

Terms of Reference

Committee Name	Council
Date of Last Update	25 Sept 2026

1.0 Introduction

The Terms of Reference for the AIA Council (“the Council”) describes its purpose, scope and authority. They provide clear and specific information on how the Council is organised, its membership, and meeting arrangements.

As with AIA professional members, Council members (including Lay Members) must act in the public interest using their professional judgement and skills to build trust in AIA and the profession more widely.

AIA’s Council is underpinned by the following key principles:

- **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.

2.0 Purpose

The Council is for all purposes the governing body of the Association of International Accountants (AIA).

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

3.0 Authority

The AIA Council derives its authority from the AIA Constitution under Article 12.¹

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.

4.0 Responsibilities and Duties

4.1 Core 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 or remove 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

4.2 Strategy and Purpose

- determine and regularly review AIA's vision, mission, values and strategic objectives
- ensure that AIA fulfils its objectives and acts consistently in the public interest
- approve and monitor delivery of AIA's corporate strategy, business plans and key performance indicators
- safeguard the long-term sustainability, reputation and relevance of AIA as a professional accountancy body

4.3 Governance

- establish and maintain an effective governance framework

¹ <https://www.aiaworldwide.com/about-us/governance/>

- ensure that Council committees operate effectively and within approved Terms of Reference
- monitor the effectiveness of governance arrangements and undertake periodic reviews of Council performance
- promote high standards of integrity, ethical conduct and professional behaviour throughout AIA

4.4 Public Interest and Regulation

- ensure that AIA fulfils its obligations as a professional membership body and regulator
- oversee compliance with regulatory requirements imposed by the Financial Reporting Council (FRC), Irish Auditing and Accounting Supervisory Authority (IAASA), the UK and Republic of Ireland Money Laundering Regulations, and other applicable legislation
- ensure an appropriate balance between member interests, public interest obligations and regulatory responsibilities
- protect and enhance public confidence in AIA and the accountancy profession

4.5 Risk Management and Internal Control

- determine AIA's risk appetite and risk tolerance
- establish and maintain a robust framework for the identification, assessment, management and reporting of strategic, regulatory, financial, operational and reputational risks
- regularly review the risk register and receive assurance regarding the effectiveness of risk management arrangements
- ensure adequate business continuity, resilience, cyber security and crisis management arrangements are in place
- promote a culture of appropriate risk awareness and accountability throughout the organisation

4.6 Financial Stewardship

- approve the annual budget, financial plan and significant capital expenditure
- monitor financial performance and ensure the prudent use of resources
- ensure appropriate reserves policies are maintained
- safeguard AIA's assets and financial sustainability
- approve the annual financial statements and recommend them to members for adoption where required

4.7 Assurance, Audit and Compliance

- ensure effective internal controls are established and maintained
- receive assurance regarding the adequacy of governance, risk management and internal control arrangements
- ensure appropriate arrangements exist for internal and/or external audit

- monitor compliance with legal, regulatory and constitutional obligations
- ensure concerns relating to misconduct, whistleblowing or regulatory breaches are appropriately investigated and addressed

4.8 People and Leadership

- appoint, support, challenge and if necessary remove the Chief Executive
- approve the Chief Executive's objectives and oversee performance evaluation.
- ensure appropriate succession planning for Council, Committee and Executive leadership positions
- oversee organisational culture and ensure it aligns with AIA's values and public interest responsibilities
- ensure AIA is committed to equality, diversity and inclusion in its governance, leadership and activities

4.9 Stakeholder Engagement and Reputation

- promote constructive engagement with members, students, employers, regulators, government, international partners and other stakeholders
- protect and enhance AIA's reputation
- act as ambassadors for AIA whilst upholding collective responsibility for Council decisions
- ensure effective communication with members and stakeholders regarding AIA's performance, priorities and activities.

5.0 Membership

The Council consists of not fewer than five nor more than twenty members, which may include Lay Members (individuals who are not AIA Members). Members of the Council are elected by AIA Members at an Annual General Meeting in accordance with the AIA Constitution.

Only members of the Council have the right to attend meetings on a regular basis. Other individuals may be invited to attend all or part of any meeting, by the Chair as and when appropriate.

5.1 Chair Role and Responsibilities

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.

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

- providing strong non-executive leadership
- promoting 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

- establishing an effective working relationship with the Chief Executive, and between the Council and the Executive Team, providing challenge and support where necessary
- building and maintaining effective relationships with key stakeholders, representing the views and interests of AIA externally
- ensuring meetings are called and held in accordance with AIA's Constitutional Documents and specific Council Terms of Reference
- agreeing dates, times, locations, and agenda for meetings
- ensuring the meeting agenda and relevant documents are circulated to the members of the Council in advance of the meeting
- officiating and conducting meetings,
 - 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
 - promoting constructive challenge
 - ensuring minutes are complete and accurate, retained, included and reviewed at the next meeting in line with AIA's policy
- providing leadership and ensuring Council members are aware of their obligations and that the Council complies with its responsibilities

5.2 Member Role and Responsibilities

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

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

6.0 Meetings

6.1 Frequency

The Council shall usually meet not fewer than five times each year and additional meetings may be convened as necessary.

6.2 Notice

Meetings of the Council shall be arranged by the Secretary to the Council in line with the requirements of AIA's Constitution or additionally at the request of the Chair.

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 provided to each member of the Council, and any other person required to attend, no later than five working days before the date of the meeting.

6.3 Quorum

A meeting shall be quorate when at least four members of the Committee are present (this can include the Chair). In the absence of the Chair the meeting will be chaired by a Vice President. Where a Vice President is unable to attend the remaining members shall elect one of themselves to chair the meeting, provided that the individual is a Member of AIA.

6.4 Attendance

In addition to members of the Council, other individuals may be invited to discuss specific agenda issues, for example:

- AIA Executives
- AIA Examiners
- External experts
- Education partners

Such attendees shall not have voting rights.

6.5 Decision Making

The Council shall make decisions by majority vote. All members of the Council attending have a right to vote; individuals 'in attendance' do not have a right to vote. Where a vote is required on a particular decision each member shall have one vote and the Chair 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.

6.6 Conflicts of Interest

Members of the Council are obliged to declare in advance of, and during, the meeting any actual, potential or perceived conflicts in line with AIA's Conflict of Interest Policy.

Conflicts shall be recorded in the minutes and members must withdraw from discussions or decisions where a material conflict exists.

Council members must also complete annual declarations of interest.

6.7 Minutes

The Secretary to the Council shall minute the proceedings and resolutions of all meetings of the Council; minutes of Council meetings shall be circulated to all members of the Council.

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

7.0 Equality & Diversity

Members of the Council are reminded at the commencement of each meeting that they are required to act at all times in accordance with AIA's Equality and Diversity Policy and to:

- treat all individuals with dignity, fairness and respect
- promote an inclusive culture that values diversity of thought, background and experience
- avoid unlawful discrimination, harassment, victimisation or bias
- ensure their contributions and decision-making are objective, evidence-based and free from personal prejudice
- challenge behaviours, practices or proposals that may adversely impact equality, diversity or inclusion

The Council shall support and promote AIA's commitment to equality, diversity and inclusion in all aspects of its work; the Council shall have due regard to the principles of fairness, accessibility, objectivity and non-discrimination when exercising its responsibilities.

8.0 Annual Review

8.1 Terms of Reference

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.

8.2 Performance Review

The Council shall:

- conduct an annual effectiveness review
- review attendance, skills mix and performance of Council and Committees
- periodically benchmark its governance arrangements against recognised best practice
- consider appropriateness of succession planning strategies