

ICE Nomination Committee Handbook

2021 - 2022



W: [ice.org.uk/about-ice/governance](https://www.ice.org.uk/about-ice/governance)

ICE Nomination Committee

The Institution of Civil Engineers (ICE) has 95,000 members in 150 countries. It oversees the education and professional registration of its membership, is a recognised central hub of cutting edge civil engineering knowledge and has an influential voice with policy and decision makers around the world. The ICE employs over 350 staff, has a large commercial trading company in Thomas Telford Ltd, and a turnover of nearly £40 million every year. It is a complex and multi-faceted organisation, which works in a constantly changing and an increasingly challenging environment. It therefore needs a diverse range of high calibre, experienced and competent people to be in the senior leadership positions and in particular, those comfortable with the scale and complexity of a large organisation. Trustees sit at the pinnacle of the Institution's leadership and are critical to the long term success of the Institution.

The responsibility for selecting trustees, and other senior positions, lies with the ICE Nomination Committee (NOMCO). Members of NOMCO therefore need to fully understand the challenges, duties and responsibilities of roles if they are to be able to select the very best candidates to serve the Institution. Membership of NOMCO is a highly responsible position and requires experience and sound judgment, along with an in-depth knowledge of the ICE and the wider industry. The operation of NOMCO was identified by the Presidential Commission as central to the effective governance of the ICE.

The Presidential Commission's final report made a number of recommendations related to NOMCO's processes. These were further elaborated upon in a review by a member-led 'task and finish' group in 2020. This has been followed by a subsequent review in 2021 by Chair, Audit Committee, to ensure that the amended NOMCO processes have been effective.

Nomination Committee 2021-22

Chair

Paul SHEFFIELD CBE BSc CEng FICE - **Past President**

Ex-Officio

Edward James McCANN BEng (Hons) MSc CEng FICE FRSA – **President**

Keith HOWELLS FREng CEng FICE FCIWEM - **Senior Vice President**

Members

Kate CAIRNS BEng (Hons) DIC MSc CEng FICE – **Council Member**

Professor Denise BOWER OBE CEng FICE - **ICE Member**

Teresa FROST IENG FICE - **ICE Member**

David Norman PORTER BEng (Hons) MSc CEng FICE – **Council Member**

Blessing DANHA MEng (Hons) CEng MICE – **Council Member**

Gillian H CASTKA BEng MSc CEng MICE MHKIE – **Council Member**

Eleanor EARL GMICE– **Graduate Member**

Jeff ASHURST – **Council Member**

Lucy REW – **Council Member**

NOMCO Conduct and Guidance

It does need to be recognised that it is people, not process, that will deliver the right senior leadership of the Institution. NOMCO members therefore need to fully understand their role, the complexity of the ICE and the critical importance of the appointments for which they are selecting. NOMCO members need to be adequately inducted into this Committee and must behave transparently and in the best interest of the Institution. There are therefore a number of expectations placed on NOMCO members while discharging their duties.

As stated, for a meeting of NOMCO to be quorate, over half of members must be in attendance. Therefore, the regular attendance of members is of paramount importance. As is best practice, if a member of NOMCO failed to attend three consecutive meetings without valid reasoning, they shall be asked to step down from NOMCO by the Chair of NOMCO.

NOMCO members are expected to read all of the nominations and conduct their own research on the nominations. This preparation work is essential in order for NOMCO members to be able to critically examine all applications and therefore discharge their duties as effectively as possible. Additionally, no new names can be introduced at the meeting.

When discussing the nominations, NOMCO members must not seek to represent any particular applicant. To avoid the potential for a conflict of interest, NOMCO members cannot sponsor or support any nomination.

When nominating individuals for a post, or confirming the skills of Trustee Board applicants, NOMCO must consider how a nominee/applicant measures against the required profile for the position - it is not for NOMCO to develop its own requirements. This will therefore require the committee to assess a nomination against the terms of reference and/or role description of the position, as well as the competency framework analysis, to determine the suitability of a candidate. NOMCO must ensure that diversity and inclusion are a central theme in its considerations. NOMCO members must recognise that the committee's role is to take collective decisions in the interest of the Institution. This is critically important as NOMCO has a central role in determining the candidates for influential positions in our Institution and it must make decisions that are evidence based, carefully considered and acceptable to the wider membership.

