

## APPENDIX A

### **NATIONAL REGISTER OF PUBLIC SERVICE INTERPRETERS**

#### **GOVERNANCE**

##### **Governance Documents**

This paper provides a comprehensive statement of the governance principles that underpin the workings and activities of the National Register.

It was approved by the Board at its meeting of Thursday 18<sup>th</sup> April 2013

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NRPSI ("the company")

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## PART I INTERPRETATION AND LIMITATION OF LIABILITY

### Defined terms

1. In the articles, unless the context requires otherwise – "articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 11;

"chairman of the meeting" has the meaning given in article 28;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"lay director" means a lay person who is appointed as a director;

"lay person" means a person who is not, and is not eligible to be, registered on the National Register of Public Service Interpreters, and who is not an employee of or office holder in a body which has amongst its objects, or carries on the activity of, representing the interests of language professionals;

"member" has the meaning given in section 112 of the Companies Act 2006;

"National Register of Public Service Interpreters" means the register maintained by the company, of interpreters judged under criteria and conditions determined by the company from time to time as qualified to interpret within the public services in the United Kingdom;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 9;

"professional body" means a body which has amongst its objects, or carries on the activity of, representing the interests of language professionals, as determined by the directors;

"professional director" means a registered public service interpreter who is appointed as a director;

"registered public service interpreter" means a person who is registered on the National Register of Public Service Interpreters at the relevant time;

"proxy notice" has the meaning given in article 34;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

### **Liability of members**

3. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for –

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributors among themselves.

## PART 2 DIRECTORS

### DIRECTORS' POWERS AND RESPONSIBILITIES

#### **Directors' general authority**

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### **Directors may delegate**

4.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of

the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### **Committees**

5.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors. (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### DECISION-MAKING BY DIRECTORS

#### **Directors to take decisions collectively**

6.— A decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 7.

#### **Unanimous decisions**

7.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been

entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **Calling a directors' meeting**

8.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. (2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is

given after the meeting has been held, that does not affect the validity of the meeting,

or of any business conducted at it

### **Participation in directors' meetings**

9.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

10.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, and unless otherwise fixed it shall be three.

(3) If the total number of directors for the time being is less than the quorum required,

the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

#### **Appointment of chairman**

- 11. – (1) The directors shall appoint a director to chair their meetings and to take other actions as may from time to time be determined by the directors.
- (2) The person so appointed for the time being is known as the chairman.
- (3) Only a person who is a lay director may be appointed chairman.
- (4) The directors may terminate the chairman's appointment at any time.
- (5) The chairman's maximum period of office without re-appointment shall be three years.

#### **Chairing of directors' meetings**

- 12. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

#### **Casting vote**

- 13. – (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **Conflicts of interest**

- 14. – (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when –

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

- (4) For the purposes of this article, the following are permitted causes –
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part

of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any

director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **Records of decisions to be kept**

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

#### **Directors' discretion to make further rules**

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

#### **APPOINTMENT OF DIRECTORS Number of directors**

17. There shall be a maximum of seven and a minimum of three directors, of whom –

(a) no less than two and no more than four shall be lay persons, and

(b) no less than one and no more than three shall be registered public service interpreters,

provided that

(c) there shall always be a majority of lay directors, and

(d) there shall always be at least one director who is a registered public service interpreter.

**Methods of appointing directors**

18.—(1) Any person who is willing to act as a director and to become a member, and is permitted by law to do so, may be appointed to be a director—

- (a) as a lay director, or
- (b) as a professional director,  
provided that—

(c) that person is not an employee of or office holder in a professional body.

(2) Appointment of directors shall be by a decision of the directors.

(3) In any case where as a result of death, the company has no directors, the personal representatives of the last member to have died have the right, by notice in writing, to

appoint a person to be a director.

(4) For the purposes of paragraph (2), where 2 or more members die in circumstances

rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(5) In any case where the company has no directors for a reason other than that referred to in paragraph (3), the last director to have held office shall have the right, by notice in writing, to appoint a person to be a director.

**Directors' period of office**

19.—(1) A director's maximum period of office without re-appointment shall be three years.

