

ICE Council - Terms of Reference

1. Role

- 1.1 The ICE Council supports the trustees in ensuring ICE is considered a global centre of excellence championing the role civil engineering plays at the heart of society. The ICE Council is advisory, but it has an essential role to represent the views of the membership to the Trustee Board.
- 1.2 The ICE Council is the pinnacle of the Institution's Learning Society and drives the agenda to debate issues of relevance to civil engineering, the Institution and society, to understand and recognise the implications of the changing nature of civil engineering. The ICE Council hosts open, inclusive and passionate debates on a range of issues that affect society.
- 1.3 The ICE Council also tenders advice to the Trustee Board concerning the conduct of the ICE's affairs generally and on any other matters referred to it by the Trustee Board.

Trustee Board consultation with the ICE Council

- 1.4 The Trustee Board consults Council on a number of matters of particular significance:
 - significant change to the Institution's vision and strategic direction;
 - governance changes including changes to the By-Laws or the Terms of Reference of the Council, Trustee Board, Nomination Committee or the President;
 - changes to the Trustee Board Terms of Reference;
 - changes to the Disciplinary Regulations;
 - changes to the Admission Regulations and professional qualification standards;
 - significant structural change to UK Regions or International Areas, including their representation on Council; and
 - the Trustee Board's annual report to Council on the ICE Budget and Plan.

The Trustee Board shall provide a reasoned explanation to the Council if, on any occasion, it declines to accept the Council's advice on any significant point.

2. Composition

- 2.1 The Council consists of no more than 38 members. They shall be elected as currently. Council may invite attendance by others as they see fit but only elected members may vote at Council. The elected members shall come from UK regions, International regions, graduate membership, and general members from UK and overseas as currently.

2.2 The Council shall consist of the following members:

- (1) The President;
- (2) The Senior Vice President;
- (3) The Immediate Past President;
- (4) Fifteen General members, comprising Corporate Members and Technician Members elected by the Corporate Members and Technician Members. The General members shall include at least one member of each of the following grades unless that cannot be achieved for want of an election candidate in each grade:
 - (a) Fellows or Honorary Fellows who are Corporate Members;
 - (b) Members who have passed the Institution's Chartered Professional Review;
 - (c) Members who have passed the Institution's Member Professional Review;
 - (d) Technician Members
- (5) Three members who are Graduate members at the time of their election to be elected by the Graduate membership;
- (6) Regional members, consisting of one Corporate Member or Technician Member representing each Region;
- (7) International members consisting of one Corporate Member or Technician Member representing each International Area.
- (8) Representatives of Sub-divisions accorded representation under By-law **62(2)**.

The Council shall be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its members.

2.3 The Council shall be chaired by the President of the Institution. In the President's absence, or should there be a conflict of interest between the Council and the Trustee Board, the Deputy Chair of Council (elected annually by Council from within its members and who is not a Trustee) shall chair Council. Council shall be quorate if more than 50% of the Council members are present, *and* the President, or in the President's absence, the Deputy Chair of Council, is present.

2.4 If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Council 'physically present and eligible to vote'. Observers and other members in attendance are not permitted to vote. In the case of equality of votes the Chair has a second or casting vote.

2.5 The Learning Society Committee and its Panels shall report to the Council and the Trustee - Learning Society shall attend meetings of the Council as well as the Trustee Board;

2.6 One of the Trustees elected by the Council should hold the portfolio of Trustee for the Council promoting good two-way communications between Trustee Board and Council;

- 2.7 The Council shall elect a subcommittee from amongst its membership to oversee the Council agenda and ensure the smooth procedure of Council business. The chair of that subcommittee should liaise closely with the President and the Director General and Secretary to ensure that Council meetings are properly prepared and administered.
- 2.8 The Director General and Secretary, Managing Director of Thomas Telford Limited, and the Group Finance Director shall attend all meetings of Council. The Director General and Secretary is to provide a report to Council on the progress of the Institution against the Trustee Board Plan and shall provide secretariat support to Council.

3. Election of members of Council

3.1 Nomination of Candidates

- (1) Any five Corporate Members (but not more than five) may nominate any Corporate Member as a candidate for General member of Council;
- (2) Any five Corporate Members or Technician Members (but not more than five) may nominate any Technician Member as a candidate for General member of Council;
- (3) Any five Graduate members (but not more than five) may nominate any Graduate member as a candidate for Graduate member of Council;
- (4) Any five Corporate Members or Technician Members (but not more than five) having voting rights within a Region may nominate any Corporate Member or Technician Member having voting rights within that Region as a candidate for Regional member of Council for that Region;
- (5) Any five Corporate Members or Technician Members (but not more than five) whose Registered Address is within an International Area may nominate any Corporate Member or Technician Member whose Registered Address is within that International Area as a candidate for International member of Council for that International Area;
- (6) Candidates for election as representatives of Sub-divisions accorded representation under By-law **62(2)** shall be Corporate Members and Technician Members nominated for that purpose in accordance with each Sub-division's rules.

3.2 Nomination papers for candidates for election as members of the Council shall be sent to the Secretary, together with the written consent of the candidate, by a date fixed by the Council. The names of the members nominating a candidate shall be given in the ballot papers, and no member shall be permitted to nominate more than two candidates.

