

AIA Council

Terms of Reference

1.0 Introduction and Purpose

The AIA Council (“the Council”) is for all purposes the governing body of the Association.

The Council consists of not fewer than five nor more than twenty members. Members of the Council are elected by the Members of the Association in Annual General Meeting in accordance with the AIA Constitution.

This Terms of Reference for the AIA Council describes its purpose, scope, and authority.

The Terms of Reference provides clear and specific information on how the Council is organised, what the Council is created to achieve, its membership and meeting arrangements.

2.0 Authority

The AIA Council derives its authority from the AIA Constitution under Article 12.

The AIA Constitution provides the legal framework for the activities of the Council and its remit and should be considered along with this Terms of Reference.

3.0 Responsibilities

The responsibilities of the Council are to:

- set AIA’s overall mission and values, shaping a positive organisational culture
- provide strategic leadership, setting AIA’s strategic objectives
- ensure an appropriate focus on fairness and equality, diversity and inclusion issues, in all the organisation’s work
- approve the strategy and budget and ensure that the necessary resources are in place in order for AIA to deliver agreed objectives,
- ensure that appropriate systems are in place to monitor progress against the strategy, expenditure against the budget, and the management of risk within the organisation
- set and maintain a framework of delegation and internal control
- appoint the Chief Executive
- establish an effective working relationship with the Executive (the Chief Executive and Executive Team), providing challenge and support where necessary
- ensure that appropriate audit and monitoring systems are in place, to oversee the management and performance of the organisation and hold the Executive to account
- ensure appropriate reporting, including to regulatory authorities where appropriate, to demonstrate accountability.

4.0 Membership

4.1 Chair

4.1.1 Role

The AIA Constitution sets out the process for appointing and reappointing the Chair of the Council (“AIA President”).

The President is responsible for providing strong leadership for the Council, ensuring it works effectively to discharge its functions.

The President also has an important role in acting as an ambassador for the AIA with external stakeholders.

4.1.2 Responsibilities

The responsibilities of the President are to:

- provide strong non-executive leadership
- chair Council meetings effectively to ensure that required decisions are taken
- communicate effectively between meetings to ensure that business is taken forward, and effective contributions made by Council members
- promote a culture of openness and debate, encourage effective contributions from Council members, good working relationships and appropriate levels of challenge, ensuring a focus on strategic issues
- establish an effective working relationship with the Chief Executive, and between the Council and the Executive Team, providing challenge and support where necessary.
- build and maintain effective relationships with key stakeholders, representing the views and interests of AIA externally.

The President is appointed in accordance with the Articles of the Association.

In the absence of the President the Council meeting is chaired by a Vice President.

The Chair works with the Secretary to the Council and is responsible for:

- Agreeing dates, times and locations for meetings
- Ensuring meetings are called and held in accordance with AIA's Constitutional Documents and specific Committee Terms of Reference
- Establishing and confirming an agenda for each meeting
- Ensuring the meeting agenda and relevant documents are circulated to the members of the committee in advance of the meeting
- Officiating and conducting meetings
- Providing leadership and ensuring committee members are aware of their obligations and that the committee complies with its responsibilities
- Ensuring there is sufficient time during the meeting to fully discuss agenda items
- Ensuring that discussion on agenda items is on topic, productive and professional
- Ensuring minutes are complete and accurate, retained, included and reviewed at the next meeting in line with AIA's policy.

4.2 Council Members

4.2.1 Role

The role of Council members is to work collectively to effectively discharge the Council's functions and progress AIA's strategy and objectives.

4.2.2 Responsibilities

The responsibilities of the Council members are to:

- contribute to setting the strategic direction of the AIA, bringing knowledge and expertise to Council discussions, and demonstrating an understanding of the AIA's functions and the wider regulatory and political environment
- hold the Executive to account for the management and performance of the organisation
- ensure that issues are explored from a range of viewpoints, and with appropriate focus on equality, diversity and inclusion issues
- take an active part in Council and Committee meetings; and work effectively with the Executive
- participate in induction, training and appraisal/review processes
- act as an ambassador for the AIA, representing its views and interests externally
- uphold the principle of corporate responsibility for Council and Committee decisions

5.0 Meeting Arrangements

5.1 Frequency and Quorum

The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business.

Meetings of the AIA Council shall usually be held at least five times per year.

Unless otherwise determined by the Council, the quorum for any meeting shall be four.

5.2 Decision Making and Voting

Questions arising at any meeting shall be decided by a simple majority of votes. In the case of any equality of votes the Chairman (the President) shall have a casting vote.

Decisions are generally made and recorded at Council meetings which will take place face to face or virtually. On exceptional and urgent occasions when this is not possible, a decision may be taken by email.

5.3 Minutes

The Secretary to the Council shall minute the proceedings and resolutions of all meetings of the Council and other Committees. Minutes of meetings shall be circulated to all members of the Council and are reported to the AIA Council at the next Council meeting.

Minutes of meetings record the subject under discussion and decision reached by the Council or its agreed course of action.

