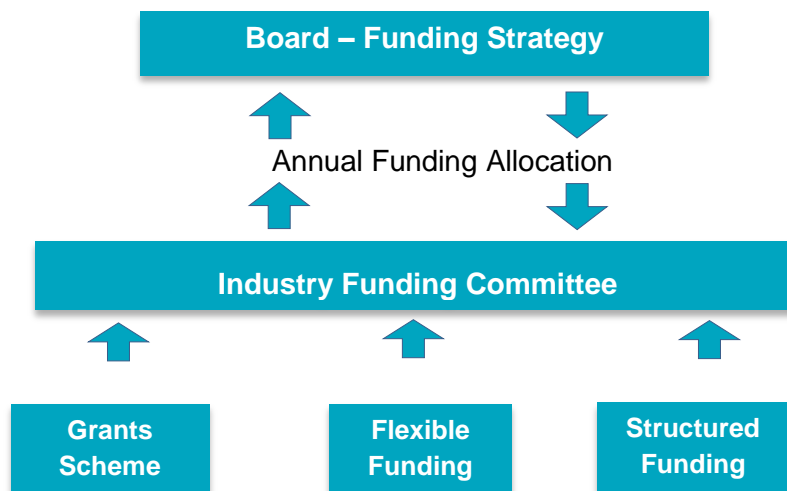


| Terms of Reference  | <b>INDUSTRY FUNDING COMMITTEE</b>  |   |                                 |
|---|--|---|---------------------------------|
| <b>Section I: Committee Identification</b>  |  |   |                                 |
| <b>Lead staff member</b>  | Head of Product Management   | <b>Executive Director</b>   | Director of Strategy and Policy |
| <b>Chair:</b>   | 1. Steve Fox (Board Trustee/CEO BAM Nuttall)   |   |                                 |
| <b>Members: (name, organisation, position)</b>  | 2. Holly Price (Board Trustee/Training & Development Director, Keltbray Group [Holdings] Ltd)<br>3. Yvonne Kelly (Board Trustee /Principal & CEO Barking & Dagenham College)<br>4. Julia Evans (Independent Member / CEO, BSRIA)<br>5. [VACANCY]<br>6. [VACANCY]<br>7. Rupert Perkins (Independent Member/Contracts Manager, John Perkins Construction Ltd). | + Head of Product Management<br>+ Corporate Governance<br><br>+ By invitation: the Chair may in consultation with the lead staff member, invite any other person to attend any individual meeting of the Committee as guests. |                                 |
| <b>Start date</b>   | November 2019  | <b>Performance review date</b>  | November 2020                   |
| <b>Section II: Authority</b>  |  |   |                                 |
| This Committee is established by the Board pursuant to Section of the Industrial Training Act 1982 with delegated authority to exercise the functions and duties described in these Terms of Reference.   |  |   |                                 |
| <b>Section III: Purpose and Performance</b>   |  |   |                                 |
| <b>A. General Purpose</b>   |  |   |                                 |
| <ol style="list-style-type: none"> <li>1. To develop for approval by the Board a Funding Strategy that delivers against the Board's strategic priorities as amended from time to time.</li> <li>2. To monitor and review the delivery and impact of the Funding Strategy and to provide assurance to the Board that the Funding Strategy is and remains fit for purpose and/or offer recommendations to the Board as to future direction/changes.</li> <li>3. Based on the impact of funding activity and the available evidence base offer advice to the Board and provide recommendations on the future direction of the Funding Strategy, including reform of the Grants Scheme and the development of Commissions.</li> <li>4. The Committee is a decision making body with authority delegated by the Board to authorise industry funding of up to £5m for any one commission or funding project.</li> </ol> |  |   |                                 |

## B. Specific Purpose Overview



## C. Specific scope and objectives:

1. The Committee will:

- Monitor the delivery of the Funding Strategy to ensure that it is on target and provide assurance to the Board of the same;
- Assess the performance and impact of funding activity and make recommendations to the Board as to where future funding should be directed;
- Monitor the performance of the Training Model;
- Review and approve management recommendations for funding allocations up to a value of £5m;
- On request from the business consider and offer advice and guidance to the business in relation to specific bids;
- Provide quarterly updates to the Board and a consolidated annual report in November of each year to the Board in respect of fund performance;
- Ensure that the Funding Strategy remains sustainable for Industry against the external environment;
- Oversee an appeal mechanism for applicants dissatisfied with funding decisions;
- Refer all and any bids for funding from the Flexible or Structured Funds which exceed £5m to the Board.

## D. Committee performance

1. The Board is committed to following a performance excellence framework and governance best practice. Accordingly, it will undertake annual evaluation of its effectiveness (with external facilitation every three years) to learn from experience and share best practice.

2. Adopting a similar approach, the Committee will review its own effectiveness annually, including input from members, and the Board will review outcomes with Committee chairs and members.

## Section III: Membership and Committee working

### A. Membership Criteria:

**Criteria 1: Board Accountability:** At least two members of the Committee will be Board

Trustees, one of whom will be the Chair. The membership of Board Committees is not transferable and substitutions are not permitted without the express authority of the Board Chair. Attendance is published in the Annual Report and Accounts.

**Criteria 2: Membership, Independence, Objectivity And Understanding:** Members of the Committee must prioritise the interests of the Construction Industry, independent of any affiliation to their companies or other associated bodies, being objective in their contributions and decision-making. Members will conduct themselves in line with CITB's Code of Conduct for Board and Committee members (attached), including making appropriate disclosure of interests.

