

Terms of Reference

Professional Conduct Committee

Committee name	Professional Conduct Committee
Staff lead	Governance Officer
Date approved by the Board	27 October 2023
Date last reviewed	19 June 2026
Date of next review	June 2027

1. Purpose

To investigate notifications of alleged breaches of ITI's Code of Professional Conduct made against members, in accordance with ITI's Articles of Association and the Procedure for Investigating Alleged Breaches of the Code of Professional Conduct.

The Professional Conduct Committee is an advisory body. It makes recommendations to the Board and can only act on the authority of the Board, except where it has been specifically authorised by the Board to conduct a procedure, as set out in section 3 below.

2. Responsibilities

The committee is responsible for:

- supporting the Administrator in determining whether a notification of an alleged breach meets the acceptance criteria set out in the *Procedure for Investigating Alleged Breaches of the Code of Professional Conduct*. This decision is taken jointly by the Administrator and the PCC Chair
- reviewing evidence and documentation relating to notifications
- conducting hearings fairly and impartially
- reaching decisions on whether the Code of Professional Conduct has been breached
- determining appropriate sanctions where a breach has been found
- maintaining strict confidentiality throughout all procedures
- proposing amendments to ITI's *Bylaws* to the Board where appropriate.

3. Authority

The committee is authorised by the Board to:

- conduct the procedure for investigating notifications of alleged breaches of the Code of Conduct referred to it by the Administrator, in accordance with the *Procedure for Investigating Alleged Breaches of the Code of Professional Conduct*
- make recommendations to the Board on sanctions following a finding of a breach
- make other proposals to the Board in relation to professional conduct matters
- consult external parties for specialist advice where appropriate and with the prior agreement of the Chief Executive.

Appeal Panels are constituted separately from the PCC by the Administrator, acting under the Board's authority. No PCC member may serve on an Appeal Panel.

Any matter that falls outside these terms of reference must be referred to the Board.

The Board may from time to time ask the committee to undertake specific tasks or projects. The scope and timetable for any such work will be agreed with the committee chair.

4. Committee composition

The committee shall consist of a minimum of ten members, including the chair.

4.1 Chair

- The chair is appointed by the Board in accordance with the ITI committee recruitment process.
- The term of office for the chair is three years. The chair may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- If the chair is absent from a meeting, the members present shall appoint one of their number to chair that meeting.
- The Board may end the appointment of the chair at any time.

4.2 Members

- Members are appointed by the Board in accordance with the ITI committee recruitment process.
- The majority of committee members must be Qualified Members (MITI or FITI). Other committee members may be current ITI members in any category.
- The committee may include one or more lay members with relevant experience in professional conduct procedures
- No current Board member, or person who has served on the Board within the past three years, may serve on this committee. Any committee member elected to the Board must resign from the committee with effect from the date their Board term begins.
- No current member of the Ethics and Standards Committee may serve on this committee, in order to maintain an appropriate separation between standard-setting and adjudication functions.
- The term of office for committee members is three years. Members may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- The Board may end the appointment of any committee member at any time.

4.3 Suspension of a committee member subject to an allegation

If a notification of an alleged breach of the Code of Conduct has been made against a committee member and the Administrator has referred the matter for a hearing, that member will be suspended from their role on the committee for the duration of the procedure.

If the suspended member is the chair, the remaining members of the committee will appoint an interim chair from amongst themselves for the duration of the procedure.

If, following any appeal, the member is found not to have breached the Code, they may be reinstated to the committee immediately.

If, following any appeal, the member is found to have breached the Code, regardless of any sanction imposed, they will be permanently relieved of their role on the committee and may not serve on it again.

4.4 Staff support

The Governance Officer is the staff lead for this committee and acts as the Administrator under the *Procedure for Investigating Alleged Breaches of the Code of Professional Conduct*, unless unavailable or subject to a conflict of interest, in which case an appropriate substitute will be

appointed by the Board. Staff members may attend meetings and contribute to discussions but are not voting members of the committee and do not count towards the quorum.

5. Quorum

Committees must operate in accordance with ITI's *Articles of Association* and *Bylaws*.

Given the quasi-judicial nature of the committee's work, the quorum for any hearing or appeal panel is all members selected to serve on that panel. All selected panel members must be present for a hearing or appeal to proceed.

For any other formal committee business, the quorum is four members, or one-third of the maximum membership of the committee, whichever is the greater.

Staff members and observers do not count towards the quorum.

6. Meetings

The committee meets as and when required to consider notifications of alleged breaches. The notice periods for formal hearings and appeal hearings are set out in the Procedure for Investigating Alleged Breaches of the Code of Professional Conduct and must be followed. Other working meetings or discussions may be called with at least 72 hours' notice.

- The staff lead is responsible for setting up meetings online (via Zoom or equivalent) and sending calendar invitations to the relevant committee members.
- Additional working meetings or discussions may be arranged as required, following the same process.
- The agenda and any papers for a hearing will be circulated to the relevant committee members in accordance with the timescales set out in the procedure.

7. Decision-making

Given the quasi-judicial nature of the committee's work, the following arrangements apply in place of standard majority voting.

- The PCC Chair appoints a Hearing Panel of three PCC members for each case. The PCC Chair must not sit on the Hearing Panel. One member of the Hearing Panel is appointed as Hearing Panel Chair.
- Hearing Panel members are required to reach a consensus in their deliberations.
- In the event of a stalemate, the Hearing Panel Chair has the casting vote.
- A committee member may not serve on a Hearing or Appeal Panel if they have a conflict of interest with any person or matter involved in the case.
- A resolution agreed in writing by all members of a panel shall be as effective as a resolution passed at a duly convened meeting.

8. Conflicts of interest

Committee members must declare any actual or potential conflict of interest before any relevant discussion takes place. A member who has a conflict of interest in relation to a matter must withdraw from the discussion and the decision on that matter, and will not be counted in the quorum for that item.

Conflicts of interest should be declared to the chair in advance of the meeting where possible. The chair is responsible for ensuring that any conflicts declared are recorded in the minutes.

9. Confidentiality

All matters considered by this committee are strictly confidential. The confidentiality obligations set out in the *Procedure for Investigating Alleged Breaches of the Code of Professional Conduct* apply to all committee members at all times. In particular:

- members must not disclose any information relating to notifications, hearings, or decisions to anyone outside the committee, including ITI Board members and ITI staff, except as expressly permitted by the procedure or authorised by the Board
- the Administrator will inform the Chief Executive that a notification has been received, but will not disclose the substance of the notification or the identity of the parties involved
- confidentiality obligations remain in force until the notification is dismissed, the deadline to appeal has elapsed, or the Board has issued its decision on sanctions following any appeal, whichever is latest.

Members must comply with ITI's privacy policy and all applicable data protection legislation.

10. Minutes and reporting

10.1 Minutes

- The staff lead is responsible for producing a written record of each formal meeting and working discussion.
- Draft minutes will be circulated to all committee members who attended and approved either at the next meeting or by email.
- Approved minutes will be retained as a permanent record of the committee's proceedings.

11. Code of conduct

All committee members are expected to conduct themselves in accordance with ITI's Code of Conduct for Board and Committee Members and the Code of Conduct for Meetings. Copies of both documents are held by the staff lead and are available on request.

12. Review

These terms of reference will be reviewed every year.

Amendments to these terms of reference may be made at any time by the Board.