Individual comments will not usually be recorded, and individual views will not generally be attributed unless members specifically request that their views are recorded.

The minutes and papers of meetings held by the Council are held in accordance with agreed policies.

5.4 Notice of Meetings

Meetings of the Council shall be summoned by the Secretary to the Council at the request of the President.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Council, and any other person required to attend, no later than 5 working days before the date of the meeting.

6.0 Council Member Conduct

AIA's Council is underpinned by the following key principles and is open, transparent, and accountable:

- **Selflessness** – members should take decisions in terms of the public interest and not in order to gain financial or other material benefits for themselves, their families or friends.
- **Integrity** – members should not place themselves under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence them in the performance of their official duties.
- **Objectivity** – in carrying out the Association's business, including awarding contracts and recommending individuals for rewards and benefits, members should make choices on merit.
- **Accountability** – members are accountable for their decisions and actions to the Association's membership and the wider public and must be submitted to appropriate scrutiny.
- **Openness** – members should be as open as possible about the decisions and actions that are taken. Members should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – members have a duty to declare any private interests relating to their appointments and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – members should promote and support these principles by leadership and example.

Council members and any external advisers to Committees are expected to adhere to the following at meetings:

- Attend and take full part in Council/Committee meetings
- Prepare well for meetings
- Give the meeting their full attention
- Make concise and timely contributions to aid constructive debate at meetings
- Express a range of views but seek to build consensus wherever possible
- Listen to and respect the contributions of others

6.1 Conflicts of Interest

Members of the Council are obliged to declare in advance of the meeting any relevant information in line with AIA's Conflict of Interest Policy.

Council members must complete a Register of Interests which is published on AIA's website.

Council members have a duty to complete and maintain their entry in the register of Interests, and declare any professional, business, or personal interests which may, or might be perceived to, conflict with their responsibilities as Council members.

Council members should disclose the existence and nature of any personal interest or conflict that they may have in any business being discussed at a Council or other meeting by contacting the Secretary to the Council in advance. If the existence of such an interest becomes apparent during the course of the

meeting, he or she must disclose it as soon as it does so

6.2 Equality & Diversity Policy

Members of the Committee are reminded at the commencement of each meeting that they should act at all times in line with AIA's Equality and Diversity Policy

6.3 Acting in the Public Interest

AIA uses its influence to ensure that the accountancy sector serves the public interest and promotes the benefits of recognised, high quality, professional qualifications. The AIA's robust membership requirements and disciplinary framework adds additional reassurance and protection to the businesses that rely on accountancy services.

7.0 Review

The Terms of Reference are reviewed annually by the Council at the first meeting following the Annual General Meeting and changes enacted by the Secretary to the Council subject to approval by the AIA Council.

8.0 About AIA

The Association of International Accountants (AIA) is a leading professional body for accountants and finance professionals with a long-standing reputation for excellence in professional education and a dynamic global membership.

Based in the United Kingdom, AIA has an established history of improving professional skills and ethical standards across the sector; our members are recognised, respected and regulated.

AIA's commitment to protecting the public interest and advancing professional standards is evident through our respected qualifications portfolio, robust membership requirements and the production of research, best practice and skills guidance. Members are bound by the AIA Constitution which includes regulatory requirements and a Code of Ethics.

AIA actively seeks further accreditation, recognition and independent regulation with external stakeholders, government and standard setters to ensure both the AIA and its members are trusted, respected and accountable.

AIA is a Recognised Qualifying Body (RQB) for statutory auditors in the UK and regulated by the Financial Reporting Council (FRC). AIA is a Prescribed Body under the Companies (Auditing and Accounting) Act 2014 in the Republic of Ireland. AIA is a supervisory body under the UK and ROI Money Laundering Regulations. AIA is a Commonwealth Accredited Organisation. AIA practising certificate holders also enjoy additional wide ranging statutory and business recognition.

Vision

AIA is a leading force in the accountancy profession, providing a strong voice, superior qualifications and unrivalled support for accountants worldwide.

Mission

AIA is a membership organisation providing world class qualifications, training and services to support accountants throughout their working lives, equipping them with the skills, knowledge and expertise to

ensure they are at the forefront of their profession. We act in the public interest and promote and develop the accountancy profession and the interests of our members.

Values – One AIA

- Collaboration* – We will work together across teams to achieve our shared aims, always displaying a positive attitude, creating a collaborative environment where colleagues are empowered to take managed risks and accept ownership of their responsibilities.
- Innovation* – We will be agile in responding to change, and embrace new ideas with enthusiasm and commitment, to bring about continuous improvement in everything we do.
- Excellence* – We will strive for excellence, taking pride in the work we produce and the role that we play in AIA's success. We will be ambitious for ourselves and the organisation, remaining focussed on our Strategy and ensuring our members are at the heart of everything we do.
- Integrity and Respect* – We will recognise, value and celebrate our diversity and collective expertise. We will treat all Members, Students, stakeholders and colleagues fairly and display a positive attitude towards individual differences and other people's opinions.



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