(2) A director's maximum period of office shall be nine years.

**Termination of director's appointment**

20. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(g) the person ceases to be a member in accordance with these articles;

(h) the person becomes an employee of or office holder in a professional body.

### **Directors' remuneration**

21.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—  
(a) for their services to the company as directors, and  
(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—  
(a) take any form, and  
(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

### **Directors' expenses**

22. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—  
(a) meetings of directors or committees of directors,  
(b) general meetings, or  
(c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## **COMPANY SECRETARY**

### **Appointment of company secretary**

23. The directors may appoint a Company Secretary for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **PART 3 MEMBERS** **BECOMING AND CEASING TO BE A MEMBER**

### **Applications for membership**

24. No person shall become a member of the company unless that person has been appointed a director in accordance with the articles.

### **Termination of membership**

25.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) A person's membership terminates when that person ceases to be a director.

(3) Membership is not transferable.

(4) A person's membership terminates when that person dies or ceases to exist.

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and speaking at general meetings**

26.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

27. —(1) The quorum for general meetings may be fixed from time to time by decision of the directors and unless otherwise so fixed shall be three. If there are fewer than three members all of the remaining members shall constitute a quorum.

(2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

### **Chairing general meetings**

28.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

#### **Attendance and speaking by non-members**

29. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

#### **Adjournment**

30. –(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if –

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must –

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) –

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **VOTING AT GENERAL MEETINGS**

##### **Voting: general**

31. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

##### **Errors and disputes**

32. –(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. (2)

Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Poll votes**

33—(1) A poll on a resolution may be demanded—  
(a) in advance of the general meeting where it is to be put to the vote, or  
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—  
(a) the chairman of the meeting;  
(b) the directors;  
(c) two or more persons having the right to vote on the resolution; or  
(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—  
(a) the poll has not yet been taken, and  
(b) the chairman of the meeting consents to the withdrawal. (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **Content of proxy notices**

34—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—  
(a) states the name and address of the member appointing the proxy;  
(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;  
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and  
(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—  
(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and  
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

35—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **Amendments to resolutions**

36—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **DISTRIBUTIONS TO MEMBERS**

### **Distributions**

37—(1) No dividends or other distributions may be paid, made or distributed to the members of the company for any reason other than as may be required by law.

(2) On a dissolution or winding up of the company, the assets (if any) remaining after providing for all its liabilities may not be distributed to the company's members, and must be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for purposes within, the same as or similar to the objects of the company; and/or
- (b) directly for the objects of the company or for purposes which are within or similar to those objects.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **Objects of the company**

38. The company's objects shall be the promotion and/or regulation of the profession of public service interpreting and translation through the creation and maintenance

of the National Register of Public Service Interpreters and anything incidental or conducive to any of those objects.

#### **Means of communication to be used**

39—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company. (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **Company seals**

40—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **Keeping of accounts and records**

41—The directors shall comply with the Companies Act as to keeping records, audit or examination of accounts and the preparation and filing of information required by law including annual returns, reports and statements of account.

#### **No right to inspect accounts and other records**

42. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### **Provision for employees on cessation of business**

43. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## **Application of company's income**

**44.** The income of the company, from wherever derived, shall be applied solely in promoting the objects of the company and for no other purpose save as may be required by law.

## DIRECTORS' INDEMNITY AND INSURANCE

### **Indemnity**

45.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

### **Insurance**

46.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **2. Matters reserved for the board**

### THE NATIONAL REGISTER OF PUBLIC SERVICE INTERPRTERS

#### Matters Reserved for the Board

##### Introduction

In accordance with the guidelines for corporate governance NRPSI seeks to benchmark its procedures and operations against best practice as identified in the guidelines or other relevant measures. Thus in following such practice in respect of the relationship between the Board and its executive management the NRPSI recognises that an effective board controls the business but delegates day to day responsibility to the executive management. That said there are a number of matters which are required to be or, in the interests of the NRPSI, should only be decided by the board as a whole.

In respect of corporate governance various reviews, codes of practice and regulation that have been developed over the past few years.

