

BYE-LAWS
of
PUBLIC RELATIONS AND COMMUNICATIONS ASSOCIATION LIMITED

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PART 1 - INTRODUCTION

1 PRINCIPLES

- 1.1 These are the “Bye-Laws” referred to in the Association’s articles of association (the **Articles**). Words defined in the Articles have the same meaning when used in these Bye-Laws.
- 1.2 These Bye-Laws must be read in the context of the Articles. They comprise:
 - 1.2.1 Governance Bye-Laws - see Bye-Laws in Parts 2 and 3 below;
 - 1.2.2 Regulatory Bye-Laws – see Bye-Laws in Part 4 below; and
 - 1.2.3 Management Bye-Laws – see Bye-Laws in Part 5 below.
- 1.3 The Articles set out how these Bye-Laws may be amended.

PART 2 - GOVERNANCE OF THE ASSOCIATION

2 HONORARY OFFICERS

- 2.1 No Honorary Officer, once they have held an office as an Honorary Officer, can submit themselves for re-election to the same office for a second term.
- 2.2 The candidate for Honorary President will normally be the Honorary Vice-President then holding office. Should the Honorary Vice-President then holding office be unable or unwilling to stand for the office of Honorary President, then a call for nominations will be made no later than three months before the forthcoming Annual General Meeting using the procedure laid out below for the nomination and selection of the Honorary Vice-President.
- 2.3 Nominations for the office of Honorary Vice-President will be sought no later than three months before the forthcoming Annual General Meeting along with the criteria to be used during the election procedure.
 - 2.3.1 Candidates for the office must be authorised representatives of Company Members and secure the written backing of at least 3 Company Members.
 - 2.3.2 Nominations must be submitted in writing to the Nominations Committee no later than two months before the Annual General Meeting.
 - 2.3.3 The Nominations Committee will establish criteria and the procedure against which nominations will be considered and a short-list established.
 - 2.3.4 The short-listed candidates will be invited to interview by the Nominations Committee who will decide which candidate(s) to present to the General Council for consideration for the office.
 - 2.3.5 Should the Nominations Committee propose more than one candidate for consideration, then the candidates will both be asked to prepare a communication to be sent to the Company Members as part of the notice of Annual General Meeting and an election will be held during that Annual General Meeting.
 - 2.3.6 Any election will be held using the General Council’s normal voting procedure but individual returns will be kept secret and known only to the returning officer.
- 2.4 Should a casual vacancy occur in the office of Honorary President then the Honorary Vice-President will assume that office with immediate effect. Should the Honorary Vice-President be unwilling or

unable to serve, then the Nominations Committee will review the unsuccessful candidates from the previous election process and identify if any continue to meet the Nominations Committee's criteria and if so, offer the office to them. Should there be no suitable candidate, or the suitable candidate(s) are unwilling or unable to serve out the remaining term, then the Nominations Committee will look to co-opt a Company Member into the office to serve out the remaining term using a procedure of its choice. Under these circumstances an election for both offices will be held at the next Annual General Meeting.

2.5 An Honorary Officer can be removed for any of the reasons below and if so removed, their office will be designated as a casual vacancy and the procedures in sections 2.3 and 2.4 will apply:

2.5.1 Prohibition from acting as a Director – if the Honorary Officer is prohibited from being a director by law, then they will be deemed automatically removed from office with immediate effect.

2.5.2 Bankruptcy – if a bankruptcy order is made against the Honorary Officer or a composition is made with the Honorary Officer's creditors generally in satisfaction of their debts, then they will be deemed automatically removed from office with immediate effect.

2.5.3 Removal from the Roll or any other sanction – should the Honorary Officer be subject to removal from the Roll or any other sanction following a formal Standards Committee determination, then they will be deemed automatically removed from office with immediate effect.

2.5.4 Criminal record – should the Honorary Officer be successfully prosecuted for an imprisonable offence, then they will be deemed automatically removed from office with immediate effect.

2.5.5 Reputational damage – should the Honorary Officer act in such a manner in their professional or personal life that public knowledge of their actions would be likely to be damaging to the Association, then their actions will be considered by the Standards Committee who may ask them to resign from office.

2.5.6 A vote of the General Council – should the General Council pass a motion of no-confidence in the Honorary Officer, then they will be deemed automatically to have resigned from office with immediate effect. A motion of no-confidence requires a majority of the votes cast in the General Council to be cast in favour of the motion. Should the resolution result in a vote of no-confidence in one or both of the Honorary Officers then the Nominations Committee will announce interim arrangements and if necessary the procedure it intends to follow to fill the vacant offices.

