



The Association of Compliance Officers in Ireland

ACOI Membership Committee

Terms of Reference

Approved by ACOI Board: *Final Draft tbc 18.05.2016*

1. Introduction

The Association of Compliance Officers in Ireland (ACOI) aspires to be a centre for thought leadership and a balanced and authoritative voice on matters relating to regulatory compliance and business ethics in the financial services industry in Ireland.

The ACOI aspires to have in place internal organisational, Board, and governance structures which meet with best-practice standards of corporate governance, having regard to the size and nature of the ACOI.

The **Membership Committee** (the "**Committee**") is a Committee set up by the Board of Directors of the ACOI (the "**Board**") to contribute to and oversee aspects of good corporate governance, and this document contains its terms of reference ("**Terms of Reference**").

The primary function of the Committee is to provide support and expertise to the Board of the ACOI. Specifically, the Committee will focus on the following areas, working as appropriate with the Board and with the Executive:

- Develop the Membership Proposition, ensuring respect for designations and qualifications maintained and members receive value
- Maintain and enhance Member communications and information
- Set out membership communications objectives and oversee deliver of a member communications strategy, including but not limited to Website; ICQ; Member Surveys; Unsolicited feedback
- Provide understanding of the profile of membership by sector, geography, level, etc. through effective management information (MI)
- Ensure appropriate mechanisms are available for members' networking, and for the association to maintain relationships with peer associations (such as through an annual conference)
- Develop and oversee a strategy for Sponsorship and, where so agreed by the Board, other external relationships
- Develop and maintain membership policies, for recommendation to the Board, relating to matters such as application processes, treatment of unpaid members and concessions

2. Terms of Reference

- 2.1 To assist with the implementation of the delegated sections of the ACOI strategic plan agreed by the Board in respect of the Committee.
- 2.2 To make recommendations to the Board regarding any proposed amendments to the strategic plan.
- 2.3 To agree a schedule of underlying work/meetings each year and to monitor progress of this work/meetings at regular intervals throughout the year.
- 2.4 Under instruction from the Board, consider ACOI membership processes and practices including the application process, membership vetting and membership analysis.
- 2.5 To engage with other workgroups and committees as necessary including attendance at the meetings of these other committees as necessary.
- 2.6 To assist in identifying regulatory membership, professional affairs, sponsorship and communication matters for submission to the Board and contributing material as appropriate.
- 2.7 To review the executive's proposal on the membership subscription rates annually
- 2.8 The Committee will not bind the ACOI in any way or incur expenditure for the account of the ACOI in any way without first having cleared the matter with the Board.
- 2.9 All requests for or offers of sponsorship shall be referred to the Executive Committee of the ACOI on behalf of the ACOI.
- 2.10 Continued Professional Development ("CPD") will not be accredited for regular meetings of the Committee, unless the meetings comprise of specific presentations which are directly related to the content of the PDC manuals. In this case, participants may submit a request for CPD accreditation through the normal ACOI procedure, including justification of the event's relevance to CPD.

3. Membership of the Committee

- 3.1 The Board shall appoint the Committee and the Chairperson of the Committee. The Chairperson of the Committee shall also be a director of the ACOI.

- 3.2 All members of the Committee shall be current, fully paid members of the ACOI. Accordingly all prospective new members of the Committee must be verified via membership number/payment status confirmation prior to being invited to join the Committee. In addition, the fee payment status of all Committee members must be confirmed by the CEO to the Chairperson of the ACOI on an annual basis.
- 3.3 There will be a maximum of 15 members of the Committee and a minimum of 3 members. The Chairperson shall oversee the activities and output of the Committee and report thereon to the Board, as required. The Deputy Chairperson shall assume the responsibilities of the Chairperson in their absence.
- 3.4 The quorum for a meeting of the Committee shall be 3. Attendance at meeting may be either in person or via telephone or such other means of communication that allows committee members to communicate to the others present at the meeting any information or opinions they have on any item of business of the meeting.
- 3.5 Each member of the Committee is appointed for a term of 3 years from the date of ratification by the ACOI Board. After the member's 3 year term has expired, each member will have to re-apply for membership of the Committee by being nominated by the Chairperson of the Committee and ratified by the ACOI Board for another 3 year term.
- 3.6 The Chairperson will be appointed for a period not exceeding two years. The Chairperson, may, on the approval of the Board, be appointed for one (but not more than one) further two-year period.
- 3.7 In the absence of the Committee Chairperson and Deputy Chairperson for a Committee meeting, the other members present shall agree a Chairperson to chair the meeting.
- 3.8 Members of the Committee are expected always to act in the best interests of the ACOI in carrying out their duties as Committee members.
- 3.9 The ACOI Chairperson shall not be a member of the Committee.
- 3.10 The ACOI Chairperson, Vice Chairperson and CEO will have automatic rights to attend a Committee meeting. Any other Board member may attend at the request of the Committee.
- 3.11 The Board of the ACOI will be empowered to remove any member (including the Chairperson) from the Committee following 14 days' notice.

- 3.12 The membership of the Committee shall be reviewed annually or more frequently if required by the capacity issues arising.

4. Meetings

- 4.1 The Committee shall hold not less than 6 meetings each year and such additional meetings as may be deemed appropriate from time to time by its Chairperson.
- 4.2 The Chairperson of the Committee may invite or allow other persons to attend meetings of the Committee (for all or any part thereof) where he/she considers the attendance of such persons to be necessary or helpful to the Committee in its deliberation.
- 4.3 Committee members are required to attend at least 50% of the meetings of the Committee each calendar year; if they do not the Board of the ACOI must approve their absence otherwise they will be deemed to have resigned from the list of Committee members.

5. Minutes

- 5.1 Minutes of each meeting shall be prepared by the Deputy Chairperson or such other member as nominated the Chairperson for the time being of the meeting.
- 5.2 The minutes shall be circulated to each member of the Committee.
- 5.3 The minute book for the Committee shall be kept in the custody of the Chairperson, for the time being, of the Committee.
- 5.4 A copy of all minutes of the Committee shall be copied to the Chairperson of the Board and to the Company Secretary and shall be included in the board pack for the subsequent Board meeting. A copy of the minutes shall be retained by the CEO in the permanent records of ACOI.

6. Output

- 6.1 The Committee is required by the Board to produce a work programme that is aligned with the strategic objectives of the Board and the ACOI.
- 6.2 The Committee is required to produce output, being all discussions, documents and submissions whatsoever of the Committee (hereinafter referred to as "Output") to assist the Board in developing the ACOI's strategic objectives.

- 6.3 The Committee will provide the Board with a report in November of each year summarising the activities of the Committee.

7. Reporting to the Board

- 7.1 The Chairperson will provide the Board with an update on the activities of the Committee at each Board Meeting of the ACOI or as and when required by the Board will provide an update, either verbally or written.

8. Data Privacy

- 8.1 All Output of the Committee shall remain the property of the ACOI and may not be transmitted to or used by any non-ACOI member(s) without the prior written consent of the Chairperson for the Committee who shall have consulted in advance with the Chairperson of the Board in respect of any such request received by him/her as the case may be.
- 8.2 These Terms of Reference will be subject to periodic review by the Committee which shall provide a report of its findings to the Board no later than 31 May in each calendar year.