

IRISH PLANNING INSTITUTE

Bye-Laws

Bye-Law no. 6: Committees Bye-Laws

1.0 Introduction

1.1 The Constitution of the Institute, under Article 56, provides that the Directors may establish Committees consisting of such member or members of the Directors and any other persons that the Board thinks fit. These Bye-Laws set out the Committees that, upon coming into force of the Constitution, the Board will establish, and also set out the operational procedures for all such Committees.

1.2 All Committees are advisory to the Board, and shall not, unless specifically authorised by the Board in any particular instance, issue any public statements or engage in media or social media comment that could be construed as representing the views of the Institute.

1.3 These Bye-Laws apply to all Committees of the Institute, except for the Ethics and Professional Conduct Committee, which is covered by its own separate Bye-Laws, and the Nominations Committee, which is covered by the Electoral and Appointment of Directors Bye-Laws.

2.0 Governance and Risk Committee

2.1 The Governance and Risk Committee is intended to strengthen company governance and risk management to assist the Board in exercising its responsibilities. The committee is advisory to the Board to provide an additional layer of Corporate Governance and Risk Management.

2.2 The role of the Committee is to:

- Oversee compliance regarding all the Institute's legal and regulatory and reporting obligations.
- Oversee risk management through development of a risk register and guiding the Board, other committees and staff in their role of assessing, agreeing and implementing actions to mitigate against identified risks.
- Review all IPI policies and procedures in relation to corporate governance on a rolling three year basis.
- Develop a framework to evaluate the Board's and Committees' performance.

- Ensure the Induction / welcome pack for new Directors is followed and review the process at agreed intervals.
- Advise on appropriate methods to ensure that all of the Institute's records are properly archived and stored.

2.3 The Governance and Risk Committee shall consist of not less than six members, who shall be Registered Members and/or Fellows of the Institute, at least one of whom shall be the Governance and Risk Director, unless that person is an Independent Director, in which case the Committee shall consist of not less than seven members. The membership of the Governance and Risk Committee may include, in addition to the six Members/Fellows, up to three persons that are not Registered Members or Fellows of the Institute, where it is considered by the Board that such persons have skills relevant to the roles of the Committee. In such instances, the majority of the members of the Committee shall be Registered Members and/or Fellows of the Institute.

3.0 Finance and Audit Committee

3.1 The Finance and Audit Committee is intended to strengthen company governance in relation to financial matters, and to ensure that the Institute's finances are properly audited in accordance with the Companies Acts, and that the internal procedures of the Company comply with best governance practice.

3.2 The role of the Committee is to:

- Advise the Board, through the Finance and Audit Director, on the Institute's annual budget.
- Prepare policies and procedures to ensure that there is effective recording of all income, and that expenditure is monitored so that it aligns with the adopted budget,
- Prepare policies to increase the income of the Institute, including sponsorship policy, and to review the effectiveness of such policy in the light of balancing the financial health of the Institute with adherence to the Institute's core value of promoting the common good.
- Assist the Finance and Audit Director, and the Board, in the production of the Annual accounts, and of the financial report to be tabled at the Annual General Meeting.

3.3 The Finance and Audit Committee shall consist of not less than six members, who shall be Registered Members and/or Fellows, at least one of whom shall be the Finance and Audit Director, unless that person is an Independent Director, in which

case the Committee shall consist of not less than seven members. The membership of the Committee may include, in addition to the six Members/Fellows, up to three persons that are not Registered Members or Fellows of the Institute, where it is considered by the Board that such persons have skills relevant to the roles of the Committee. In such instances, the majority of the members of the Committee shall be Registered Members and/or Fellows of the Institute.

4.0 Policy and Practice Committee

4.1 The Policy and Practice Committee is intended to support the Board in responding to requests by Government, the legislature and/or interested bodies on proposed or adopted legislation, and to make submissions, where there is no such request, on policy matters and to prepare guidance notes on best planning practice.

4.2 The role of the Committee is to:

- Prepare submissions, for approval by the Board, to public consultations on planning legislation, regulations, guidelines or official documents on matters relating to planning.
- Prepare Good Practice Notes, for approval of the Board, on matters of planning practice.
- Manage the Institute's approach so that it conforms and aligns with the established policy approach of the Institute and with its values, as set out in its Constitution and Articles of Association.
- Advise the Board on its communications strategy so that it supports the Institute's vision and ambitions.
- Oversee the publication of the Institute's journal (Pleanail) on an annual or bi-annual basis.