3.3 If a Sub-division accorded representation under By-law **62(2)** fails to inform the Secretary of its nominations for election as its representative in accordance with its rules at least six weeks before the date appointed for the dispatch of the ballot papers, the Council shall nominate the Corporate Members and Technician

Members whose names are to appear in the ballot papers for election as representative of that Sub-division.

- 3.4** The Council shall ensure that the list of candidates for the General members of the Council as detailed in **2.2(4)** shall include the names of at least one Fellow, at least one Member who has passed the Institution's Chartered Professional Review, at least one Member who has passed the Institution's Member Professional Review and at least one Technician Member who has not served on the Council during the current year or the preceding year.
- 3.5** Subject to the provisions of **3.1-3.4** the Council shall determine the form and content of and the names of candidates to be included in the ballot papers.
- 3.6. Ballot for Council Elections**
- (1)** Prior to each Annual General Meeting and not later than thirty clear days before the date appointed by the Council pursuant to **3.8**, the Council shall send to each Voting Member a ballot paper, which, at the Council's discretion, may be in electronic form, containing the names of all candidates duly nominated to fill the forthcoming vacancies for members of Council.
 - (2)** Ballot papers for the election of General members of Council shall be sent to all Corporate Members and Technician Members.
 - (3)** Ballot papers for the election of Graduate members of Council shall be sent to all Graduate members.
 - (4)** Ballot papers for the election of Regional members of Council shall be sent to all Corporate Members and Technician Members having voting rights within the appropriate Region.
 - (5)** Ballot papers for the election of International members of Council shall be sent to Corporate Members and Technician Members having voting rights within the appropriate International Area.
 - (6)** Ballot papers for the election of representatives of Sub-divisions shall be sent to Corporate and Technician members having voting rights within that Sub-division.
- 3.7** The ballot papers shall specify in respect of each vacancy the length of the term which each candidate will serve. Subject to the provisions of **3**, the length of such term so specified shall be in the absolute discretion of the Council but shall not exceed three years.
- 3.8** The date for the return of the ballot papers shall be appointed by the Council.
- 3.9** The Council shall choose two or more Corporate Members as Scrutineers for the purpose of the ballot. On or as soon as convenient after the date appointed for the return of the ballot papers in accordance with **3.8**, the votes received by that date shall be given to the Scrutineers who shall certify them to be correct, and the result may be published at any time thereafter and shall be reported to the Annual General Meeting.
- 3.10** In the event of a candidate named in the ballot papers ceasing by death or otherwise to be a member of the Institution after the ballot papers have been prepared the ballot papers shall not be invalidated and the election shall proceed with respect to the remaining candidates.

3.11 The Council may make, vary, and rescind rules governing the conduct of the ballot subject always to the provisions of these Regulations.

4. Vacation of office

4.1 The office of a member of the Council shall be vacated if the Corporate Members in General Meeting so resolve, or if notice is given in writing to the Council of the Council member's wish to resign and the Council accepts this resignation, or if the Council Member ceases to be a member of the Institution; it shall also be vacated if the Council member becomes bankrupt or of unsound mind and the Council resolve that it be vacated. Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice.

4.2 The Council may at any time during its year of office fill any casual vacancy by appointing a member who is qualified for election to the office in which the vacancy has occurred. A casual vacancy shall arise:

- (1)** in the case of the death of a member of the Council or the vacation of office by a member of the Council for any other reason;
- (2)** in the case of a successful candidate for election to any office ceasing by death or otherwise to be a member after the last date for the return of voting papers; or
- (3)** if for any other reason any office shall not be filled by the election thereto of a duly qualified member.

Provided that in the case of any casual vacancy occurring among members of the Council elected or appointed under **2**, who are not Corporate Members, the vacancy shall be filled by a Non-Corporate member who is qualified for election to the office in which the vacancy has occurred.

5. Duties

5.1 The duties of the Council are to:

- a. Meet at least three times per year to debate issues of relevance to civil engineering, the Institution and society, to understand and recognise the implications of the changing nature of civil engineering and to support the Trustees in ensuring ICE is considered a global centre of excellence championing the role Civil Engineering plays at the heart of Society. The ICE Council shall also host open, inclusive and passionate debates on a range of issues that affect society;
- b. Approve, or not approve, annually, the appointment of the Trustees. This will ensure that the membership retains control of the direction of its Institution;
- c. Directly appoint three members of Council to the Trustee Board. This will allow Council to appoint a Council member every year thereby ensuring continuity;
- d. Exceptionally, appoint two individuals to the Trustee Board for the session starting in November 2018 as part of the transition process. To ensure continuity one of these appointments shall be for two years, one for three years;

- e. Directly appoint three members of Council to the Nomination Committee. Council appointed members on NOMCO are not required to step down when their term of office finishes on Council thereby ensuring continuity;
- f. Tender advice to the Trustee Board concerning the conduct of the ICE's affairs generally, including its direction and strategy, and on any other matters referred to it by the Trustee Board;
- g. Communicate views that are representative of the range of views of members of the ICE on these and other matters to the Trustee Board;
- h. Monitor the governance of the ICE and promote a culture of continuous improvement.

6. Tenure

- 6.1 Elected Council members shall be elected for a three-year term. Terms of office for incoming Council members shall be coincident with the term of office of ICE Presidents, i.e. starting on the first Tuesday of November. In total Council members may serve for three terms, each of a maximum of three years, but only two terms can be served consecutively.
- 6.2 No Council member shall serve more than nine years on the Council.

