

# PRESIDENTIAL COMMISSION INTO THE GOVERNANCE OF THE INSTITUTION

## Terms of Reference – approved by ICE Council – 11 December 2018

### Purpose/tasks

To undertake a review of the governance of the Institution in order to ensure ICE delivers its Royal Charter objects as effectively as possible.

1. The Commission shall:
  - a. consult widely within the Institution as to what our members expect in relation to the principles of Institution governance and the options for the governance models - the Commission should seek the views of the full spectrum of the membership;
  - b. take account of the views of ICE UK regions and international associations;
  - c. take account of the guidance from the Charity Commission and Engineering Council;
  - d. take account of the governance arrangements in similar bodies;
  - e. consider how the Institution's governance arrangements can help it to seize opportunities and manage risk in a rapidly changing environment, both now and in the future;
  - f. consider how to make Special General Meetings more accessible to ICE voting members;
  - g. consider means to identify and nominate the best candidates for the ICE President and Vice-President;
  - h. consider options for appropriate governance of the Institution, setting out those emerging options to the Council and Trustee Board during 2019; and,
  - i. having regard to Council's views and member consultation, make a recommendation to the ICE Council and Trustee Board.
2. The Commission shall:
  - a. *Unless the person giving evidence objects*, hold open evidence sessions at which ICE members will be welcome to attend as *observers only and with no speaking rights*;
  - b. Hold closed sessions for other Commission business and discussion;
  - c. Publish minutes of Commission meetings once approved by the Chair.
3. The ICE Council directs:
  - a. That there be a portal on the ICE website where the Commission can publish ToR, Membership of the Commission, notice of open meetings, background information, evidence papers, confirmed minutes of meetings and interim and final reports;
  - b. That the Commission ensure that ICE members are able to submit their views to the Commission. The Council accepts this would be through the website;
  - c. And that coupled with the above, the Commission will be inclusive, will consult widely with the ICE membership and principal ICE boards – both on the principles of good governance and on its emerging findings; and will be transparent in reporting the outcome of its considerations and how the Commission has weighed the evidence put before it.

## **Composition of Commission**

1. Candidates selected for appointment as members of the Commission should reflect the diverse nature of the Institution. These appointments will be unremunerated although reasonable travelling and subsistence expenses will be reimbursed. The Commission may also draw on external advisors (including a Commission Secretary) as it sees fit within the budget authorised by the Institution.

## **Timescales**

1. The Commission is to be undertaken to the following timescales:
  - a. propose to the President any amendment to these terms of reference and proposed appointees by 14 November 2018;
  - b. present these terms of reference and proposed appointees to the Commission for discussion and confirmation by the Council and Trustee Board in December 2018;
  - c. bring emerging findings to the Council and Trustee Board by July 2019;
  - d. make a final report and recommendations to the Council and Trustee Board by December 2019.