<table>
<tr><td>Terms of Reference</td><td colspan="4">INDUSTRY FUNDING COMMITTEE</td></tr>
<tr><td colspan="5">Section I: Committee Identification</td></tr>
<tr><td>Lead staff member</td><td>Gillian Brewin
(Head of Strategic Planning)</td><td colspan="2">Executive Director</td><td>Adrian Beckingham (Strategy and Policy Director)</td></tr>
<tr><td>Chair:</td><td colspan="4">1. Holly Price (Board Trustee Member)</td></tr>
<tr><td>Members:</td><td colspan="2">2. Stephen Gray (Board Trustee Member)
3. Sophie Seddon (Board Trustee Member)
4. Hannah O’Sullivan (Independent Member)
5. Clare Smithson (Independent Member)
6. Mike Wharton (Independent Member)
7. Sarah Garry (Independent Member)
8. Vacancy (Independent Member)</td><td colspan="2">+ Chief Finance Officer

+ Corporate Governance

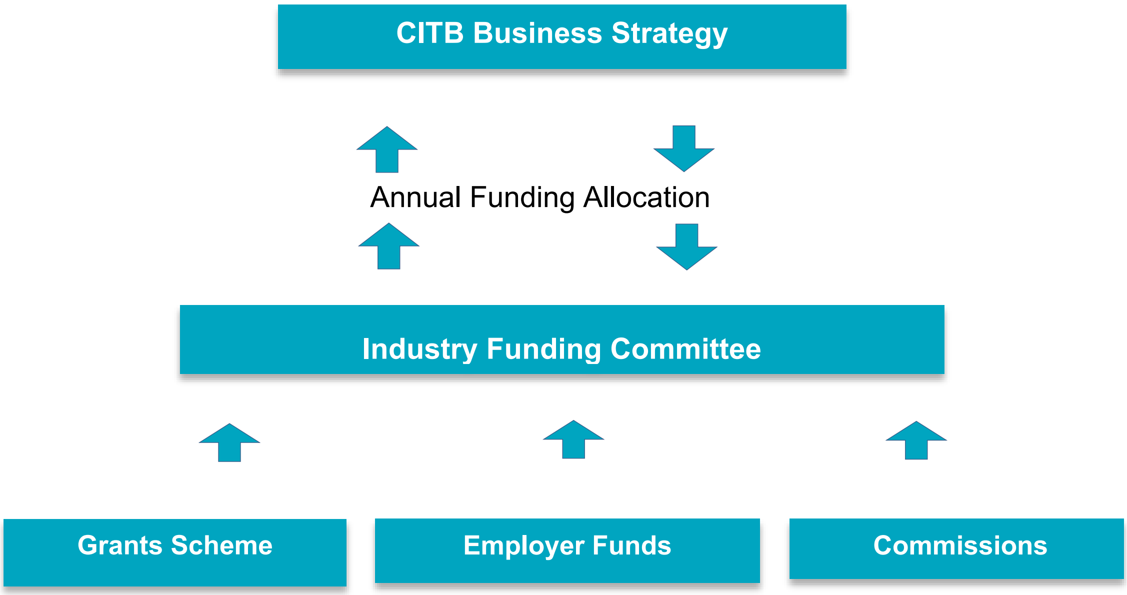
+ By invitation: the Chair may in consultation with the lead staff member, invite any other person to attend any individual meetings of the Committee as guests.</td></tr>
<tr><td>Start date</td><td>September 2025</td><td colspan="2">Performance review date</td><td>March 2026</td></tr>
<tr><td colspan="5">Section II: Authority</td></tr>
<tr><td colspan="5">This Committee is established by the Board pursuant to Section 2 (1)(a) of the Industrial Training Act 1982 with delegated authority to exercise the functions and duties described in these Terms of Reference or otherwise act in an advisory capacity.</td></tr>
<tr><td colspan="5">Section III: Purpose and Performance</td></tr>
<tr><td colspan="5">A. General Purpose</td></tr>
<tr><td colspan="5">1. To develop for approval by the Board the Funding Investments which delivers against the Board’s strategic priorities as amended from time to time.

