

<b>Terms of Reference</b>	<b>CITB ENGLAND/SCOTLAND/CYMRU WALES NATION COUNCIL</b>				
<b>Section I: Committee Identification</b>					
<b>Lead staff member</b>	Engagement Director	<b>Executive Director</b>	Executive Director, Nations Engagement		
<b>Chair:</b>	1.				
<b>Deputy Chair:</b>	2. Board Trustee				
<b>Members:(name, organisation, position)</b>	3.		+ Invitees + Corporate Governance		
	4.				
	5.				
	6.				
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	8.				
	9.				
	10.				
	11.				
	<b>Start date</b>	June 2024		<b>Performance review date</b>	April 2025
	<b>Section II: Purpose and Performance</b>				
<b>A. General Purpose</b>					
<ul style="list-style-type: none"> <li>• To capture and articulate to the Board key issues affecting or likely to affect Industry in England/Scotland/Wales over a forecast period of three years;</li> <li>• Together with the other Nation Councils assist the Board to accurately prioritise support for key issues affecting Industry across Great Britain and to advise on Key Performance Indicators and other targets to measure progress, including on the CITB's efficiency and effectiveness;</li> <li>• Review and advise the Board on CITB's development of its Strategy and Strategic Plan ('the Plan') to ensure that the Plan appropriately addresses Industry opportunities, pressures and priorities as identified through CITB'S evidence base, which the Nations Councils will help to enhance;</li> <li>• Inform and assist CITB to distil from the Strategy and Strategic Plan, clear Nation Plans that reflect the differing needs and ways of meeting them in each Nation priorities and with achievable and measurable targets;</li> <li>• To make timely recommendations to the Board about extraordinary matters arising that may impact on the ability of the Board to deliver either the Strategy, Strategic or the Nation Plan.</li> </ul>					

## B. Specific Purpose Overview



## C. Specific Scope and Objectives

1. Each Nation Council is charged with enhancing the evidence base from which CITB forms and develops both the Strategic Plan and the Nation Plan to ensure that the Board is cognisant of key Industry issues, concepts and opportunities affecting both the individual Nation and the collective Nations. From this collective evidence base CITB will reflect and prioritise the issues, as appropriate, into the formation and implementation of the Nation Plan for Careers, Standards and Qualifications and Training and Development delivery across the three Nations.
2. Government guidelines, legislative and regulatory mandates will inform and guide the work of the Councils.
3. With particular reference to the individual Nation, each Council will:
  - Provide insight into the challenges and opportunities for the Nation it represents;
  - Steer and influence the Board on development and effective delivery of its Nation Plan encouraging adjustments to the delivery to reflect unforeseen events/changes that impact on the Nation/Industry more generally;
  - Debate and offer constructive challenge in relation to proposed allocation of resource against competing Industry priorities across Great Britain;
  - Provide National perspective on construction skills gaps against agreed forecast needs;
  - Work collaboratively with the Board to review Industry needs, articulate Industry strategies and what this means for key priorities, identify potential future trends, research, review CITB's evidence base and planned research to help formulate CITB strategic business objectives and responses, for medium and long term goals.

## D. Council Performance/Evaluation

The Board supported by the Board Secretary will review the performance of each Nation Council annually to ensure that the Council is meeting its objectives as set out above. The

Board will review outcomes from the Nation Council performance review and make recommendations for change as appropriate.

### Section III: Membership and Council Processes

#### A. Appointment and Membership

##### Recruitment and Appointment of Chair and Members

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

##### Board accountability

The Nation Council Terms of Reference, Chair and Member recruitment and terms of appointment are matters for the Board. The Board may delegate selection and appointment matters to the Board's Nomination, Appointments & Remuneration Committee.

##### Membership, independence, objectivity, and understanding

Nation Council members operate in furtherance of CITB's statutory functions, independent of any affiliation to their own business interests or associated bodies, being objective in their perspective and decision making.

##### Eligibility

Each Nation Council should aim to appoint and retain skills mix across its membership to enable meaningful delivery of its objectives.

A Nation Chair shall have a wealth of senior level experience in the sector and have the ability to lead Members in representing the voice of both SMEs and large contractors.

A Member shall have experience in the sector and represent the voice of Industry.