**Criteria 3: Skills:** The Committee will have an appropriate mix of skills and experience amongst its members, from companies within construction and built environment industry, to allow it to carry out its overall function. Each member should have a good understanding of CITB's objectives and priorities and of their role as a Committee member. Members must have the skills and experience to assess the relative merits of strategic funding choices and to understand financial management discipline.

**Criteria 4: Training:** Members will continue to develop their skills and knowledge and should be able to work collaboratively. Members will undertake an annual review of the Committee's effectiveness and of their own contributions.

**Criteria 5: Appointment and Tenure:** Appointments to the Committees will be confirmed by the Board, following recommendations from the Committee which the Board shall be bound to consider.

Terms of office will be as follows:

- Trustees: the remaining period of their tenure as Trustee;
- Members: normally four years, renewable for a second period of up to four years.

## **B. Committee working and meeting arrangements**

### **Committee working**

1. Any member who fails to attend two consecutive meetings, without the permission of the Chair, may be deemed to have resigned and a replacement will be sought by Committee.
2. The use of alternates or proxies to attend meetings on behalf of Committee members is prohibited unless agreed in advance with the Chair.
3. The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
4. The Committee may ask any or all of those additional invitees or members who may have a conflict of interest to withdraw to facilitate open and frank discussion of particular matters. This will be recorded in the minutes.
5. Members may consult, individually and collectively, with the Chair on any matters of a confidential nature.

### **Meeting arrangements**

6. The Committee will meet up to four times per accounting year. Additional meetings may be

convened by the Chair when deemed necessary.

7. The Board may ask the Committee to convene further meetings to discuss particular issues on which it wants to have the Committee's advice.

8. The Board Secretary shall provide advice, guidance and administration services to the Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, and any other person required to attend no later than five working days before the date of the meeting. The meeting agenda will be produced collaboratively with the Chair, lead staff member and the Board Secretary. Supporting papers and minutes shall be sent digitally, via Convene, to committee members and to other attendees.

## Section IV: Rules of Engagement and Code of Conduct

### A. Decision-Making Methodologies:

1. In line with the remit of the group, decisions will normally be arrived at by a consensus of those members present and in accordance with the authorities laid down by the Board.

### B. Reporting and Accountability:

#### Chair

1. The Chair shall preside at all meetings of the Committee at which he/she shall be present, but if at any meeting the Chair is not present within ten minutes of the time appointed for holding the meeting another Board Trustee will Chair of the meeting.

#### Quorum

2. Meetings will be quorate when one third of the members (rounded up to the nearest whole number) including at least one Trustee, shall be present.

3. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### Communication and reporting

4. Terms of reference should be publicly available and the schedule of its agreed delegations from the Board (if any) should be documented in the Board's Standing Orders.

5. The Committee should ensure that it has effective communication with appropriate key stakeholders.

6. Minutes of Committee meetings will be made available to the Board. The Chair may choose to present an oral summary of key discussions, decisions and outcomes to appropriate Board meetings.

7. The Committee is accountable to the Board.

### C. Declarations and conflict of interest:

1. Committee members (including co-opted members) are required to make an annual declaration of interests in accordance with the CITB Code of Practice for Board and Committee Members.

2. During the course of a meeting, if a conflict of interest arises in relation to matters under consideration, the member concerned must withdraw from the meeting, or part thereof, as appropriate. This will be recorded in the minutes.

#### **D. Code of Conduct**

1. Committee members and others in attendance at Committee meetings shall be bound by CITB policies relating to information designated as confidential, subject only to the organisation's compliance with statutory obligations.

2. The Chair shall be responsible for ensuring that the business of a meeting is conducted in a courteous and professional manner and shall, taking the advice of the Board Secretary, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct falls below acceptable standards.

#### **E. Evaluation**

1. The Committee's terms of reference will be reviewed annually to reflect best practices, or as required by CITB or DfE.

### **Section V: Good Governance**

#### **Agenda:**

- There will be a Standing Agenda focused on outcomes and reflective of key strategic themes.
- Members are invited to submit agenda items, through the Board Secretary, one month ahead of the meeting date, for consideration by the Chair. Any other business should be used for emergency items, notifiable to the Chair and the Board Secretary in advance of the meeting.
- Notice of each meeting with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend, no later than five working days before the date of the meeting.

#### **Papers:**

- Papers will be high level and concise for strategic discussion, in standardised format.
- Information papers (and any appendices) will be for noting.
- All papers must be received by the Board Secretary within 10 working days of the meeting date and issued to the Committee seven days in advance of any meeting.

#### **Minutes:**

- Minutes will include concise summaries of discussions, together with clear records of recommendations and actions.
- The proceedings and decisions of all meetings of the Committee, including recording the names of those in attendance, will be recorded and distributed to Committee members, Executive and Board within 10 working days.

#### **Terms of Reference (ToR):**

- The Committee's Terms of Reference are reviewed annually by the Committee and approved by the Board.
- The Board Secretary will support the Board and Committee in undertaking an annual review of the membership, operation and functioning of the Committee, with particular reference to the extent to which the Committee has discharged its roles and responsibilities and has the right skills set to work effectively and collaboratively. Where appropriate the review should make recommendations for improvements. A copy of the review report will be provided to the Board and Committee.

|  |                     |                                     |               |
|--|---------------------|-------------------------------------|---------------|
| <b>ToR approved by Board</b>   | Yes - November 2019 | <b>Copy sent to Board Secretary</b> | Yes – 9.01.20 |
| <b>1. Date for review of TOR /outcomes evaluation within 12 months of inception</b><br>(as appropriate to remit) |                     | September 2020                      |               |
| <b>2. Board decision on renewal/revision of ToR</b>  |                     | November 2020                       |               |