

## **IRISH PLANNING INSTITUTE**

### **Bye-Laws**

#### **Bye-Law no. 5: Board Directors and their Roles and Responsibilities**

The IPI Constitution requires that the Board shall consist of a minimum of 7 and a maximum of 11 of either elected or independent directors. This Bye-Law sets out the roles and responsibilities of the individual positions to guide the holders in their work during their term(s) in office.

Together with carrying out the specific tasks related to their individual positions, Directors are also collectively responsible to the overall leadership and oversight of the Institute as set out in legislation, regulations, the Institute's Constitution, policies, procedures and Bye-Laws, and they are required to use their best endeavours to act in the interests of the whole Institute and not just any part of it especially which they might be deemed to represent.

These roles and responsibilities may be varied by the Board on the recommendation of the Nominations Committee, and any such material change shall result in an amendment of these Bye-Laws before such change shall come into effect.

#### **President**

##### **Roles and Responsibilities:-**

- 1 To chair meetings of the Board and of all General Meetings of the Institute with impartiality and objectivity to arrive at clear decisions.
- 2 To have a strategic role in creating and representing the mission, vision and values of the Institute.
- 3 To ensure that the Board functions efficiently and effectively within the terms of the Constitution, Policies and Procedures, Byelaws and Standing Orders.
- 4 To liaise with the other Board Members to encourage, support and oversee their work.
- 5 To ensure that Committees and any other groups established within the Institute function in accordance with their Terms of Reference.

- 6 To be an ex-officio, but non-voting and non-quorum member, of all Committees established by the Board.
- 7 To oversee all aspects of the running of the Institute and to be the line-manager for the Senior Planner including signing off on their leave and expenses and conducting the bi-annual appraisal of their agreed work plan.
- 8 To work in partnership with the Senior Planner to understand the key challenges across the Institute and to offer advice and support to them between meetings of the Board.
- 9 To be an approachable central point of contact for all members of the Institute and represent their views or questions at the Board / Committees and be a positive role model for creating an inclusive culture for all members.
- 10 To work in partnership with the Senior Planner to ensure the effective planning for, the participation in and follow up after, meetings of the Board / Committees in adherence to Standing Orders.
- 11 To chair and facilitate meetings in a spirit of collegiality and shared responsibility within the values of the Institute, respecting diversity of opinion and expecting best effort and integrity from every Board member.

## **Vice-President**

### **Roles and Responsibilities:-**

1. To substitute, on any occasion on which the President is not in a position to exercise his/her roles and responsibilities, for that person, as outlined in the list of Roles and Responsibilities of the President in this Bye-Law.
2. To advise the President in any of their roles and responsibilities, in the best interests of the Institute, and, in particular, to seek to ensure that all actions of the Board / Committee act in the best interests of the Institute, as outlined in the Constitution and Articles of Association of the Institute.

### **Governance and Risk Director**

#### **Roles and Responsibilities:-**

- 1 To be the Institute's Company Secretary, unless the Board determines that the role of Company Secretary is to be filled by an employee or by an externally appointed service provider.
- 2 To ensure that all of the Institute's statutory and regulatory requirements are fully complied with and to liaise with the Senior Planner or their nominee to achieve this.
- 3 To be the Chair/ an ex-officio member of the Governance and Risk Committee and to advise the Board on the work of that Committee at all meetings.
- 4 To ensure that the Institute has a fit-for-purpose system for keeping all of the records of the Board, its Committees and all of the work of the staff to meet statutory regulatory and reporting requirements.
- 5 To liaise with the Senior Planner or their nominee to ensure that all of the work in the Institute is based on best practice and that records are timely and accurate at all times.
- 6 To use their specific skills and experiences to assess any and all risk implications for the Institute in all that it does.
- 7 To develop, maintain, edit and update an Institute induction / welcome pack for new Board Members as required each year.
- 8 To ensure that all of the Institute's records are properly archived and stored.

### **Finance and Audit Director**

### Roles and Responsibilities:-

- 1 To be the lead person responsible for advising the Board on all matters relating to its planning for, and oversight of, its financial health.
- 2 To be the Chair and Convenor of the Finance and Audit Committee.
- 3 To have responsibility for liaising with the relevant staff member dealing with financial matters, in order to ensure that all of the financial procedures and practices in the Institute are based on best practice and that records are timely and accurate at all times.

This includes but is not limited to:-

- a. Ensuring the effective recording of all income from whatever source.
  - b. Reviewing the bank reconciliation statements every month and providing a written report to the Board / Finance and Audit Committee for every meeting including analysis of variations on income and expenditure against the agreed budget and their projected impact on year-end figures.
  - c. Leading on the development of an annual budget for the Institute including proposals for membership/participation/service fees, and fundraising
  - d. Signing off on all spending applications above €500.
- 4 To authorise payments above €500 and to be an authorised bank signatory.
  - 5 To be responsible for ensuring that the Institute's Insurance is current and accurately reflects the Institute's needs.
  - 6 To authorise all contracts /purchases of or for service above €500.
  - 7 To liaise with the external auditors in preparation for the AGM.
  - 8 To provide a report on the Institute's financial performance at the AGM.