2.6 A person ceases to be an Honorary Officer as soon as notification is received by the Association from the Honorary Officer that the Honorary Officer is resigning from office, and such resignation has taken effect in accordance with its terms.

3 SUB-COMMITTEES, PROFESSIONAL BOARDS AND ADVISORY BOARDS – GENERAL PROVISIONS

3.1 The process for appointments (excluding to the Steering Committee):

3.1.1 to the Membership Committee or the Standards Committee will be established and managed by the Nominations Committee;

3.1.2 to the Nominations Committee will be established and managed by the Steering Committee; and

3.1.3 to a Professional Board or Advisory Board will be devised by the relevant Professional Board or Advisory Board itself and approved by the Nominations Committee.

- 3.2 The process for appointments may vary depending on the role but for each the role the following principles must be part of the agreed process:
- 3.2.1 Applications will be actively sought from across the eligible population to ensure representation is balanced to reflect the Company Membership of the Association and where appropriate the demographic mix of the Professional Members. Particular effort must be made to ensure representation from Members with protected characteristics as defined by the Equalities Act 2010.
 - 3.2.2 An unsuccessful applicant must be able to access feedback on their application against the defined criteria on request.
 - 3.2.3 Successful applicants will receive a formal letter of appointment which must lay out the term of their appointment and any expectations of role such as attendance at meetings and representative duties for the Association.
 - 3.2.4 Any remuneration for a role must also be made clear throughout the procedure and in letters of appointment. All non-executive roles subject to remuneration will be paid through the payroll.
 - 3.2.5 Appointments recommended by the Nominations Committee will be reviewed and approved by the Steering Committee. A proposed appointment will not proceed if two-thirds of the votes cast at Steering Committee to the Secretary are against the appointment.
 - 3.2.6 The Nominations Committee has the authority to fill casual vacancies on all Sub-committees, Professional Boards and Advisory Boards should they deem that not doing so would jeopardise the operation of the body concerned. In so doing the requirements in paragraph 3.2 above may be dispensed with. Any decision not to apply the requirements of paragraph 3.2 above should be reported in the annual report of the Steering Committee to the General Council.
 - 3.2.7 Members are not permitted to be on more than one professional or advisory board simultaneously.

Membership

- 3.3 Except where otherwise stated in the Articles or these Bye-Laws, a member of a Sub-committee, Professional Board, Advisory Board or Interest Group existing from time to time must be a Professional Member or an Associate Member, unless they are specifically appointed to fill a position identified as independent of the Industry. Such a person is referred to below as a **Relevant Member**.
- 3.4 No person who is the subject of any of the events listed in Bye-Law 2.5 (as though references to an Honorary Officer are to the person concerned) may be a Relevant Member. A Relevant Member may be removed from their appointments to Sub-committees, Professional Boards, Advisory Boards and Interest Groups earlier than the intended end date specified in their letter(s) of appointment if any of the events listed in Bye-Law 2.5 applies to them (as though references to an Honorary Officer are to the person concerned) or otherwise by reason of:
- 3.4.1 not meeting attendance or any other standards as set out the relevant letter of appointment; or
 - 3.4.2 breach of the Codes of Conduct.
- 3.5 Membership will be for:
- 3.5.1 a term of two years (for Professional Boards and Advisory Boards) with the opportunity to serve two such terms consecutively. After the two terms, the Relevant Member will step down and not be eligible for re-appointment to the same Professional Board or Advisory Board for a further two years, except in exceptional circumstances and with the approval of the Steering Committee; and

- 3.5.2 a minimum of two years and a maximum of five years (for Sub-committees). After five years, the Relevant Member will step down and not be eligible for re-appointment to the same Sub-committee for a further five years.

4 STEERING COMMITTEE

- 4.1 The Steering Committee shall comprise the Honorary Officers, the (Management) Board Chair and the chairs of the Professional Boards and the Advisory Boards.
- 4.2 The Steering Committee will be chaired by the Honorary President and in their absence the Honorary Vice-President. Should both be absent then one of the chairs of the Public Affairs or Public Relations & Communications Boards will take the chair.
- 4.3 It shall meet at least quarterly between Annual General Meetings with one meeting being held prior to the deadline for tabling of resolutions and the issuing of notice for the forthcoming Annual General Meeting.
- 4.4 An annual report will be tabled on the work of the Steering Committee at each Annual General Meeting which should summarise key activities and decisions taken during the last financial year excluding any matters which the chair of the Steering Committee deems to be sensitive. Approvals for in-year appointments to Sub-committees delegated to the Steering Committee by the General Council will be recorded and reported as part of the annual report.