Some of these reviews (the Cadbury report and Code of Best Practice, the Greenbury Committee Report and the Hampel report) were brought together with previous governance recommendations and aspects of company law into a Combined Code in 1998. This was further modified by the Higgs Report on the role and effectiveness of non-executive directors with the resultant revised Combined Code being applicable for reporting periods after November 2003.

The Combined Code states that

“The board’s role is to provide entrepreneurial leadership of the company within a framework of prudent and effective controls which enables risk to be assessed and managed. The board should set the company’s strategic aims, ensure that the necessary financial and human resources are in place for the company to meet its objectives and review management performance. The board should set the company’s values and standards and ensure that its obligations to its shareholders and others are understood and met.”

The Combined Code also states that

“There should be a formal schedule of matters specifically reserved for [the board’s] decision” and that the annual report should contain a “high level statement of which types of decisions are to be taken by the board and which are to be delegated to management.”

This paper seeks to provide such a schedule incorporating the recommendations and benchmarking of the Combined Code and our own position.

### Delegation

Certain of the matters included in this schedule should, under the provisions of the Combined Code, be the subject of recommendations by the audit, nomination or remuneration committee but with the final decision being undertaken by the whole board. However given the small size and scale of the NRPSI the board has reviewed this and determined that there should not be any separate committees but rather that the board as a whole will undertake such responsibilities – although this may include the setting up of a committee for a particular issue or for a specific period of time should the board decide it is expedient so to do. In such circumstances the remit and terms of reference of the committee will be agreed by the board.

Similarly there are some statutory areas where decisions cannot be delegated and other areas where the matters are dealt with completely within the whole board. The board may retain for its own decision the other matters identified, or as it sees fit delegate them to board committees or to the executive.

### Urgent Matters

In drawing up a schedule of Matters Reserved for the Board it is important to establish procedures for dealing with matters which often have to be dealt with urgently, often between regular board meetings. Thus it is accepted that a telephone or video conference meeting may be held in which as many members as possible participate. This allows members the opportunity to discuss the matter and ask questions. Any member who cannot attend should still be sent the relevant papers and have the opportunity to give their views to the Chairman, another member or the Executive Manager before the meeting.

If the matter is routine and discussion is not necessary the approval of all the members may be obtained by means of a written resolution. In all cases however the procedures should balance the need for urgency with the overriding principle that each member should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the NRPSI .

## **Schedule of Matters reserved for the Board**

### **1. Discharge of responsibility for strategic oversight and direction of all aspects of the NRPSI's activities.**

1.1 Approval of the NRPSI business plans etc. setting out long term objectives and commercial strategy.

1.2 Approval of the annual operating and capital expenditure budgets and any material changes to them.

1.3 Oversight of the company's operations ensuring:

- competent and prudent management
- sound planning
- an adequate system of internal control
- adequate accounting and other records
- compliance with statutory and regulatory obligations and reporting against the benchmarking provisions of the accounting and other similar guidance.

1.4 Review of performance in the light of the NRPSI strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.

1.5 Extension of the NRPSI's activities into new business or geographic areas.

1.6 Any decision to cease to operate all or any material part of the NRPSI's business.

1.7 In addition, the board will receive reports and recommendations from time to time on any matter significant to the NRPSI .

## **2. Structure and capital**

2.1 Changes relating to the NRPSI's structure including reduction of capital, share issues and guarantees.

2.2 Major changes to the NRPSI's corporate structure.

2.3 Major changes to the NRPSI's management and control structure.

2.4 Any changes to the company's status as a voluntary regulator.

### 3. Financial and performance reporting and controls

3.1 Approval of the annual report and accounts, including the corporate governance statement, remuneration report, strategy review and other requirements as identified by the standards for companies of our size and status.

3.2 Approval of any significant changes in accounting policies or practices.

3.3 Approval of treasury policies including foreign currency exposure and the use of financial derivatives.

3.4 Approval of capital projects exceeding £500. (*This level as defined on the separate schedule of financial authorities reviewed and revised at least annually*).