4.3 The Committee may establish, subject to prior Board approval, sub-committees of Institute members on specific issues/subjects, such as transport, housing, marine spatial planning, urban design, etc and to co-ordinate any draft submissions on policy or practice, arising from such sub-committees, for onward transmission for approval by the Board. All such sub-committees shall include at least one member of the Policy and Practice Committee, who shall be the primary link with that Committee. Such sub-committees may include Institute members of all categories, and may co-opt, for specific projects, policy submissions and best practice notes, non-Institute members in an advisory capacity.

4.4 The Policy and Practice Committee shall consist of not less than seven Registered Members and/or Fellows, at least one of whom shall be the Policy and Practice Director, and one of whom shall be the Communications and Marketing Director. If either or both of such Directors are Independent Directors, the Committee membership may increase to a total of eight members.

5.0 Membership Committee

5.1 The Membership Committee is intended to support the Board and nurture the relationship between the Board and IPI members, and to oversee the recruitment of new members into the Institute. The Committee will also advise the Board on the qualifications and requirements for such membership, having regard to the Membership Bye-Laws.

5.2 The role of the Committee is to:

- Consider all applications for membership of the Institute, and to make recommendations on these applications to the Board, under the Membership Bye-Laws.
- Examine, based on its experience of processing membership applications, improved procedures for such processing, and, at least once every two years, recommend to the Board whether any changes are required to the Membership Bye-Laws.
- Organise or support periodic interactions with members to ensure that the needs of the membership are understood and resourced.
- Recommend, where appropriate, action plans for the Board and Senior Planner to support the professional development of the members of the Institute, including student and graduate/qualifying members, and “early careers” members.
- Advise the Board in relation to networking and support opportunities for members.
- Suggest areas for membership growth development, and report regularly to the Board on membership trends.

5.3 The Membership Committee shall consist of not less than seven Registered Members and/or Fellows, at least one of whom shall be the Membership Director, and may include up to three additional Institute members of any categories, including student, graduate/qualifying and affiliate members, where the Committee considers this to be useful in carrying out its roles.

6.0 Technical and Education Committee

6.1 The Technical and Education Committee is intended to support the Board in the accreditation of planning courses offered by Higher Educational Institutions, and to advise the Board on the operation of the Institute's Education Guidelines.

6.2 The role of the Committee is to:

- Advise the Board on all matters relating to the accreditation, or part accreditation of planning courses in Higher Educational Institutions (HEI's).
- Organise the first accreditation process for any planning courses in HEI's where a request for accreditation has been received by the Institute, including the selection of Accreditation Teams, and consider the report(s) of such Accreditation Teams before making recommendations to the Board for the full or partial accreditation of such courses, or for refusal of accreditation, for stated reasons.
- Organise the periodic accreditation process for any existing planning courses in HEI's, where such courses had been fully or partially accredited for a temporary period, and make recommendations to the Board for further accreditation, upgrading from partial to full accreditation or removal of accreditation.
- Monitor the operation of the adopted Education Guidelines and advise the Board, on a two yearly basis, on any changes to these Guidelines that the Committee considers would be of benefit to the Institute.
- Advise the Board on strategy relating to continued professional education of planners, and oversee and monitor the operation of the Institute's CPD policy. The Committee may also advise the Board, on a two-yearly basis, on any changes to this policy that the Committee considers appropriate.
- Advise the Board on strategy in relation to resourcing policy for planners within Ireland, and in the context of the EU, including reciprocal accreditation relationships with other planning Institutes within the ECTP, in the EU and further afield, and to advise the Board about relevant European legislation and policy in relation to resourcing, including critical skills list and professional qualifications directives.

6.3 The Technical and Education Committee shall consist of not less than seven persons and not more than ten persons, of whom at least six shall be Registered Members and/or Fellows, and at least one of whom shall be the Technical and Education Director. The Committee may, in addition, include representatives of all

Higher Educational Institutions that provide planning courses that are fully accredited by the Institute.

