

Chartered Banker

Leading financial professionalism

THE CHARTERED INSTITUTE OF BANKERS IN SCOTLAND

COUNCIL MEMBERS & OFFICE BEARERS - ROLE PROFILES

2009

CIOBS, Drumsheugh House, 38b Drumsheugh Gardens, Edinburgh EH3 7SW Tel: +44(0)131 473 7777
Fax: +44(0)131 473 7788 Email: info@charteredbanker.org.uk Web: www.charteredbanker.org.uk

Charitable Body - No. SC013927

Contents

Council Member	1
Lay Council Member	5
President	9
Senior Vice-President	14
Vice-President	17
Immediate Past-President	20

Role Profile

Council Member, The Chartered Institute of Bankers in Scotland

Constitutional Position

The Institute's Rules state that the Council shall consist of:

Office Bearers:	President Senior Vice President 2 or more Vice Presidents ¹
Founder Patrons:	3 Council members appointed by the following banks: Clydesdale Bank, Lloyds Banking Group and Royal Bank of Scotland
Corporate Patrons:	Up to 2 Council members nominated by Corporate Patrons and elected at the Annual General Meeting
Membership:	2 or more Fellows elected at the Annual General Meeting 2 or more Members elected at the Annual General Meeting Up to 3 District Centre Representatives nominated by the District Centre Conference and elected at the Annual General Meeting
Lay Members	2 Lay Members meeting criteria agreed by Nominations Committee and recruited by open selection
Ex-Officio:	Immediate Past President Chief Executive

All Council members shall hold office for 3 years from the date of election (usually the Institute's Annual General Meeting), and are eligible to be re-appointed/re-elected for a further 3 year term. In exceptional circumstances (with the recommendation of Nominations Committee and the approval of Council) members may be appointed for an additional 3 year term.

Members co-opted onto Council during the course of a year shall stand for election at the Annual General Meeting following their co-option.

¹ Office bearers to be elected by Council from appointed/elected Council members.



Main Duties and Responsibilities

1) Trustee of a Charitable Body

Council members are responsible for the overall governance of the Institute as set out in the Institute's Royal Charter, Rules and Regulations, and the Council's Terms of Reference. As trustees of a charitable body, Council members are also responsible for ensuring the Institute's activities are compatible with its charitable aims and objectives, and that the Institute complies with relevant legislative and regulatory requirements².

Council members' detailed responsibilities in this respect include:

- Representing the membership and ensuring that members' views are appropriately reflected in the direction and activities of the institute;
- Ensuring the effective and efficient administration of the Institute and its resources;
- Considering and approving the recommendations of the Executive Committee concerning those individuals thought worthy of election to Fellowship.
- Considering and approving the Annual Report and Accounts;
- Maintaining sound financial management of the Institute's resources, ensuring expenditure is in line with the Institute's aims and objectives, and that investment activities meet accepted standards and policies;
- Taking appropriate professional advice in all matters where there may be a material risk to the Institute, or where Council members may be in breach of their duties as Trustees, to ensure that the duty of care has been exercised;
- Ensuring the good governance of the Institute; and
- Ensuring an appropriate public interest focus to the Institute's activities is maintained.

As trustees, Council members must meet the requirements of Sections 69-70 of The Charities and Trustee Investment (Scotland) Act 2005.

2) Institute's Strategic Direction

Council members are responsible for the overall strategic direction of the Institute. Council members' detailed responsibilities in this regard include:

- Considering and endorsing the Institute's strategic plans;
- Advising the Executive Committee and Chief Executive on the future strategic direction of the Institute;
- Advising the Executive Committee and Chief Executive on any aspect of the Institute's activities and operations, and responding to requests for

² New Council members will be briefed on these as appropriate

advice on particular matters from the Executive Committee and Chief Executive;

- Overseeing the Institute's activities and operations; and
- Considering high-level policy issues and helping the Executive Committee and Chief Executive formulate Institute policy.