### 4. Internal controls

4.1 Ensuring maintenance of a sound system of internal control and risk management including:

- receiving reports on, and reviewing the effectiveness of, the NRPSI's risk and control processes to support its strategy and objectives
- undertaking an annual assessment of these processes
- approving an appropriate statement for inclusion in the annual report.

### 5. Contracts

5.1 Contracts which are material strategically or by reason of size, entered into by the NRPSI, or any subsidiary or partnership in the ordinary course of business, for example bank borrowings [above £500] and acquisitions or disposals of fixed assets [above £500]. (*These levels as defined on the separate schedule of financial authorities reviewed and revised at least annually*).

5.2 Contracts of the NRPSI or any subsidiary not in the ordinary course of business, for example loans and repayments [above £500]; foreign currency transactions [above £500; major acquisitions or disposals [above £500]. (*These levels as defined on the separate schedule of financial authorities reviewed and revised at least annually*).

5.3 Major investments or partnerships.

### 6. Board membership and other appointments

6.1 Changes to the structure, size and composition of the board.

6.2 Ensuring adequate succession planning for the board and senior management.

6.3 Appointment of non-executive members to the board.

6.4 Selection/ termination of the Executive Director.

6.5 Membership and Chairmanship of board committees.

6.6 Continuation in office of any member at any time, including the suspension or termination of service of a member, subject to the law and their appointment contract.

6.7 Appointment, reappointment or removal of the external auditor following the recommendation of the audit committee.

6.8 Appointments to boards of subsidiaries or partnerships.

## 7. Remuneration

7.1 Determining the remuneration policy for the Executive Director.

7.2 Determining the remuneration of the non-executive members

7.2 Determining the remuneration of the Chairman.

## 8. Delegation of Authority

8.1 The division of responsibilities between the Chairman, the Executive Director, which should be in writing (e.g. job descriptions, Board minutes, Committee Terms of Reference).

8.2 Approval of terms of reference of board committees, ensuring that matters which the board considers suitable for delegation are contained in the terms of reference of its Committees.

## 9. Corporate governance matters

9.1 Undertaking a formal review annually of its own performance, that of its committees and individual members

9.2 Determining the independence of members.

9.3 Considering the balance of interests between employees, registrants, customers and the community.

9.4 Review of the overall corporate governance arrangements.

9.5 Receiving reports on the views of the NRPSI's stakeholders

## 10. Policies

10.1 Approval of policies, including:

- Code of Conduct
- Health and safety policy
- Safety Management System policy
- Environmental policy
- Corporate social responsibility policy
- Charitable donations policy

## 11. Other

11.1 The making of political donations.

11.2 Approval of the appointment of the NRPSI's professional advisers.

11.3 Prosecution, defence or settlement of litigation.

11.4 Approval of the overall levels of insurance for the group including Directors' & Officers' liability insurance and indemnification of members.

11.5 Major changes to the support of or participation in pension schemes made available to employees.

11.6 This schedule of matters reserved for board decisions.

### **3. JOB DESCRIPTIONS AND ROLES**

#### **Role of the Chairman and Executive Director**

#### **Statement of Division of Responsibilities between the Chairman and the Executive Director**

<b>1. Reporting Lines</b>	
<b>Chairman</b>	<b>Executive Director</b>
1.1 The Chairman reports to the board (the "board")	1.1 The Executive Director reports to the Chairman (acting on behalf of the board) and to the board directly.
1.2 The Chairman is not responsible for executive matters regarding the NRPSI's business. Other than the Executive Director, no staff member reports to the Chairman, other than through the board.	1.2 The Executive Director is responsible for all executive management matters affecting the NRPSI. All staff members report, either directly or indirectly, to him/her.
<b>2. Key Responsibilities</b>	
<b>Chairman</b>	<b>Executive Director</b>
2.1 The Chairman's principal responsibility is the effective running of the board.	2.1 The Executive Director's principal responsibility is running the NRPSI's business
2.2 The Chairman is responsible for ensuring that the board as a whole plays a full and constructive part in the development and determination of the NRPSI's strategy and overall commercial objectives.	2.2 The Executive Director is responsible for proposing and developing the NRPSI's strategy and overall commercial objectives, which he/she does in close consultation with the Chairman and the board.
2.3 The Chairman is the guardian of the board's decision-making processes.	2.3 The Executive Director is responsible, with the staff team, for implementing the decisions of the board and its Committees.