2. To monitor and review the delivery and impact of CITB funding including Employer Funds, Grants Scheme and Commissions and to provide assurance to the Board that the funding activities remains fit for purpose and/or offer recommendations to the Board as to future direction/changes.

3. To offer advice to Board based on the impact of funding activity and the available evidence and provide recommendations on the future direction of Funding Investments.

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.</td></tr>
</table>

B. Specific Purpose Overview



C. Specific scope and objectives:

The Committee will:

- Monitor the delivery of the Employer Funds, Grants Scheme and Commissions 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;
- 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;
- Ensure that the Employer Fund, Grant Scheme and Commissions remain sustainable for Industry against the external environment;
- Oversee an appeal mechanism for applicants dissatisfied with funding decisions;
- Make recommendations to the Board for all and any bids for Commissions which exceed £5m..

D. Committee performance

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. 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 Board Members.

Section IV: Membership and Committee working

A. Composition of Committee, Membership and Appointment

Composition
The Committee shall comprise of a maximum of e**ight** Members: t**hree** Board Trustee Members and f**ive** Independent Members. The number of Co-opted Committee Members recruited shall be no greater than one-third of the total membership of the Committee.

Recruitment and Appointment of Chair and Members
The CITB Board **Chair** will select t**hree Board Trustees to become Members of this Committee**, one of whom will be appointed Committee Chair.

Independent Members will be recruited and appointed in accordance with the process set out in the Schedule A. The Board reserves the right to amend the process set out in the Schedule to best reflect and deliver the objectives of the Committee.

Co-opted Members will be recruited and appointed in accordance with the process set out in Schedule B. The Board reserves the right to amend the process set out in Schedule B to best reflect and deliver the objectives of the Committee.

Board Accountability
The Industry Funding Committee Terms of Reference, delegated authority, Chair and Member recruitment and appointment are matters for the Board. 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.

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, including making appropriate declarations of interests and any actual or perceived conflicts in accordance with section VI: C below.

Skills
The Committee will aim to 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.

Training
Committee 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.

Tenure
Terms of office will be as follows:

- **Board Trustee Members:** the remaining period of their tenure as Trustee, unless directed otherwise by the Board;

- **Independent Members:** four years, renewable for a second period of up to four years at the Board's discretion
- **Co-opt Members:** no longer than one year.

B. Committee working and meeting arrangements

Committee working
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 in conjunction with the Board and the Corporate Governance Team. The use of alternates or proxies to attend meetings on behalf of Committee Members is prohibited.

The Committee Chair may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

The Committee Chair 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.

Members may consult, individually and collectively, with the Chair on any matters of a confidential nature.

The use of alternates or proxies to attend meetings on behalf of Committee members is prohibited.

Meeting arrangements
The Committee will meet up to four times per accounting year. Additional meetings and workshops may be convened by the Chair when deemed necessary. The Board may also ask the Committee to convene further meetings to discuss particular issues on which it wants to have the Committee's advice.

Meetings will be conducted via a mixture of in-person and remote gatherings, as deemed appropriate by the Chair. In exceptional circumstances, the Chair may give short notice on how the meeting will be conducted. Where meetings are held in-person Members may, as an exception, and with the permission of the Chair, participate in a meeting by means of a conference telephone, video conferencing facility or other similar communication equipment.

The Corporate Governance Team shall provide advice, guidance and secretariat 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.

Section V: Rules of Engagement and Code of Conduct

A. Decision-Making Methodologies:

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. Where appropriate, decisions can be made by a formal vote. In the case of an equality of votes, the Committee Chair will have a second or casting vote.

B. Reporting and Accountability:
Chair 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 Member shall Chair of the meeting. **Quorum** Meetings will be quorate when one third of the Members (rounded up to the nearest whole number), including at least one Board Trustee Member, shall be present. 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** 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. The Committee should ensure that it has effective communication with appropriate key stakeholders – the CITB Board, CITB Nation Councils and Prescribed Organisations. 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. The Committee is accountable to the Board.

C. Declarations and conflict of interest
Committee Members are required to make an annual declaration of interests in accordance with the CITB Code of Practice for Board and Committee Members. During the course of a meeting, if a conflict of interest arises in relation to matters under consideration, the Member(s) concerned must withdraw from the meeting, or part thereof, as appropriate. This will be recorded in the minutes.