### **Communications & Marketing Director**

### Roles and Responsibilities:-

- 1 To be the main external spokesperson for the Institute, unless the Board decides that this role is to be undertaken by another Director.
- 2 To have responsibility for liaising with the Senior Planner in relation to communications to ensure that all of the communications work in the Institute is based on best practice and that records are timely and accurate at all times.
- 3 To develop a communications (and marketing and/or sponsorship) strategy for Board approval that supports the Institute's vision and ambitions.
- 4 To oversee all internal and external communications so as to provide a consistent message about the work of the Institute in accordance with the Institute's vision, and its strategy and annual plans.
- 5 To manage, with the Senior Planner, all social media accounts and report on contact levels to the Board / relevant Committee.
- 6 To liaise with the Board / relevant Committee to review and agree on the key messages that should be communicated throughout the year.
- 7 To maintain the Institute sponsorship policy & liaise with sponsors to ensure that the Institute is continuing to engage with & gain feedback from sponsors.

### **Policy and Practice Director**

The role of the Policy and Practice Director is to guide the Institute in its responses to requests by Government and/or interested bodies on proposed or adopted legislation, guidelines and policies relating to planning, and to propose improvements to existing planning practice in relation to case law on forward planning, development management, and enforcement.

### Roles and Responsibilities:-

- 1 To be the Chair and Convenor of the Policy and Practice Committee.

- 2 To advise the Board of all proposals for submissions to public consultation on planning legislation, regulations, guidelines and official documents on matters relating to planning, coming from that Committee, for approval by the Board, as Institute proposals and/or submissions on issues of policy, legislation or best planning practice.
- 3 To manage the Institute's policy approach so that it conforms with, and aligns with, the established policy of the Institute and with its values, as set out in its Constitution and Articles of Association.
- 4 To ensure that all public statements of the Institute align with the Institute's core principles and with the established policy approach of the Institute, in consultation with the Communications and Marketing Director and with the President.
- 5 To organise, and oversee, subject 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, with the Policy and Practice Committee, and with the Board.
- 6 To commission, and encourage the publication of, an annual or bi-annual Institute journal ("Pleanail"), which journal will publicise and promote planning research and best practice.

### **Membership Director**

The Role of the Membership Director is to support and nurture the relationship between the Board and IPI members, and to oversee the recruitment of new members into the Institute.

#### **Roles and Responsibilities:-**

1. To be the Chair and Convenor of the Membership Committee, and to enhance relations and communications between the Board and the general membership.
2. To propose to the Board for decision, following consideration by the Membership Committee, all applications for membership of the Institute, under the Membership Bye-Laws.

3. To organise or support periodic interactions with members to ensure that the needs of the membership are understood and resourced.
4. To recommend, where appropriate, action plans for the Board and Senior Planner to support the professional development of its members.
5. To create networking and support opportunities for members.
6. To suggest areas for membership growth development, and to report regularly to the Board on membership trends.

### **Technical & Education Director**

The role of the Technical and Education Director is to guide the Board in relation to all aspects of education & training of current and prospective members.

#### **Roles and Responsibilities**

1. To be the Chair and Convenor of the Technical and Education Committee, and to report on the activities of the Committee to the Board at all of the Board meetings.
2. To be the lead person responsible for advising the Board on all matters relating to the accreditation, or part accreditation, of planning courses in higher educational institutions (HEI's).
3. To liaise with the relevant educational bodies (HEI's and other providers) to ensure that current issues and initiatives are brought to the attention of the Board.
4. To advise the Board on strategy relating to education & training.
5. To 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.

## **Branches Director**

The role of the Branches Director is to guide the Board in the development of Institute branches within both the State and in Northern Ireland, and to promote the activities of such Branches.

### **Roles and Responsibilities:-**

1. To be the Chair and Convenor of the Branches Committee, and to report on the activities of this Committee, and of the Institute Branches, to the Board at all of the Board meetings.
2. To encourage the active participation of Institute members within defined geographical areas and within sectoral areas, so as to provide activities that will encourage participation of Institute members and continuing professional development that is relevant to the environment/sector of the members of those branches.

## **Other Directors**

There may be up to two other Directors, whose responsibilities shall be determined by the Board. These Board members may support other Directors, such as those dealing with Policy and Practice, Membership, Education or Governance and Risk, or may have their own specific responsibilities as may be determined by the Board. In such circumstances, the primary responsibility for these areas to the Board shall reside with the listed specific Directors, as set out in this Bye-Law.

Any Committees, or sub-Committees, that are established by the Board, other than those specifically provided for in this Bye-Law, shall be chaired and convened by the relevant other Directors, who shall be required to report to the Board, at every Board meeting, on the activities of these Committees / sub-Committees.