<b>3. Other Responsibilities</b>	
<b>Chairman</b>	<b>Executive Director</b>
3.1 Running the board and setting its agenda.	3.1 Providing input to the board's agenda from him/herself and other members of the staff team.
3.2 Ensuring that board agendas take full account of the important issues facing the NRPSI and the concerns of all board members. There should be an emphasis on strategic, rather than routine, issues.	3.2 Ensuring that he/she maintains a dialogue with the Chairman on the important and strategic issues facing the NRPSI, and proposing board agendas to the Chairman which reflect these.
3.3 Ensuring that the board receives accurate, timely and clear information on: <ul style="list-style-type: none"> <li>• the NRPSI's performance</li> <li>• the issues, challenges and opportunities facing the NRPSI and</li> <li>• matters reserved to it for decision.</li> </ul>	3.3 Ensuring that the staff team and external advisors/contractors give appropriate priority to providing reports to the board which contain accurate, timely and clear information.
3.4 Ensuring, with the advice of the Executive Director where appropriate, compliance with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each Board Committee's Terms of Reference.	3.4 Ensuring, in consultation with the Chairman as appropriate, that he/she and the staff team comply with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each Board Committee's Terms of Reference.
3.5 Arranging informal meetings of the directors at which the Executive Director is not present, as required to ensure that sufficient time and consideration	3.5 Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the NRPSI of which he/she might not otherwise be aware.

<p>is given to complex, contentious or sensitive issues.</p>	
<p>3.6 Proposing to the board, in consultation with the Executive Director as appropriate:</p> <ul style="list-style-type: none"> <li>• a schedule of Matters Reserved to the board for its decision</li> <li>• Terms of Reference for each board Committee and</li> <li>• other board policies and procedures</li> </ul>	<p>3.6 Providing input to the Chairman on appropriate changes to the schedule of Matters Reserved to the board and Board Committee Terms of Reference.</p>
<p>3.7 Chairing any appointments committee for board positions and, in that role, initiating change and succession planning in board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members of board Committees.</p>	<p>3.7 Providing information and advice on succession planning, to the Chairman, and other members of the board, particularly in respect of the staff team. Managing the process and making the appointment of any member of the staff team.</p>
<p>3.8 Proposing the membership of board Committees.</p>	<p>3.8 If so appointed by the board, serving on any board committee</p>
<p>3.9 Ensuring that there is effective communication by the NRPSI with its stakeholders, including by the Executive Director and other staff members and ensuring that members of the board develop an understanding of the views of the major stakeholders in the NRPSI.</p>	<p>3.9 Leading the communication programme with stakeholders.</p>
<p>3.10 Taking the lead in providing a properly constructed induction programme for new directors,</p>	<p>3.10 Commenting on induction programmes for new directors and ensuring that appropriate</p>

facilitated by the Executive Director.	management time is made available for the process.
3.11 Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the board as a whole, assisted by the Executive Director.	3.11 Ensuring that the development needs of the executive directors and the staff team are identified and met.
3.12 Ensuring that the performance of the board as a whole, its Committees and individual directors together with the Executive Director is formally and rigorously evaluated at least once a year.	3.12 Ensuring that performance reviews are carried out at least once a year for each of the staff team. Providing input to the wider board evaluation process.
3.13 Promoting the highest standards of integrity, probity and corporate governance throughout the NRPSI and particularly at board level.	3.13 Promoting, and conducting the affairs of the NRPSI with the highest standards of integrity, probity and corporate governance.
<b>4. Status of this Statement</b>	
4.1 Any amendments to this statement are a Matter Reserved to the board.	
4.2 This statement is to be annexed to the Executive Director's Job Description. In the event of any conflict between this statement and the Executive Director's Job Statement in so far as they may relate to his/her role as Executive Director, this statement shall take precedence.	