3) Representing and Promoting the Institute

Together with the office bearers and Chief Executive, Council members are expected to:

- Attend and speak at CIOBS events (in particular the annual conference, graduation and District Centre and other dinners);
- Promote the aims and objectives of the Institute, and the importance of banking education, to governments and regulators in the UK and overseas; and
- Promote CIOBS membership and qualifications within their own organization and, where appropriate, within the banking sector in general.

4) Council Committees

It is anticipated that Council members will be asked to serve on one or more of the following committees:

- Education Committee
- Audit Committee
- Remuneration Committee
- Nominations Committee

Skills and Experience

Council members will be co-opted/proposed for election by the Nominations Committee after due consideration has been given to the appropriate balance of seniority, skills and expertise required by Council. Council members (with the exception of Lay Members) are likely to be senior, serving bank employees and existing members of the Institute.

Council members will be expected to demonstrate:

- Strong leadership skills;
- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

Time Commitment

Council members should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 5 working days over the course of a year in terms of preparing for and attending meetings.

The Institute will hold an Annual General Meeting, and (usually) three Council meetings per year. Education Committee meets four times per year, and Audit, Nominations and Remuneration Committees as required. Some or all of these bodies may hold additional teleconferences to discuss specific issues during the course of the year.

Council members are expected to attend the Annual General and Council meetings, and meetings of any committees of which they are a member. Council members are also expected to attend a selection of CIOBS events. These will often take place in the evening.

If Council members feel they are unable to continue to commit the time required to fulfil their duties effectively, it is anticipated they will resign from Council.

Avoiding Conflicts of Interest

Council members are expected to uphold the fiduciary duty invested in the position, undertaking their duties in a way that adds to public confidence and trust in the Institute. A key part of this is avoiding any actual or perceived conflicts of interest that may arise either from work and/or personal activities.

Where a conflict of interest may arise, Council members are expected to bring this to the attention of the President as soon as is practicable, and to determine a course of action to eliminate or mitigate the conflict with the President's approval.

Role Profile

Lay Council Member, The Chartered Institute of Bankers in Scotland

Constitutional Position

The Institute's Rules state that the Council shall consist of:

- Office Bearers: President
Immediate Past President
Senior Vice President
2 or more Vice Presidents³
- Founder Patrons: 3 Council members appointed by the Institute's Founder Patrons (being Clydesdale Bank, Lloyds Banking Group and Royal Bank of Scotland)
- Corporate Patrons: Up to 2 Council members nominated by Corporate Patrons, not including the banks above, and elected at the Annual General Meeting
- Membership: 2 or more Fellows elected at the Annual General Meeting
2 or more Members elected at the Annual General Meeting
Up to 3 District Centre Representatives nominated by the District Centre Conference and elected at the Annual General Meeting
- Lay Members 2 Lay Members meeting criteria agreed by Nominations Committee and recruited by open selection
- Ex-Officio: Chief Executive and his/her nominated delegates

All Council members shall hold office for 3 years from the date of election (usually the Institute's Annual General Meeting), and are eligible to be re-appointed/re-elected for a further 3 year term. In exceptional circumstances (with the recommendation of Nominations Committee and the approval of Council) members may be appointed for an additional 3 year term.

Members co-opted onto Council shall stand for election at the Annual General Meeting following their co-option.

³ Office bearers to be elected by Council from Council members nominated by Founder and Corporate Patrons, co-opted/elected as Fellow/Member representatives, and elected at the District Centre Conference.



Main Duties and Responsibilities (Lay Council Members)

1) Trustee of a Charitable Body

All Council members are responsible for the overall governance of the Institute as set out in the Institute's Royal Charter, Rules and Regulations, and the Council's Terms of Reference. Lay members have a particular role in ensuring the Institute maintains an appropriate public interest focus. As trustees of a charitable body, Council members are also responsible for ensuring the Institute's activities are compatible with its charitable aims and objectives, and that the Institute complies with relevant legislative and regulatory requirements⁴.