NOMCO are encouraged to reach their decisions by consensus. However, if a consensus cannot be formed among the committee in the recommendation of an individual for a position, then a vote is to take place. This vote will be taken on a 'first past the post' basis. The results of this vote are final. If there is a tie in the number of votes for two or more candidates, then the candidate that received the lowest number of votes shall be struck off the list and the vote taken again.

Due to the nature of NOMCO business, members of the Committee must be prepared to keep the detailed business of the committee confidential. They must not share the recommendations of the committee unless that recommendation has been approved by both Trustee Board and Council.

The DG&S, Head of Governance and Governance Executive are to be in attendance to provide advice, guidance and act as the NOMCO secretariat. No staff may vote at NOMCO meetings.

Composition and Appointment of NOMCO

Composition

The Presidential Commission and subsequent 2020 NOMCO review established the composition of NOMCO as follows:

- The Chair (Past President of the Institution appointed by the ICE Council)
- The President of the Institution (*ex officio* member)
- The Senior Vice President of the Institution (*ex officio* member)
- A Graduate or Student member (nominated by the GSNet)
- Six Council members (elected by the ICE Council)
- Two other ICE members (approved by the ICE Council)

In addition, no member of the Nomination Committee may sit on the Trustee Board, with the exception of the President and Senior Vice President.

NOMCO shall be quorate if over half of the committee members are present, and no NOMCO business can take place in the absence of the Chair, or in exceptional circumstances, their nominated deputy.

In the event of a conflict of interest, the relevant individuals would not be invited to attend that particular meeting of NOMCO; for example, if a member of NOMCO was nominated for a position that NOMCO is to consider.

In the event that a Council member is not available, resigns or is nominated to any of the positions being considered by NOMCO, the Chair of NOMCO has the authority, if they believe it is necessary, to appoint a replacement from Council. In the event that one of the other ICE members is not available, resigns or is nominated to any of the positions being considered by NOMCO, the Chair of NOMCO has the authority, if they believe it is necessary, to appoint a replacement from the list of candidates considered suitable for these positions, or from Council. In this case, the decision of the Chair of NOMCO is final and, given the time constraint, is not subject to approval by Council but, in the spirit of transparency, this action shall be documented in the NOMCO Annual Report, which will be made available to Council.

Tenure

The Chair of NOMCO will serve a three-year term and may be reappointed for a second term.

The Council members on NOMCO are to serve for a three-year term, regardless of the end of their term on Council. Council members may be re-elected to NOMCO, provided they are serving Council members on their re-appointment.

The Ordinary Members and GSNet member on NOMCO will serve for a three-year term and may serve for a second consecutive term.

No member shall serve for more than six years on NOMCO.

The Appointment of NOMCO

The process for establishing the NOMCO is to be started immediately after the Annual General Meeting in July.

As outlined, all recommendations regarding NOMCO composition shall be put to Council for approval. If any recommendation is not approved by Council, an alternative recommendation will be put forward. Council must always provide a reasoned explanation as to why they are not content.

Council Member Appointment

1. The Head of Governance will write to all Council members eligible to sit on NOMCO, inviting them to apply. Candidates shall send a statement of no more than 300 words explaining why they would be well suited to the role, based on the following criteria:
 - a. Their understanding of the role of NOMCO in the context of the complexity of ICE,
 - b. Their understanding of the Institution,
 - c. Their knowledge of the wider infrastructure industry, and
 - d. The extent of their ability to critically assess applications, which could be demonstrated by:
 - i. Their experience of appointing to similar Senior leadership roles.
 - ii. The position held in their current organisation.
2. The Chair of NOMCO will review the nominations to ensure that each of the applicants have adequately demonstrated their suitability to stand for NOMCO.
3. If the number of nominations equals the number of vacancies, then these members are elected to NOMCO. If there is a greater number of suitable nominations than vacancies, then the Council is to be balloted using first past the post.
4. Those elected would start their term at the beginning of the new session.

Ordinary Member Appointment

1. The Head of Governance will place an advertisement on the ICE website inviting ICE members to apply for appointment to NOMCO. These positions are open to any member who is not due to be a Trustee Board member in the upcoming session.
2. Candidates shall self-nominate by completing a relatively short application form. Candidates shall send an application form containing a statement of no more than 300 words explaining why they would be well suited to the role, based on the following criteria:
 - a. Their understanding of the role of NOMCO in the context of the complexity of ICE.
 - b. Their understanding of the Institution,
 - c. Their knowledge of the wider infrastructure industry, and
 - d. The extent of their ability to critically assess applications, which could be demonstrated by:
 - i. Their experience of appointing to similar Senior leadership roles.
 - ii. The position held in their current organisation.