*Approved by the board on Thursday 18<sup>th</sup> April 2013*

## **Board Member Job Descriptions**

### **JOB SPECIFICATION**

#### **Chairman**

- The chairman is responsible for providing leadership and direction to the board.
- The chairman is seen as an ambassador for the NRPSI locally, regionally and nationally.
- The chairman should be competent in making presentations, speeches and in handling public occasions.
- The chairman should support the executive management of the NRPSI and ensure that any undue concentration of power, influence or interest is avoided.
- The chairman should be able to devote sufficient time to the NRPSI's affairs on a regular basis and be able to make additional commitment from time to time as circumstances require.
- The chairman is responsible for ensuring that the board remains fit for purpose and compliant with this guidance.

#### **Key Tasks**

- To lead the board in achieving effective strategic direction of the affairs of the NRPSI, based upon a sound understanding of the business, its finances, operational environment, and the statutory and regulatory framework within which it must function.
- To ensure that the board has a clear understanding of their own responsibilities, duties and obligations as board members.
- To lead the board in taking a balanced and objective view of the NRPSI's current performance and future plans.
- To lead the board in critically assessing the output and performance of board committees.
- To ensure that the executive management and engaged advisors present the board with a clear and balanced picture of the operational business and financial performance of the NRPSI.

- To ensure that board composition and succession are regularly reviewed so that an appropriate balance of skills is retained.
- To ensure that succession planning for the executive management of the NPSI is regularly reviewed.
- To review, with the Executive Manager the performance of the board and staff.

## **JOB SPECIFICATION**

### **Non-executive Board Member**

A board member is expected to act with independent judgement, to use their skills and experience for the benefit of the board, to be committed to working in the best interests of the NRPSI, to devote the necessary time to carry out the function of a board member and to undertake such training as specified by the board from time to time.

A board member will be familiar with the functions of the NRPSI.

A board member should have wide experience in one or more of the following areas, and for which appointments will be made to facilitate a beneficial mix of such experience

- regulation
- interpreting and translation (as evidenced by registration with the NRPSI for the practitioner members)
- appropriate commercial industrial experience
- financial expertise
- administration

#### **4. NRPSI LTD BOARD OF DIRECTORS AND BOARD MEMBER/OFFICER ADVANCED DISCLOSURE & CONFLICT OF INTEREST POLICIES**

Boards and officers of non-profit organisations come with certain legal obligations. The NRPSI Ltd board and officers of committees of NRPSI Ltd (for example the Disciplinary Committee and Professional Conduct Committee) are required to act in the best interests of the NRPSI Ltd. This includes not disclosing confidential information, and avoiding conflicts of interest. To that end we have developed this advanced disclosure and conflict of interest policy for our board and officers.

The organisation, its constituents, and its governing board have a right to expect a decision making process that is independent, objective, unbiased and conducted in the best interests of the NRPSI Ltd. Those participating in the decision making process must give the organisation fair warning – and possibly take corrective action – if they have interests that conflict with or compete with those of the NRPSI Ltd.

It is the governing board and/or officers of the non-profit organisation (not the person making the disclosure of other interests) that has the authority and responsibility to decide an appropriate reaction to the disclosure. Appropriate actions may include:

**Disclosure.** The disclosure regarding a Board Member/Officer's other interest is worthy of the board's attention; but the disclosure itself, and the board's awareness of the disclosure, is considered sufficient to correct for any bias that it might entail. In short, the board may decide that although the Board Member/Officer clearly has some other interest, the board will simply take the information into account as the Board Member/Officer participates in decision making. Such decisions will be made by the Board of Directors at the next available board meeting.

**Recusal.** The other interest that has been disclosed affects an important policy, program, or issue for the non-profit organization. To assure the organization and its constituency that decision-making is without bias, it is best for the Board Member/Officer to recuse himself or herself when the group takes reports, debates, or makes decisions, regarding that policy, program, or issue. In short, the Board Member/Officer would be asked to sit out of any work of the group in the area where he or she has other conflicting interests. The Board Member/Officer may also be asked to sit out of any discussion regarding determination of conflict of interest.