Lay Council members' detailed responsibilities in this respect include:

- Ensuring an appropriate public interest focus to the Institute's activities is maintained;
- Ensuring the effective and efficient administration of the Institute and its resources;
- Considering and approving the recommendations of the Executive Committee concerning those individuals thought worthy of election to Fellowship.
- Considering and approving the Annual Report and Accounts;
- Maintaining sound financial management of the Institute's resources, ensuring expenditure is in line with the Institute's aims and objectives, and that investment activities meet accepted standards and policies;
- Taking appropriate professional advice in all matters where there may be a material risk to the Institute, or where Council members may be in breach of their duties as Trustees, to ensure that the duty of care has been exercised; and
- Ensuring the good governance of the Institute.

2) Institute's Strategic Direction

Council members, including lay members, are responsible for the overall strategic direction of the Institute. Lay members' detailed responsibilities include:

- Considering and endorsing the Institute's strategic plans, ensuring that they include an appropriate public interest focus;
- Advising the Executive Committee and Chief Executive on the future strategic direction of the Institute;
- Advising the Executive Committee and Chief Executive on any aspect of the Institute's activities and operations, and responding to requests for advice on particular matters from the Executive Committee and Chief Executive;

⁴ New Council members will be briefed on these as appropriate

- Overseeing the Institute’s activities and operations; and
- Considering high-level policy issues and helping the Executive Committee and Chief Executive formulate Institute policy.

3) *Reporting*

In addition to the duties and responsibilities outlined above, lay members have specific responsibilities as members of Council:

- To produce a brief Annual Report on the Council’s conduct of business in the preceding year, commenting on (a) the Institute’s public interest activities, and (b) Council’s adherence to the Institute’s Royal Charter, Rules and Regulations; and
- To present the Annual Report to the Institute’s Annual General Meeting

4) *Council Committees*

Lay Council members will be asked to serve on one of the following committees:

- Executive Committee
- Nominations Committee

Skills and Experience

Lay Council members will be recruited by the Nominations Committee by open selection. Lay members are likely to be senior serving or retired professionals (e.g. accountants or lawyers) with some experience of the financial services industry.

Lay members will be expected to demonstrate:

- Clear understanding of and commitment to the “public interest”;
- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

Time Commitment

Lay Council members should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 8 working days over the course of a year in terms of preparing for and attending meetings.

The Institute will hold an Annual General Meeting, and (usually) 3 Council, meetings per year. Executive Committee meets 3 times per year, and Nominations Committee as required. These bodies may hold additional teleconferences to discuss specific issues during the course of the year.

Lay members are expected to attend the Annual General and Council meetings, and meetings of any committees of which they are a member. Lay members will be invited to attend a selection of CIOBS events (e.g. dinners), which often take place in the evening, although regular attendance is not necessarily expected.

If lay members feel they are unable to continue to commit the time required to fulfil their duties effectively, it is anticipated they will resign from Council.

Avoiding Conflicts of Interest

Lay Council members are expected to uphold the fiduciary duty invested in the position, undertaking their duties in a way that adds to public confidence and trust in the Institute. A key part of this is avoiding any actual or perceived conflicts of interest that may arise either from work and/or personal activities.

Where a conflict of interest may arise, lay members are expected to bring this to the attention of the President as soon as is practicable, and to determine a course of action to eliminate or mitigate the conflict with the President's approval.

Role Profile

President, The Chartered Institute of Bankers in Scotland

Constitutional Position

The Institute's Rules state that the President is elected annually by members of the Institute at the Annual General Meeting, to serve a one year term until the close of the next Annual General Meeting. The President must be an existing member of the Institute and a Council member.

It is anticipated (but not a requirement) that the President will have served for a year prior to their election as Senior Vice-President, and will serve for a year following their Presidential year as Immediate Past-President.

Direct Reports

The CIOBS Chief Executive and the staff member responsible for governance issues ("CIOBS Governance Manager") report to the President.