D. Code of Conduct
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. 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 Corporate Governance, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct falls below acceptable standards. Failure to adhere to CITB's Code of Conduct may damage the reputation of the CITB and the Committee; any Member in breach of the Code will be required to resign their membership of the Committee.

E. Evaluation
The Corporate Governance Team 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.

Section VI: Good Governance

Agenda

There will be a Standing Agenda which shall meet the requirements of the Terms of Reference. This agenda will be produced collaboratively with the Chair, lead staff member and Corporate Governance. Committee Members can submit agenda items, through Corporate Governance, up to six weeks ahead of the meeting date for consideration by the Chair. Any other business should be used for emergency items, notifiable to the Chair and Corporate Governance in advance of the meeting.

Notice of each meeting, with the 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

Meeting papers will be collated into a meeting pack and sent electronically to Members no later than five working days before the respective meeting date.

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, the CITB Executive and the CITB Board.

Supporting papers and minutes shall be sent digitally to Committee Members and to other attendees.

Terms of Reference (ToR):

The Committee's Terms of Reference will be reviewed annually by the Committee and recommended to the Board for approval.

ToR approved by Board	18 September 2026	**Copy sent to Board Secretary**	18 September 2026
Date for review of TOR /outcomes evaluation within 12 months of inception (as appropriate to remit)		July 2026	
Board decision on renewal/revision of ToR		September 2026	

Schedule A

Recruitment and Appointment of Industry Funding Committee Members

1. Expressions of Interest from interested individuals, who have the requisite skills and experience as set out in the Committee's Terms of Reference, may be submitted to the Board Secretary by (Date).

2. Expressions of Interest will be considered by a panel comprising of both Board Trustee Members of the Committee (one of whom will be the Committee Chair), CITB Strategy and Policy Director, and CITB Head of Strategic Planning ('the Selection Panel').

3. Applicants considered by the Selection Panel to satisfy the requisite skills and experience will be selected for interview.

4. Interviews will be conducted by the Committee Chair and two other members of the Panel.

5. At the conclusion of this recruitment process the Committee Chair will make a recommendation to the Board to appoint all successful applicants to the Industry Funding Committee. Approvals can be given within a Board meeting or via email. Upon Board approval, the Board Secretary will present a formal offer of Committee membership to each successful applicant.

6. Once an Independent Member has completed their four-year term, the Committee Chair can make a recommendation to the CITB Board of Trustees to re-appoint the Member for another and final four- year term, provided the Member still meets the criteria for membership of the Committee. Approvals can be given within a Board meeting or via email. Upon Board approval, the Board Secretary will present a formal renewal of Committee membership to the continuing Member.

Schedule B

Recruitment and Appointment of Industry Funding Committee Co-opted Members

At the Committee Chair’s discretion (after consultation with existing Committee members) and with their formal approval, additional Members may be co-opted onto the Committee where this will address short-term skills or knowledge gaps. Such Members will be known as Co-opted Members, and they will have full contribution rights at meetings but no voting rights which will only be assigned to Board-appointed Committee Members. The number of Co-opted Committee Members recruited shall be no greater than one-third of the total membership of the Committee.

1. At the Committee Chair’s discretion, potential candidates should be considered by the Committee Chair and the Corporate Governance Team.

2. The Committee Chair should consult with the existing Committee members to agree to Co-opt a specific additional Member to the Committee who satisfies the requisite skills and knowledge.

3. The Board Secretary will present the offer of a Co-opted Member post to the successful candidate.The letter should identify the start and end dates for the tenure of the Membership (no longer than one year) and record the reasons as to why they have been recruited into role (i.e., the skills and knowledge that the Member brings for a particular purpose).

4. If at any point up to the end of the year’s tenure the Committee Chair considers the skill(s) or knowledge that the Co-opted Member provides is a longer term need then they can either recommend to the Board that the individual is appointed as an Independent Committee Member if there is a vacancy, or if there is no vacancy then recommend the appointment and seek an increase in Committee membership accordingly.