

# Regulations for the Board of Directors

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The Chartered Institute for Archaeologists is incorporated by Royal Charter.

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<b>1-6 Regulations for the Board of Directors</b>	<b>3</b>
<b>7 Resolution of Disputes with the Advisory Council</b>	<b>3</b>
<b>8 Finance</b>	<b>4</b>

## **Regulations for the Board of Directors**

The role of the Board of Directors is set out in the Charter clause 7, and other details of powers, operation, terms of office and so on in by-laws 3.1-4.8. These regulations cover additional provisions which do not need to be set out at the level of the Charter or by-laws.

1. Members of the Board of Directors shall comply with the principles of good governance and have regard for the seven principles of public life identified by the Nolan Committee, namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. The Board of Directors shall not make decisions on matters of policy and long term strategy without consulting the Advisory Council and giving due consideration to its advice.
3. Members of the Board of Directors shall make their best endeavours to attend meetings of the Advisory Council to which they are invited.
4. Employees of the Institute who serve on the Board of Directors shall not participate in the decision-making process on any matter affecting the terms and conditions of their employment.
5. The Board of Directors shall not alter these regulations governing the Board of Directors without first consulting with the Advisory Council and giving due consideration to its advice.
6. The Board of Directors shall inform the members of the Institute of any changes to these and all other regulations.
7. Resolution of disputes with the Advisory Council
  - 7.1. The Board of Directors and the Advisory Council shall, in the normal course of business, meet together twice a year at meetings convened and chaired by the Chair of the Advisory Council. These meetings shall be the first port of call for discussion and resolution of any concerns that the Advisory Council might have that the Board is not acting in the best interests of the Institute.
  - 7.2. The Chair of the Advisory Council may request an additional meeting with the Board of Directors if a matter seems too pressing to wait until the next scheduled twice yearly meeting.
  - 7.3. The Advisory Council should offer the Board of Directors reasonable time and opportunity to discuss the matter themselves and propose what steps the Board might take to address the matter. The Board should report back on its proposal to the Advisory Council, either in writing or at the next meeting between the Board and the Advisory Council.

7.4. If the matter cannot be resolved to the satisfaction of the Advisory Council after at least two meetings with the Board of Directors, then the Advisory Council may call a meeting at which, providing it is quorate, its members can vote to call an Extraordinary General Meeting of the membership of the Institute. At this EGM the Advisory Council may seek the views of the membership and/or may put forward an extraordinary resolution to remove an elected or coopted member of the Board of Directors in accordance with provision 3.14 of the Charter.

8. Finance

8.1. The Board of Directors shall have an annual budget for the Institute.

8.2. The Board of Directors shall adopt a policy on liquid reserves, and have a contingency plan in the event of those reserves falling below the recommended level.

8.3. The Board of Directors shall have a policy on authorised expenditure by senior staff, the Hon Treasurer and members of the Board of Directors.

8.4. The Board of Directors shall have operating procedures for making and authorising payments.

8.5. The Board of Directors shall make these policies and procedures available for inspection on request.

8.6. The Board of Directors shall have a policy on ethical banking.

8.7. The Board of Directors shall have a policy on payment of expenses to the members of the Board of Directors, the Advisory Council, Groups, Committees, employees and any other person authorised to act on behalf of the Institute.