Main Duties and Responsibilities

1) *Ambassador for the Institute*

The President, as the highest ranking office of the Institute, is expected to play a key ambassadorial and representative role. This will include:

- Attending and speaking at CIOBS events (in particular the Annual Conference, Graduation Ceremony and District Centre/other events as required);
- Attending events and dinners held by other bodies (e.g. other professional and trade associations), on the advice of the Chief Executive;
- Helping the Chief Executive and other CIOBS staff promote the aims and objectives of the Institute, and the importance of banking education, to governments and regulators in the UK and overseas; and
- Promoting CIOBS membership and qualifications where appropriate, within the banking sector in general and beyond

The President may ask the Immediate Past President, Senior Vice President or one of the Vice Presidents to deputize for him/her, as appropriate.

The President will not be expected to undertake media engagements without his/her prior consent. It is likely that there may be real or perceived conflicts of interest with the President's role and their day to day work which will make it difficult for him/her to undertake media engagements on behalf of the Institute.



2) Chair of Council, Executive Committee and Nominations Committee

The President is expected to chair all Annual General, Special General, Council, Executive and Nominations Committee meetings. Where the President is unable to attend, the Senior Vice-President (or in their absence, a Vice-President) will assume the role of Chair.

As Chair of Council, the President is expected to:

- Lead Council meetings, and set the agenda (with the Chief Executive), style and tone of Council discussions to promote effective decision-making and constructive, substantive debate on key issues;
- Work with the Chief Executive and CIOBS Governance Manager to ensure that Council members receive accurate, timely and clear information to enable Council to take sound decisions in the best interests of the Institute, and fulfil their responsibility as Institute trustees;
- Facilitate the effective contribution and encourage active engagement by all Council members; and
- Ensure that the performance of individual Council members and of Council as a whole is evaluated regularly.

As Chair of Executive Committee, the President is expected to:

- Lead Executive Committee meetings, and set the agenda (with the Chief Executive), style and tone of Executive Committee discussions to promote effective decision-making;
- Work with the Chief Executive and CIOBS Governance Manager to ensure that Executive Committee members receive accurate, timely and clear information to enable them to monitor business performance and the implementation of strategy.

As Chair of Nominations Committee, the President is expected to:

- Lead Nominations Committee meetings, and set the agenda (with the Chief Executive), style and tone of Nominations Committee discussions to promote effective decision-making; and
- Lead the succession planning process, ensuring that Council attracts and retains senior industry figures with an appropriate balance of skills and expertise.

3) Support the Chief Executive

The President should establish a close working relationship with the Chief Executive and, where appropriate, provide support and advice whilst respecting executive responsibility.

4) As Immediate Past President

The Immediate Past President, in the year following their Presidential year, is expected to:

- Deputize where required for the President at CIOBS events (particularly member events such as District Centre dinners);
- Assist in the transition process for the new President; and
- Continue to serve on Council (though not Executive and Nominations Committee).

Skills and Experience

The President should preferably be a senior, serving bank employee with substantial leadership experience and, wherever possible, with significant experience of Institute affairs. It is anticipated (although not a constitutional requirement) that the President will already have served as Senior Vice President.

The President should possess the following:

- Strong leadership skills;
- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills, including the ability to effectively chair Council and other meetings, and good public speaking skills; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

Time Commitment

The President should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 10 working days over the course of a year. This may increase should international travel be required.

The Institute will hold an Annual General meeting, and (usually) three Council, three Executive Committee and at least two Nominations Committee meetings per year. Some or all of these bodies may hold additional teleconferences to discuss specific issues during the course of the year. The President is expected to prepare for, attend and chair all meetings.

The President is expected to attend a selection of CIOBS and other events during his/her term of office, but by no means all of these. These will often take place in the evening.

Appendix - Administrative Matters

1) Administration and Communication

The President will receive administrative support in relation to their CIOBS duties from the Chief Executive's Executive Assistant. This will include:

- Dealing with correspondence (see below);
- Diary planning;
- Preparing meeting agendas, minutes and briefing papers (see below).

The President's own Personal Assistant/Secretary will be required to work closely with the Chief Executive's Executive Assistant during the President's term of office.

Agendas, papers and minutes relating to Annual General, Special General, Council and Executive Committee meetings will be prepared and circulated by the CIOBS Governance Manager.