5 MEMBERSHIP COMMITTEE

- 5.1 The Membership Committee will comprise a minimum of 8 and a maximum of 12 Professional Members recommended for appointment by the Nominations Committee and appointed by the Steering Committee.
- 5.2 The Membership Committee will be chaired by the Honorary President and in their absence the Honorary Vice-President. Should both be absent then one of the other members of the Membership Committee will take the chair.
- 5.3 The proceedings and decisions of the Membership Committee will be recorded by the Secretary and the minutes of its meetings must be available for inspection by Company Members should they wish to see them no later than 60 days after each meeting. The chair of the Membership Committee has the discretion to exclude from the minutes any details that maybe sensitive.
- 5.4 An annual report will be tabled on the work of the Membership Committee at each Annual General Meeting which should summarise key activities and decisions taken during the last financial year excluding any matters which the chair of the Membership Committee deems to be sensitive. This should include of the number of persons admitted to Membership and the number ceasing to be Members in the financial year.
- 5.5 The Membership Committee shall meet at least quarterly and where it is considering an appeal from the Standards Committee, as and when needed and in accordance with the procedures set down by the Standards Committee.

6 STANDARDS COMMITTEE

- 6.1 The Standards Committee shall comprise a minimum of 5 and a maximum of 15 individuals recommended by the Nominations Committee and appointed by Steering Committee. A majority of the members of the Standards Committee (including the chair) shall be chosen from outside the Industry. The chairs of the Professional Boards shall be members of the Standards Committee. Remuneration for members of the Standards Committee will be recommended by the Nominations Committee (with supporting evidence provided by the Management Board) and approved by the Steering Committee. The quorum at any meeting of the Standards Committee shall be three.
- 6.2 To aid its investigations, the Standards Committee may appoint an external investigator to support

them and/or utilise Association staff resources and may agree to determine complaints under the Codes of Conduct via panels comprising sub-sets of the members of the Standards Committee.

- 6.3 The Standards Committee will publish the procedure to be followed and timelines for investigations and determinations.
- 6.4 The procedure followed and determinations by the Standards Committee will be recorded by the Secretary. The chair of the Standards Committee has the discretion to exclude from the minutes any details that may be sensitive.
- 6.5 The Standards Committee will report on its activities and decisions to the General Council at the Annual General Meeting, excluding any matters which the chair of the Standards Committee deems to be sensitive.
- 6.6 The Standards Committee shall meet at least quarterly and where it is considering a complaint, as and when needed and in accordance with the procedures set down by the Standards Committee.

7 NOMINATIONS COMMITTEE

- 7.1 The Nominations Committee will comprise a minimum of 8 and a maximum of 12 Professional Members and independent persons appointed by the Steering Committee.
- 7.2 The Nominations Committee will be chaired by the Honorary President and in their absence the Honorary Vice-President. Should both be absent then one of the other members of the Nominations Committee will take the chair.
- 7.3 The proceedings and decisions of the Nominations Committee will be recorded by the Secretary and the minutes of its meetings must be available for inspection by Company Members should they wish to see them no later than 60 days after each meeting. The chair of the Nominations Committee has the discretion to exclude from the minutes any details that maybe sensitive.
- 7.4 The Nominations Committee will meet at least four times a year.

8 PUBLIC AFFAIRS BOARD AND PR & COMMUNICATIONS BOARD (PROFESSIONAL BOARDS)

- 8.1 Each Professional Board will comprise such a minimum of 8 and a maximum of Professional Members and Associate Members.
- 8.2 The chair of each Professional Board must be a Professional Member with their office as chair being for 2 years.
- 8.3 The process to appoint members of the Professional Boards (and to rotate the office of chair) will be devised by the Professional Boards themselves and approved by the Nominations Committee.
- 8.4 The role of the Professional Boards is to consider what should be best practice and promote these (including through Network Groups), inform the education and development activity of the Association and to promote the standards in the various Codes of Conduct to all involved in the Association, and to the wider world in which the Industry exists.
- 8.5 Each Professional Board should meet at least four times a year.
- 8.6 The proceedings and decisions will be recorded by the Secretary. The minutes of the meetings must be available for inspection by Company Members should they wish to see them no later than 60 days after each meeting.
- 8.7 The Professional Boards may create Interest Groups and Network Groups in support of their role. Interest Groups and Network Groups will not hold decision-making or financial powers. The relevant Professional Board will define the scope of responsibilities for an Interest Group or Network Group which it creates, may establish a time limit for the Interest Group or Network Group, and may in its absolute discretion vary that time limit or at any time disband the same.