**Resignation.** The other interest relates to a continuing, pervasive, and important organisation function, one that cannot easily be isolated on an agenda so as to permit recusal. In this case, the Board Member/Officer might be asked to resign his/her position, since this is the only way to ensure that the other interest does not intrude upon and skew decision-making. While this is an extreme and rare result of a Board Member/Officer's disclosure, it is sometimes the best and only fair alternative.

## **NRPSI LTD BOARD OF DIRECTORS AND BOARD MEMBER/OFFICER CONFLICT OF INTEREST POLICIES**

The board of directors and Board Member/Officers of the NRPSI LTD must act at all times in the best interests of NRPSI LTD and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members and Board Member/Officers shall identify the potential conflict and, as required, disclose or remove themselves from all discussion and voting on the matter. Specifically, members of the board of directors and Board Member/Officers shall:

1. avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of NRPSI LTD; while the receipt of incidental personal or third-party benefit may necessarily flow from certain NRPSI LTD activities, such benefit must be merely incidental to the primary benefit to NRPSI LTD and its purposes;
2. not abuse his/her board or committee membership by improperly using board or committee membership or NRPSI LTD's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a board or committee member extends any further than that which it actually extends;
3. not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect NRPSI LTD without prior disclosure;
4. not engage in or facilitate any discriminatory or harassing behaviour directed toward NRPSI LTD staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to NRPSI LTD;
5. not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to NRPSI LTD without fully disclosing such items to the board of directors or officers;
6. provide goods or services to NRPSI LTD as a paid vendor to NRPSI LTD only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board or the executive director; and
7. not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with NRPSI LTD to terminate, curtail or not enter into its relationship to or with NRPSI LTD, or to in any way reduce the monetary or other benefits to NRPSI LTD of such relationship.

8. declare any interest in a third party organisation, including membership, Board/committee membership or financial interest
9. Members of the Disciplinary Committee and Professional Conduct Committee must immediately declare any relationship or knowledge of any parties in a Disciplinary case they are reviewing.

This policy shall apply not only to all members of the NRPSI Ltd board of directors, but also shall apply to all members of NRPSI Ltd committees, task forces, and others in the NRPSI Ltd governance structure, as well as to all NRPSI Ltd employees. All references herein to the board of directors shall be construed also to refer to these additional individuals.

## **NRPSI LTD BOARD OF DIRECTORS AND BOARD MEMBER/OFFICER**

### **ADVANCE DISCLOSURE STATEMENT**

### **REGARDING POTENTIAL CONFLICTS OF INTEREST**

#### **Advance Disclosure Requirement and Reporting Procedure**

Each NRPSI Ltd director or Board Member/Officer will disclose issues, subjects, persons or entities in which s/he has a financial or other interest where there is the potential that the NRPSI Ltd board of directors may make decisions that affect those issues, subjects, persons or entities.

To ensure accurate, up to date information, each NRPSI Ltd director or Board Member/Officer will review his or her disclosure statement annually and update as necessary. Each director will describe clearly his or her interest in such issues, subjects, persons or entities on this form supplied by, and returned to, NRPSI Ltd's Executive Director. If during the course of the year any new conflicts must be declared in writing to the Executive Director.

The information on this form will be reviewed by NRPSI Ltd's Executive Director, and shared with NRPSI Ltd's board of directors if relevant to the discussion or decision-making at hand.

**Financial Disclosure(s)** Please indicate any relevant financial interests below which might represent a conflict of interest with the NRPSI Ltd, including source of income, amount, and impact.

 I have nothing to disclose.

**Non-financial Disclosure(s)** Specify any relevant interests which might represent a conflict of interest with the NRPSI Ltd of a non-financial nature here.

