of the Council even if not in full agreement with the decision.
- act as advocates for Council and promote CIMA's success
- comply with CIMA's Code of Ethics and Code of Conduct together with any other rules and procedures governing professional conduct matters passed by the Institute from time to time.
- be exemplars of the CIMA values and matters as set out in the Code of Conduct and Roles and Responsibilities document.

These are not in order of importance. They are all essential.

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