7.0 Branches Committee

7.1 The Branches Committee is intended to support the Board in co-ordinating the activities of branches of the Institute within defined geographical areas and within sectoral areas.

7.2 The role of the Committee is to:

- Co-ordinate the activities of existing Branches, in order that these activities will encourage participation of Institute members and continuing professional development that is relevant to the environment / sector in which the members are employed / practice the profession of planning.
- Advise the Board on strategy to increase regular communication between the Board and Institute members, particularly in relation to the provision of continued professional development and training.
- Organise, together with Institute staff, the Seniors Fora, to take place on a regular basis, and at least annually, so as to encourage dialogue and exchange of experiences between Institute members in different sectors.
- Advise the Board on the establishment of additional Branches within defined geographical areas, where there is a demand for such establishment.

7.3 The Branches Committee shall consist of not less than six persons, and not more than ten persons, six of whom shall be Registered Members and/or Fellows, and at least one of whom shall be the Branches Director. The Committee may include members of the Branches, including (ideally but not necessarily) the chairpersons of the Private and Public Sector Branches.

7.4 The Board may establish and recognise groups of members, to be known as Branches, and may amalgamate or dissolve such Branches from time to time, depending on the demand for Branch activities. The formation of a Branch shall be sanctioned only if the Branch shall have received a proposal for such formation from such minimum number of members as the Board may decide, but, in any case, not less than 10 Institute members.

8.0 Operational Procedures for Committees

8.1 Committee Membership

8.1.1 All Committees are appointed by the Board, and shall include either one or two Director(s), either two or three non-Director members of the Institute and up to two non-members with specialist expertise (who will not be staff), to assist with its work. The term of office for members of Committees will be two years, renewable for one further term either consecutively or cumulatively.

8.1.2 Except where provided for in these Bye-Laws, and in the Board Members and their Roles and Responsibilities Bye-Laws, the Board will appoint the chairperson of each Committee, and shall appoint the members of each Committee, within two months of coming into office. Such chairpersons shall serve for a two-year term, which can be extended for a maximum of a second two-year term either consecutively or cumulatively. In the event of any vacancy on any Committee, the Committee may co-opt a member of the same category of membership, subject to prior approval of the Board.

8.1.3 If a person appointed to a Committee while a Director is subsequently no longer on the Board, they may continue to participate in the Committee with the Board's approval as a non-Director within their overall terms of membership as set out in 3.2, provided at all times there is at least one current Director on the Committee in question.

8.1.4 While the Senior Planner is not a member of a Committee, he/she or their nominee will provide administrative support to the Committee, will seek (subject to time and administrative resources) to attend its meetings and – where present – shall undertake the role of minutes secretary for the Committee. If the Senior Planner or his/her nominee is not present, the Committee shall elect, from their number, a Committee member to take the minutes of the Committee meeting.

8.2 Meetings, Reporting and Resources

8.2.1 It is envisaged that the extent of work to be undertaken by Committees will require them to meet a minimum of three times per year, with the exception of the Membership Committee, which may meet in advance of any Board meetings where there are applications for membership of the Institute due to be determined at that Board meeting. Meetings of Committees will generally be scheduled by the Board as part of the annual calendar of organisation meetings. Additional meetings may be requested by the Board or proposed by the Committee itself.

2.2.2 The quorum for each Committee meeting shall be 50% of the members (rounded up if necessary) provided that this is never less than three people and that it includes at least one Director.

8.2.3 The Committees shall operate in accordance with the Standing Orders Bye-Laws of the Board, except where they have been varied by the Board for any specific Committee.

8.2.4 A record of proceedings at meetings will be taken and circulated to all Committee members within one week after each meeting and the minutes, together with any other documents as the Committee deems appropriate, will form part of the report of the Committee to the Board.

8.2.5 The Chairperson of each Committee, or their nominee, will attend the AGM, present the Committee's annual report and respond to members' questions on the activities of the Committee.

8.2.6 Committees, with prior permission from the Board, may seek independent advice which it considers necessary to discharge its obligations. The Committee may ask the Board for permission to seek any information it requires from any committee, employee of, or contractor to, the Institute in order to perform its duties and to ask any of the above to attend a meeting of the Committee to assist it in its work. Necessary vouched expenses of any such advisors, if non-Committee members, will be paid by the Institute as the Board directs.