 I have nothing to disclose. I affirm I have read and understood the NRPSI Ltd

Bylaws as they pertain to conflicts of interest and that I:

1. have received a copy of this conflicts of interest policy,
2. have read and understand the policy,
3. have agreed to comply with the policy, and

Print name

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Signature

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Date \_\_\_\_\_

## 5. BOARD - WORKING PROCEDURES

As agreed by the board on 19<sup>th</sup> January 2012 and reconfirmed by the board on 18<sup>th</sup> April 2013

1. This summary covers the aspects of our procedures for running board meetings and the collective and individual responsibilities of directors in doing so.
2. A major part of the success of board meetings is down to the way in which the chair runs them, as well as the acceptance of fellow board members to how they should conduct themselves.
3. In this the chair should have a clear intent of allowing discussion, keeping members to the point, avoiding disruption by personal accusations from and between members, keeping to time, moving the meeting on through the agenda at an appropriate pace, summarising what has been discussed and agreed, ensuring everyone has their say (but not too often or repetitively) and encouraging the less dominating or vociferous to make a contribution etc.
4. To this end directors have agreed the following :

Avoid anticipating something that we know will come up later in the agenda and talking about it out of context earlier.

Accept that once a point has been made it does not need repeating over and over again.

Accept that decisions whilst taken on a majority decision are a collective responsibility and even if you were a dissenting member in the process (provided that you had the opportunity to express your views and these were listened to and taken into account) then the decision is binding on you as a member of the board.

Acknowledge that as a NRPSI board member each of us has a responsibility to act in the best interests of the NRPSI and we are not there to represent other interests, although the insight that can be provided through other involvements can often better inform our own board debate and discussion.

Respect each other and accept that even if we do not agree with what a colleague is saying he/she is entitled to their own view, to express it

and to be listened to. If you don't agree you will have the opportunity to say so and why.

Avoid interrupting others.

If you wish to speak indicate such to the chairman whose responsibility it will then be to bring you in appropriately.

Be sensitive to anyone else present whether staff or third parties who could misinterpret or be concerned about some of the things said but because of their position and role would not have the opportunity to question or challenge.

5. As identified in the Articles of Association the number of directors is to a maximum of 7 board members, of whom lay members are to be in the majority. The chairman is also a lay member.
6. Whilst in many cases the approach of the board will be to reach agreement by consensus if this is not possible then decisions are to be taken by a majority ruling, with the chairman having an extra casting vote if required.
7. The quorum for a formal board meeting is 3 members – although this can be changed by a decision of the board at any time.

## 8. THE PROCESS AND CRITERIA FOR DIRECTOR APPOINTMENTS

### NRPSI Ltd

#### THE APPOINTMENT PROCESS OF NON-EXECUTIVE BOARD MEMBERS

NRPSI Ltd is an independent company limited by guarantee with a board of 7 non-executive directors.

The chairman and three directors are lay members with no active involvement in the interpreting profession.

There are three directors who at the time of appointment and throughout their term of office are active professional interpreters registered with the NRPSI.

In appointing directors the board is seeking candidates:

- who have operated at Board level or have equivalent experience
- have proven expertise in an area of the NRPSI's responsibilities
- who have an understanding of the issues faced by a voluntary regulator
- In addition the professional members will bring an understanding of the profession.

The board will seek to appoint directors so as to ensure as wide a span of expertise, experience and knowledge relevant to the NRPSI at any one time.

The duties of a Board Member are to be accountable for the proper exercise of the NRPSI's regulatory and development functions, and to provide proper oversight and direction of the NRPSI's affairs.

The positions are remunerated in line with the board's policy which will be reviewed from time to time.

All directors whether lay or practitioner will be selected after advertising and a through a competitive selection process.

Whilst advertising for lay members will be as wide and targeted as the board determines at the time, any vacancy for practitioner a member will be advertised direct to all registrants by email, and put up on the registrants' area of the NRPSI website, and any registrant wishing to express an interest will be invited to make an application in the appropriate manner.

Board members, including practitioner members, owe duty solely to the NRPSI.

The appointment will normally be for an initial three year term although this may be varied to a lesser period if the board wishes (e.g. to ensure a staggered change process for future appointments).

Directors may be considered for a further three year appointment without the need for re-advertising. In support of such decisions the Nominations Committee/Chairman will make use of the appraisal system in place for board members.

The Board normally meets 6 times a year, and members can also be involved in Committee work requiring a similar commitment.

Approved NRPSI Board meeting Thursday 18<sup>th</sup> April 2013