- 8.8 Any Interest Group or Network Group must be properly constituted with a defined membership, terms of reference and reporting requirement to their parent Professional Board. These must be named Interest Group or Network Group.
- 8.9 Interest Groups and Network Groups should report annually on activity and there should be a formal review of these every year as part of the agenda for each Professional Board. Any Interest Group or Network Group that does not submit an annual report will automatically be disbanded.
- 8.10 An annual report will be tabled on the work of each Professional Board at each Annual General Meeting which should summarise key activities and decisions taken during the last financial year.

9 ADVISORY BOARDS

- 9.1 Each Advisory Board will consist of between 8 and 12 members drawn from the Professional Members and Associate Members.
- 9.2 The chair of an Advisory Board will be a Professional Member.
- 9.3 The process to appoint members of the Advisory Boards will be devised by the Advisory Boards themselves and approved by the Nominations Committee.
- 9.4 The purpose of the Advisory Boards is to inform the deliberations of the General Council, its Sub-committees and Professional Boards. Advisory Boards will not hold decision-making or financial powers. They do not hold the power to represent the Association but may, with agreement of the Steering Committee, make a public comment on a particular matter, and publish reports and thought leadership pieces to the wider Membership and the Industry. Their scope of advisory responsibilities will be defined by the Steering Committee along with how they engage with the requirement to be consulted on the development of strategy and annual plans by the Management Board.
- 9.5 Advisory Boards are established by the Steering Committee. Any proposal must include:
 - 9.5.1 A rationale for the proposed Board
 - 9.5.2 A proposed terms of reference
 - 9.5.3 Identified measures of success and impact against which continuation will be judged.
- 9.6 Current Advisory Boards will be listed on the Association website.
- 9.7 Advisory Boards should meet at least four times a year.
- 9.8 The proceedings and decisions will be recorded by the Secretary. The minutes of the meetings must be available for inspection by Council members should they wish to see them no later than 60 days after each meeting.
- 9.9 An annual report will be tabled on the work of each Board at each Annual General Meeting which should summarise key activities.
- 9.10 The General Council will review every Advisory Board on a triennial basis against agreed measures of successful impact.
- 9.11 Each Advisory Board will be required after three years of operation (and thereafter every three years during their existence) to submit an appraisal of their impact and success against measures set for them by the General Council on the recommendation of the CEO.
- 9.12 The General Council will, having received the appraisal, then vote on whether the Advisory Board should continue, continue with changes to their terms of reference, or cease to exist.
- 9.13 Term-limited Advisory Interest Groups may also be established by the General Council with a specific remit and a set date at which they will cease to exist unless extended by a majority of all votes in the General Council.

PART 3 - MEMBERSHIP OF THE ASSOCIATION

10 MEMBERSHIP FEES

- 10.1 Membership fees will be set by the Steering Committee (on the recommendation of the Management Board).
- 10.2 Disputes on fees will be settled by the Steering Committee.
- 10.3 Members may resign their membership in accordance with the Articles but no fees will be remitted for such a resignation.
- 10.4 Members who are removed from membership by the Standards Committee (or on appeal by the Membership Committee) will receive no remittance of fees for the balance of the year.

11 PROFESSIONAL MEMBERS' ROLL

- 11.1 Every Professional Member will be entered onto the Roll.
- 11.2 Registration must include their full name, job title, a work email contact, a work telephone contact and a work address.
- 11.3 The Roll will be held centrally by the Association and a list of Professional Members grouped by Company Member (name and job title only) will be available for inspection on the Association Website.
- 11.4 Should during the membership year a Professional Member cease to be an employee of their Company Member, or change their job description such that they are no longer wholly or mainly focused on services provided by the Industry, it is the responsibility of the Company Member to inform the Association, as soon as possible, of the change.
- 11.5 A member who moves from one Company Member to another shall inform the Association of the change and the Association will contact the new Company Member for confirmation.
- 11.6 Changes in the number of Professional Members employed by a Company Member during a year will not affect voting rights in the General Council for that year.