2) Correspondence

Correspondence received for the President is opened and, if routine, dealt with by CIOBS staff using an 'on behalf of' approach. If correspondence is received at the President's business address, this should be forwarded to the Institute.

Replies from the President are prepared by CIOBS staff for the President's signature or information and are forwarded to the President for personalised response if appropriate.

Copies of all Presidential correspondence received/sent in his/her Presidential capacity are kept by the Executive Assistant.

Role Profile

Senior Vice President, The Chartered Institute of Bankers in Scotland

Constitutional Position

The Institute's Rules state that the Senior Vice President is elected annually by members of the Institute at the Annual General Meeting, to serve a one year term until the close of the next Annual General Meeting. The Senior Vice President must be a member of the Institute and a Council member.

It is anticipated that the Senior Vice President will subsequently be elected as President, and will serve for a year following their Presidential year as Immediate Past President.

Main Duties and Responsibilities

The main duties and responsibilities of the Senior Vice President include representing the Institute, preparing for their Presidential year, and assisting/deputizing for the President as required.

1) Ambassador for the Institute

The Senior Vice President is expected to support the President in his/her key ambassadorial and representative role. By agreement with the President and Chief Executive, this will include:

- Attending and speaking at CIOBS events (in particular the Annual Conference, Graduation Ceremony and District Centre/other events as necessary);
- Attending events and dinners held by other bodies (e.g. other professional and trade associations);
- Helping the Chief Executive and other CIOBS staff promote the aims and objectives of the Institute, and the importance of banking education, to governments and regulators in the UK and overseas; and
- Promoting CIOBS membership and qualifications, where appropriate, and within the banking sector in general.

2) Council and Executive Committee

The Senior Vice President is a member of Council and Executive Committee, and is expected attend meetings of these bodies. The Senior Vice President is expected to chair meetings of Council and Executive Committee in the absence of the President. Where the Senior Vice President is also absent, meetings will be chaired by a Vice President.



3) Other Committee Chair

It is anticipated that the Senior Vice President may chair one or more of the following Council committees (depending on relevant experience):

- Education Committee
- Audit Committee
- Remuneration Committee

As a committee Chair, the Senior Vice President is expected to:

- Lead committee meetings, and set the agenda (with the relevant CIOBS staff member), style and tone of committee discussions to promote effective decision-making and constructive, substantive debate on key issues;
- Work with the relevant CIOBS staff member to ensure that committee members receive accurate, timely and clear information to enable them to take sound decisions in the best interests of the Institute;
- Report on committee activities and decisions to Council, as required;
- Facilitate the effective contribution and encourage active engagement by all committee members; and
- Ensure that the performance of individual committee members and of the committee as a whole is evaluated regularly.

Skills and Experience

The Senior Vice President should preferably be a senior, serving bank employee with substantial leadership experience and, wherever possible, with significant experience of Institute affairs.

The Senior Vice President should possess the following:

- Strong leadership skills;
- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills, including the ability to effectively chair Council and other meetings where required in the absence of the President, and good public speaking skills; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

Time Commitment

The Senior Vice President should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 8 working days over the course of a year.

The Institute will hold an Annual General Meeting, and (usually) three Council, and three Executive Committee meetings per year. Education Committee meets four times per year, and Audit and Remuneration Committees as required. Some or all of these bodies may hold additional teleconferences to discuss specific issues during the course of the year.

The Senior Vice President is expected to attend the Annual General Meeting, Council and Executive Committee meetings, and meetings of any committees of which he/she is Chair.

The Senior Vice President is expected to attend a selection of CIOBS and other events during his/her term of office, by prior arrangement with the President and Chief Executive. These will often take place in the evening.

Role Profile

Vice President, The Chartered Institute of Bankers in Scotland

Constitutional Position

The Institute's Rules state that two or more Vice Presidents shall be elected annually by members of the Institute at the Annual General Meeting, to serve a one year term until the close of the next Annual General Meeting. Following their term of office, Vice Presidents are eligible for re-election. Vice Presidents must be members of the Institute and Council members.