3. The Head of Governance is to carry out a due diligence check on the self-nominations and shall advise NOMCO on the suitability of the candidates for consideration.
4. NOMCO will meet to consider the applications and recommend a candidate for each vacant position. NOMCO shall take the current diversity of the committee into account.
5. NOMCO should make a recommendation to the Trustee Board, for subsequent approval by Council at their October meeting.
6. Those elected would start their term at the beginning of the new session.

GSNet Member Appointment

1. The Head of Governance will write to the Chair of GSNet asking them to nominate a member of NOMCO.
2. Their nomination is to be submitted to NOMCO along with a statement of no more than 300 words explaining why they would be well suited to the role, based on the following criteria:
 - a. The level of experience the individual has within the Institution,
 - b. Their knowledge of the wider infrastructure industry, and
 - c. The extent of their ability to critically assess applications.
3. NOMCO will note the member nominated by GSNet. Council will then formally approve the nomination at their October meeting.

NOMCO Chair Appointment

1. The Chair of NOMCO will be appointed by the Trustee Board from the pool of Past Presidents, and approved by Council.

Appointment of the Trustee Board

President and Vice Presidents

1. The Head of Governance will place a call for nominations on the ICE website at the start of October highlighting the President's Terms of Reference and the Trustee Role Description. The Chair of NOMCO shall also write to the Trustee Board, Council, Past Presidents, Regional Chairs and members of key standing committees, to call for nominations.
2. There shall be a single nomination form, which can be completed as a self-nomination, which must be supported by an ICE member to validate their suitability; or any member nominating another member, who shall be asked to confirm that they are content to be nominated.
3. The Head of Governance is to carry out a due diligence and shall advise NOMCO on the suitability of the candidates for consideration.
4. NOMCO considers the nominations against the predetermined characteristics of a President and also considers the Institution's stated aims to promote diversity, inclusion and respect in order to determine the suitable candidates.
5. From the agreed pool of suitable candidates, NOMCO shall make a recommendation, as well as a runner-up, in the unlikely event that the recommended nominee was to decline or to be not acceptable to the Trustee Board or Council.
6. The recommendation, which will consist of the name of the nominee and an explanation of how they meet the required characteristics of the role, is presented to Trustee Board to approve. If they are approved by Trustee Board, then the nomination for Vice President will then be put to Council for approval. Trustee Board or Council must provide a reasoned explanation as to why they are not content with NOMCO's recommendation. NOMCO's runner up recommendation shall then be presented to Trustee Board and Council for approval. In the unlikely event that Trustee Board or Council reject this candidate also, the whole process shall be rerun.
7. Unsuccessful candidates may request informal feedback on their nomination.

Council Members on the Trustee Board

1. The Trustee Board sets the required profile for skills, knowledge, experience and diversity at a relatively high level based on the Trustee Role Description and the portfolios that are due to be vacant.
2. This is provided to the Council as part of the call for Trustee Board member nominations, which will also include the Trustee Role Description.
3. Council members self-nominate and provide a statement of no more than 300 words to demonstrate how they meet the required profile.

4. The nomination forms are considered by NOMCO, who will draw up the focused list of suitable candidates, ensuring that the applicants have suitable commercial, business and industry experience to act as an ICE Trustee. NOMCO is to make no recommendation in this process.
5. If there is a fine judgement as to an applicant's ability to meet the required profile, the NOMCO should give the applicant the benefit of the doubt and place the matter in the hands of the Council who can make their own decision.
6. The Council vote on the focused list using first past the post. In the event of a tie the President has the casting vote.