12 FELLOWSHIP OF THE ASSOCIATION

- 12.1 All the Professional and Advisory Boards will be asked to nominate Professional Members who are eligible to be designated MPRCA to be awarded the title of "Fellow". Criteria for this award will be set by the Membership Committee and the Membership Committee will on an annual basis announce such awards. There will be a published procedure on the Association website. Awardees may use the designation "FPRCA" for life unless revoked by the Standards Committee.

13 COMPANIONSHIP OF THE ASSOCIATION

- 13.1 The Steering Committee has the right to award the designation "Companion" following a recommendation by the Membership Committee. This designation is an honour designed to recognise leaders in the Industry who are seen as role models and who have made a significant contribution. These awards will be made annually by the Steering Committee and awardees have the right to use the designation "CPRCA" for the rest of their lives save that the award will be subject to fulfilment on an ongoing basis of such other criteria as the Membership Committee shall determine. The Steering Committee will agree and publish the criteria for these awards.

PART 4 - STANDARDS AND REGULATION

14 THE ASSOCIATION'S CODES OF CONDUCT

Company Members, Professional Members and Associate Members

- 14.1 The Association's:
- 14.1.1 Code of Conduct for Company Members defines the standards expected from every Company Member.
 - 14.1.2 Code of Conduct for Professional Members defines the standards expected from every Professional Member.
 - 14.1.3 Code of Conduct for Associate Members defines the standards expected from every Associate Member.
- 14.2 The Codes of Conduct are owned by the Standards Committee. Members will comply with these Bye-Laws and the Relevant Code of Conduct and any associated procedures.
- 14.3 Each Member will be asked to make a declaration at the beginning of every membership year that to the best of its knowledge it has not breached the Relevant Code of Conduct in the previous year and re-commits itself to maintaining the standards in that Code of Conduct for the forthcoming year. In addition, Company Members shall ensure that the declaration from their employees or where applicable partners, who are Professional Members is made in accordance this provision.
- 14.4 Each Member will accept and acknowledge that the Association will follow the procedures set down by the Standards Committee to investigate complaints about breaches of the Codes of Conduct and has the power to subject the Member to sanctions.
- 14.5 The Codes of Conduct will be published on the Association website and promoted as widely as possible to ensure Industry clients and stakeholders are aware of its existence.

Public Affairs Code

- 14.6 The Public Affairs Code of Conduct defines the standards expected from every Member involved in Public Affairs activities. It is owned by the Standards Committee.
- 14.7 Company Members and Professional Members involved in Public Affairs Activities will be identified by the Membership Committee.
- 14.8 Each relevant Member will be asked to make a declaration at the beginning of every membership year that to the best of its knowledge it has not breached the Public Affairs Code in the previous year and re-commits itself to maintaining the standards in the Public Affairs Code for the forthcoming year. In addition, Company Members shall ensure that the declaration from their employees or where applicable partners, who are Professional Members is made in accordance this provision. Each relevant Member will accept and acknowledge that the Association will follow the procedures set down by the Standards Committee to investigate complaints about breaches of the Public Affairs Code and has the power to subject the relevant Member to sanctions.
- 14.9 The Public Affairs Code will be published on the Association website and promoted as widely as possible to ensure Industry clients and stakeholders are aware of its existence.

15 PROCEDURES UNDER THE CODES OF CONDUCT

- 15.1 The procedures for raising complaints and complaint handling will be determined by the Standards Committee. Complaints may be raised by the Association of its own volition.

- 15.2 Otherwise than where required by law, complaint handling will be confidential throughout the procedure of investigation and determination.
- 15.3 The Standards Committee will normally publish both the nature and fact of the breach and any sanction imposed in such manner and including such detail as it considers appropriate. In exceptional cases it may decide that a breach and/or sanction remain confidential. The Standards Committee will determine criteria to assist in this decision making and this will be published along with the complaints procedure and the Codes of Conduct. Suspension of membership or removal of Membership will always be publicly announced.
- 15.4 The Standards Committee may ask Association staff to conduct an investigation or to appoint an external investigator depending on the complaint.
- 15.5 The Standards Committee will give the Member under investigation an opportunity to respond to any complaint.
- 15.6 After this the Standards Committee will determine whether there has been any breach of the Relevant Code of Conduct and if so, whether any sanction should be imposed.
- 15.7 At the end of the procedure the Standards Committee will in all but exceptional circumstances, communicate formally to the complainants, if any, and to the Member under investigation.
- 15.8 Sanctions may include censure, a requirement for corrective training and or changes to company procedure, suspension of Membership for a term of up to three years, removal of Membership and/or removal from the Roll. The Standards Committee may in the case of removal recommend that a Member not be re-admitted to Membership for a specified period of time up to 3 years.
- 15.9 There shall be a right of appeal to the Membership Committee for any Member in relation to any finding of a breach of the Codes of Conduct or sanction imposed. The Standards Committee shall determine the procedures to be followed in relation to any such appeal including grounds for appeal and deadlines for lodging the appeal and these may be varied according to the class of Member.
- 15.10 Where a valid appeal is lodged in accordance with those procedures, the Standards Committee has the discretion to suspend any sanction and restrain from publication pending determination of that appeal.
- 16 REVOKING OF FELLOWSHIP AND COMPANIONSHIP OF THE ASSOCIATION**
- 16.1 The Standards Committee will also hold the responsibility for complaints that might if proven require the Association to revoke the award of a Fellowship or Companionship and these complaints will be handled using the same procedure for complaints under the Codes of Conduct.