It is anticipated that in practice, at least three Vice Presidents will be elected each year to support the President and Senior Vice President.

There is no assumption that Vice Presidents will necessarily be elected as Senior Vice President and/or President in future years.

Main Duties and Responsibilities

The main duties and responsibilities of the Vice President include representing the Institute, and chairing Council committees as required.

1) Ambassador for the Institute

Together with the President, Senior Vice President, Chief Executive and other CIOBS staff, the Vice President is expected to:

- Promote the aims and objectives of the Institute, and the importance of banking education, to governments and regulators in the UK and overseas; and
- Promote CIOBS membership and qualifications where appropriate.

The Vice President may also be asked to deputize for the President and/or Senior Vice President as necessary. This may include:

- Attending and speaking at CIOBS events (in particular the Annual Conference, Graduation and District Centre/other events).
- Attending events and dinners held by other bodies (e.g. other professional and trade associations), on the advice of the Chief Executive;



2) *Other Committee Chair*

It is anticipated that the Vice President may chair or be a member of one or more of the following Council committees (depending on relevant experience):

- Education Committee
- Audit Committee
- Remuneration Committee
- Nominations Committee

As a Committee Chair, the Vice President is expected to:

- Lead committee meetings, and set the agenda (with the relevant CIOBS staff member), style and tone of committee discussions to promote effective decision-making and constructive, substantive debate on key issues;
- Work with the relevant CIOBS staff member to ensure that committee members receive accurate, timely and clear information to enable them to take sound decisions in the best interests of the Institute;
- Report on committee activities and decisions to Council, as required;
- Facilitate the effective contribution and encourage active engagement by all committee members; and
- Ensure that the performance of individual committee members and of the committee as a whole is evaluated regularly.

3) *Council and Executive Committee*

The Vice President is a member of Council and Executive Committee, and is expected to attend meetings of those bodies.

In the absence of the President and the Senior Vice President, the Vice President may be asked to chair Council and/or Executive Committee meetings.

Skills and Experience

The Vice President should preferably be a senior, serving bank employee with substantial leadership experience and, wherever possible, with significant experience of Institute affairs.

The Vice President should possess the following:

- Strong leadership skills;
- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills, including the ability to effectively chair committee meetings; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

Time Commitment

The Vice President should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 6 working days over the course of a year.

The Institute will hold an Annual General Meeting, and (usually) three Council, and three Executive Committee meetings per year. Education Committee meets four times per year, and Audit, Nominations and Remuneration Committees as required. Some or all of these bodies may hold additional teleconferences to discuss specific issues during the course of the year.

The Vice President is expected to attend the Annual General Meeting, Council and Executive Committee meetings, and meetings of any committees of which he/she is Chair/member.

The Vice President is expected to attend a selection of CIOBS and other events during his/her term of office, by prior arrangement with the President and Chief Executive. These will often take place in the evening.

Role Profile

Immediate Past President, The Chartered Institute of Bankers in Scotland

Constitutional Position

Until recently, CIOBS Presidents have been expected to retire from Council following their term of office. Following governance reforms enacted in 2008/2009, it was decided that the Institute (and, in particular the new President) would benefit from the continued involvement of the Immediate Past President.

It is now anticipated that the Immediate Past President will remain as a member of Council for at least one year, or until the end of their 3-year term as a Council member (subject to their nomination, co-option or election where required).

The Immediate Past President may serve on other Institute committees, but would not be expected to serve on Executive or Nominations Committees, except in exceptional circumstances.

Main Duties and Responsibilities

The main duties and responsibilities of the Immediate Past President include assisting in the transition to the new President, ensuring the continuity of decision-making, and assisting the President in representing the Institute as required.

Time Commitment

The Immediate Past President should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of at least 5 working days over the course of the year in terms of preparing for and attending the Annual General Meeting, and Council and committee meetings.

The Immediate Past President may be asked to represent the current President and the Institute at CIOBS and/or other events, as required. These will often take place in the evening.