Elected Members on the Trustee Board

1. The Trustee Board sets the required profile for skills, knowledge, experience and diversity at a relatively high level based on the Trustee Role Description and the portfolios that are due to be vacant.
2. This is published on the ICE website alongside a call for nominations to the Trustee Board, which will include the Trustee Role Description.
3. Members self-nominate on an application form, where they will provide a statement of no more than 500 words to demonstrate how they meet the required profile. Nominations must be sponsored by five members of the Institution.
4. The Head of Governance is to carry out a due diligence and shall advise NOMCO on the suitability of the candidates for consideration.
5. NOMCO considers the nominations and draws up a focused list of suitable candidates based on the Trustee Board criteria. NOMCO must ensure that candidates have the correct skills and experience to properly carry out the demanding role of an ICE Trustee. NOMCO is to make no recommendation in this process.
6. If there is a fine judgement as to an applicant's ability to meet the required profile, NOMCO should give the applicant the benefit of the doubt and place the matter in the hands of the voting members.
7. The membership vote on the focused list as part of the annual ballot, using the 'single transferable vote' electoral system.

Nominated Member on the Trustee Board

1. The Trustee Board should identify the required profile for a trustee based on any deficiencies in their skills, knowledge, experience or if there are any diversity concerns which need to be addressed.
2. A call for nominations for the Nominated Member is placed on the ICE website. This position is open to any member who believes they can satisfy the required profile as identified by the Trustee Board.

3. Those members who wish to put themselves forward should self-nominate by completing an application form. This should include a statement of no more than 500 words, setting out the skills and competences they believe they have to carry out the duties of a Trustee Board member and how they can satisfy the required profile.
4. The Head of Governance is to carry out the necessary due diligence and shall advise NOMCO on the suitability of the candidates for consideration.
5. NOMCO should consider the applications and in particular how they address the identified profile as identified by the Trustee Board to determine the suitable candidates. In drawing up a pool of suitable candidates, NOMCO can also consider the applications to other positions and can identify people not yet identified through the application process.
6. From the pool of suitable candidates, NOMCO shall make a recommendation, which will consist of the name of the individual and an explanation of how they meet the required characteristics of the role. NOMCO will also select a runner-up nominee, in the unlikely situation that recommended nominee was to decline.
7. The recommendation shall then be put to Council for approval. If the recommendation is not approved by Council, NOMCO is asked to make an alternative recommendation. Council must provide a reasoned explanation as to why they are not content with NOMCO's recommendation.

Allocation of Portfolios on the Trustee Board

The Trustee Board may wish to specify the particular Portfolio that is vacant in order to assist the NOMCO in their determination of the suitable candidates, however the Trustee Board remains responsible for the allocation of portfolios among the Board. Trustee Board is therefore not necessarily bound by the allocation of portfolios by NOMCO and may distribute these as it deems appropriate. The Trustee Board is also free to make whatever changes it deems necessary to the allocation of the various portfolios throughout the year, provided it can demonstrate that these were made in the interest of the smooth running of the Institution.

Appointments of other positions

Committee Chair Appointment Process

It is a duty of NOMCO to appoint the respective Chairs of the Disciplinary Board, Professional Conduct Panel and Audit Committee.

1. The Trustee Board sets the required profile for skills, knowledge, experience and diversity at a relatively high level.
2. For the Chair of Disciplinary Board and Chair of Professional Conduct Panel, this is published on the ICE website ahead of a call for nominations. For the Chair of Audit Committee, this is circulated to the Council and current Audit Committee members.
3. Members self-nominate and provide a short piece of text of no more than 500 words, which demonstrates how they meet the required profile.
4. The nomination forms are considered by NOMCO who shall make a recommendation to be considered by the Trustee Board.

Senior Staff Appointment Process

It is a duty of NOMCO to recommend to the Trustee Board a nomination for the position of the Director General & Secretary and the Group Finance Director of the Institution.

1. The President will write to the Chair of NOMCO to request that the recruitment process for the vacant position is begun.
2. The Chair of NOMCO will ask the ICE's internal Human Resources department to draw up a diverse list of suitable candidates to be invited for interview.
3. The Chair of NOMCO will identify a subgroup of NOMCO to carry out the interviews. The subgroup shall always include the Chair of NOMCO and either the President or SVP. The Chair of NOMCO shall select the other members of NOMCO to be involved in the subgroup and can appoint other members or non-members to the subgroup as the Chair deems necessary. The membership of the subgroup shall be made known to all members of NOMCO prior to the start of the interview process.
4. The subgroup will be provided with the job description along with other supporting documentation from the ICE Human Resources team. The subgroup will interview the candidates and convene afterwards to decide on a recommendation.
5. This recommendation is then shared with all members of NOMCO and then presented to the Trustee Board for approval.