It is essential that both the Nation Chair and Members have sound knowledge and understanding of both their own Nation and the wider GB construction landscape, including variances and commonalities as they relate to sectors, regions and Nations. **The Nation Chair and Members must have Director and/or Board level experience or influence.**

##### Tenure

Each Nation Chair and Member will be appointed for a term of up to three years with the opportunity to stand for renewal for up to a further three years **by exception**. In the event that a Nation Chair or Member no longer satisfies the eligibility requirements, they will resign their position at the end of the calendar year in which eligibility lapses.

##### Training

Nation Chairs and Members should continue to develop their skills and knowledge to ensure that they are able to fulfil the requirements of their role.

#### B. Council Working and Meeting Arrangements

##### Council working

1. Any Council Chair or Member who fails to attend two consecutive Nation Council meetings, without the express permission of the Chair or Deputy Chair will be deemed by their actions to have resigned their position. The use of alternates or proxies to attend meetings on behalf of the Nation Council Members is prohibited.

2. Each Nation Chair with the prior agreement of the Deputy Chair may invite individuals to attend to assist with Council discussion on any particular matter. Any guest will attend for only the specific section of the meeting where their input is required.

### **Meeting arrangements**

1. The Council will meet a minimum four times per year. The Nation Council will operate a standing agenda (provided by the Board and agreed with the Chair of the Nation Council in the annual Forward Plan), with such additional issues to be added to the standing agenda as the Nation Chair may determine, with the prior agreement of the Deputy Chair. Additional meetings may be convened by the Nation Chair with the prior agreement of the Deputy Chair when deemed necessary. The Board may also ask the Council to convene further meetings to discuss particular issues on which they want the Council's advice.
2. The Corporate Governance Team shall provide advice, guidance and secretariat services. Unless otherwise agreed, notice of each meeting will be issued by the Corporate Governance Team to each Council Member no later than seven working days before any meeting. Each notice will confirm the venue, time and date of the meeting and include the Agenda together with supporting papers and notes of the previous meeting.
3. Meetings will be quorate when one third of the members (rounded up to the nearest whole number) shall be present.
4. Members may, on occasions with the permission of the Nation Chair, participate in a meeting by means of a conference telephone, video conferencing facility or other similar communication equipment.

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

### **A. Methodologies**

In line with the remit of the group, all meetings will be workshop format to enable collaborative and strategic debate. Recommendations will normally be arrived at by consensus of those members present. **The Council is not a decision-making body.**

### **B. Reporting and Accountability**

#### **Chair**

The Nation Chair shall preside at all meetings of the Council 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, the Deputy Chair will chair the meeting.

#### **Communication and reporting**

1. The Terms of Reference should be publicly available.
2. The Nation Chair and Members should ensure effective liaison with key stakeholders, to develop their knowledge and understanding of their Nation's training and skills landscape.
3. The Deputy Chair or the Nation Chair at the invitation of the Chair of the Board will present an oral summary of key discussions, decisions and outcomes of the Nation Council at the subsequent Board Meeting.
4. Each Nation Council is accountable to the Board.

<b>C. Confirmation of Eligibility</b>	
Council Members are required to make an annual declaration that they continue to satisfy the eligibility requirements for their role on the Council.	
<b>D. Code of Conduct</b>	
<p>During the course of a meeting, if a conflict of interest arises in relation to matter under consideration, the affected Member must advise the Chair of his/her concerns and withdraw as advised from the meeting or part thereof, as appropriate. Any conflict declaration and relevant action will be recorded in the meeting notes.</p> <p>Members and others in attendance at Council meetings shall be bound by CITB policies relating to information designated as confidential. The Chair shall be responsible for ensuring that the business of a meeting is conducted in a courteous and professional manner and shall, whilst taking the advice of Corporate Governance, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct fall below acceptable standards.</p> <p>Failure to adhere to CITB's Nation Council Code of Conduct may damage the reputation of the CITB and the Council; any Member in breach of the Code will be required to resign their membership of the Council.</p>	
<b>Section V: Good Governance</b>	
<p><b>Agenda:</b> Unless otherwise agreed, notice of each meeting with a fixed agenda agreed by the Board of items to be discussed shall be forwarded to each Member of the Council, and any other person required to attend, no later than seven working days before the date of the meeting.</p> <p><b>Papers:</b> Papers will be high level and concise for strategic discussion, in standardised format. Information papers (and any appendices) will be for noting. All papers to be submitted to the Nation Council must be received by the Corporate Governance Team within eight working days of the meeting date and issued to the Council seven working days in advance of any meeting.</p> <p><b>Notes:</b> The proceedings and decisions of all meetings of the Nation Council, including recording the names of those in attendance, will be recorded and distributed to Council Members, CITB Executive and the Board. The Board Responses to Nation Council key feedback will be provided to the Nation Chairs within 10 working days after each Board meeting.</p> <p><b>Terms of Reference:</b> These Terms of Reference will be reviewed annually as part of the Performance/Effectiveness Review.</p>	
<b>ToR approved by Board</b>	<b>Copy sent to Board Secretary</b>
<ol style="list-style-type: none"> <li>1. <b>Date for review of TOR /outcomes evaluation within 12 months of inception</b> (as appropriate to remit)</li> <li>2. <b>Board decision on renewal/revision of ToR</b></li> </ol>	