PART 5 - MANAGEMENT OF THE ASSOCIATION

17 THE MANAGEMENT BOARD

- 17.1 The management of the Association shall be the responsibility of the Management Board and the provision of services to the Membership will be the operational responsibility of the CEO and the Secretary.
- 17.2 The Management Board, on a recommendation from the Nominations Committee, will appoint:
- 17.2.1 a CEO who will report to the (Management) Board Chair; and
 - 17.2.2 one of the Directors to be a Treasurer who will oversee the financial performance of the Association and will present quarterly management accounts to the Management Board.

- 17.3 An annual budget and business plan will be agreed by the Management Board and its approval will effect delegated authority to the CEO and Secretary for its execution provided that variations to forecast outcome do not exceed 15%. In the event that such a variation is forecast, a reforecast budget will need to be approved by the Management Board at its next (Management) Board Meeting.

18 FINANCIAL REPORTING AND CONTROL

- 18.1 **Delegated authorities:** The CEO and the Secretary will enjoy delegated authority for single item expenditure provided for in the Annual or Reforecast Budget up to £20,000. In the event that single item expenditure exceeds this amount, agreement of the Treasurer will be required. Where expenditure is not envisaged within the Annual or Reforecast Budget agreement from the Treasurer will be required for sums exceeding £5,000.
- 18.2 **Audit, Risk & Remuneration:** The Management Board will appoint an Audit, Risk and Remuneration Committee. It will be comprised of up to two independent Directors and two of the other Directors, one of whom shall be the Treasurer as chair of the committee. It will recommend to the Steering Committee a firm of auditors to prepare the annual report and accounts of the Association as well as conducting internal reviews as it sees fit.
- 18.3 **Management Accounts and Reporting:** On at least a quarterly basis (and more frequently if so determined by the Management Board) the Association will be required to provide to the Management Board management accounts which detail up to date financial performance. Where the Association is involved in commercial activities, as opposed to the provision of services to Members for which the Members have paid for as part of their subscription or other levy/ies, a summary profit and loss account for each of these activities shall be included as part of the management accounts.
- 18.4 A Secretary will be appointed and will be responsible for ensuring that relevant filings are made with Companies House and that the Association's books are kept up to date.

19 APPOINTMENT AND REMUNERATION OF EXECUTIVE OFFICERS

- 19.1 The Management Board will approve the appointments of members of the Association's leadership team.
- 19.2 The salaries and any adjustments to remuneration for members of the Association's leadership team which exceed £60,000 must be approved by the Audit, Risk and Remuneration Committee.
- 19.3 The CEO will be required to submit to each (Management) Board Meeting an HR report which covers joiners, leavers and any significant planned or executed changes to the remuneration of members of the Association's leadership team.

20 OPERATIONAL MANAGEMENT AND CONTROLS

- 20.1 Minutes of the Management Board will be created and distributed within fourteen days of each (Management) Board Meeting and approved at the following meeting subject to the unanimous agreement of the Directors.
- 20.2 Management policies and procedures: The CEO will be responsible for ensuring that policies and procedures are established, practised and regularly reviewed covering, but not limited to, recruitment, employment, disciplinary procedures, grievance, expenses, remote working, personal conduct and that these policies are made available to staff members and the Membership more widely through the website.

21 SUBSIDIARY MANAGEMENT AND REPORTING

- 21.1 Subsidiary governance will be subject to the same protocols as laid out above.
- 21.2 Any proposal for the establishment of a new subsidiary must gain the approval of the Steering Committee through a submitted business case and business plan.