## **Schedule**

### **Recruitment, Appointment and Reappointment of Nation Chair and Members**

#### **Recruitment and Appointment of Nation Chair**

1. Where a vacancy for a Nation Chair arises or is due to arise at the end of a Chair's three-year term, the Board will invite Expressions of Interest from members of the Construction Industry who have the requisite membership skills and experience as set out in the Terms of Reference.
2. The Expressions of Interest will be considered by a panel comprising the Chair of the Board and two Trustees ('the Panel'). At least one Panel Trustee will hold a seat on the Nomination, Appointments and Remuneration Committee.
3. The Panel will select for interview those applicants the Panel considers appear to satisfy the requisite skills and experience.
4. The Chair of the Board and one Panel Trustee will conduct the interview(s) for the role of Nation Chair as soon as is practicable.
5. At the conclusion of all interviews, and if appropriate, the Chair of the Board will circulate a recommendation for the appointment of a particular applicant to all Trustees for approval. Once majority approval is received by the Chair, the Board Secretary will present a formal offer for this post to the successful applicant.
6. The Panel may invite any unsuccessful applicant for the Nation Chair role to present an application for a Member position. Such Expressions of Interest to hold the recommendation of the Panel for appointment.

#### **Reappointment of Nation Chair**

1. When a Nation Chair's three-year term of office comes to an end, and if they are eligible for a second term, they may submit an Expression of Interest for reappointment to the Board Secretary no later than two months before their term comes to an end.
2. The Expression of Interest for reappointment will be considered by the Chair of the Board, the respective Deputy Nation Chair and a member of the Nomination, Appointments and Remuneration Committee. During deliberations the Nation Chair's previous performance in this role will be taken into account.
3. If reappointment is supported, the Chair of the Board will circulate a recommendation for reappointment to all Trustees for approval. Once majority approval is received by the Chair, the Board Secretary will formally notify the Nation Chair of this decision.

#### **Recruitment and Appointment of Nation Members**

1. Expressions of Interest for Member positions from members of Industry who have the requisite skills and experience as set out in the Terms of Reference may be submitted to the Board Secretary at any time.
2. Where a Member vacancy exists the Nation Chair and Deputy Nation Chair will consider all eligible Expressions of Interest for Member positions. In considering applications the Nation Chair and Deputy Nation Chair will seek to achieve and/or maintain the necessary skills mix

across the Nation Council, and take into consideration matters of diversity and the spread of industry representation across the Council.

3. The Nation Chair and the Deputy Nation Chair will recommend applicants for Member positions to the Chair of the Board for approval. Subject to the Chair's approval, the Board Secretary will present the offer of a Nation Council Member post to the successful applicants.

4. The Board reserves the right to maintain a list of approved Member applicants (in full compliance with data protection legislation) but is under no obligation to offer those on the reserved list a vacant position. All appointments will have regard to the required skills mix.

### **Reappointment of Nation Members**

1. When a Nation Member's three-year term of office comes to an end, and if they are eligible for a second term, they may submit an Expression of Interest for reappointment to the Board Secretary no later than two months before their term comes to an end.

2. The Expression of Interest for reappointment will be considered by the Nation Chair and Deputy Nation Chair, who will take into account matters of diversity, the spread of industry representation and the existing skills mix across the Nation Council before reaching a decision. Members previous contributions to meetings and attendance record will also be taken into account.

3. The Nation Chair and the Deputy Nation Chair will recommend applicants for reappointment to the Chair of the Board for approval. Subject to the Chair's approval, the Board Secretary will formally notify the Nation Member of this decision.