

ICE Trustee Board Terms of Reference

Role

The ICE Trustee Board is ultimately responsible and accountable for all activities of the ICE. The Trustee Board shall meet no less than five times annually. Terms of office for incoming Trustees shall be coincident with the term of office of ICE Presidents, that is to say starting on the first Tuesday of November.

Duties

The Trustee Board shall:

1. Ensure that ICE pursues its activities in accordance with its Royal Charter and By-Laws;
2. Maintain the reputation of the ICE;
3. Ensure that ICE is compliant with all relevant legislation, in particular the regulation and guidance of the Charity Regulators;
4. Act in the best interests of the Charity as a whole not on behalf of any one grouping or constituency;
5. Set the Vision and strategy for the ICE;
6. Direct the activities of the ICE;
7. Approve the ICE Plan and budget for the delivery of the ICE's objectives;
8. Ensure effective delegation, control and risk assessment and management systems are set up and monitored;
9. Direct, monitor and coordinate the activities of committees, panels and sub-committees to which it has delegated authority;
10. Ensure that ICE complies with the requirements of the Engineering Council;
11. Appoint, remove and direct, the Director General & Secretary.
12. Act ethically at all times;
13. Not benefit from their position beyond that which is allowed by the law and is in the interests of the Institution;



Composition

The Trustee Board shall comprise no more than 12 members. It shall be chaired by the President of the Institution of Civil Engineers and the Senior Vice President shall be the Deputy Chair. All Vice Presidents shall be members of the Trustee Board and shall eventually succeed to become President, subject to annual approval by Council¹. The Institution's Council shall directly appoint three Council members to serve as trustees. ICE members shall directly elect four ordinary members to serve as trustees. The Trustee Board shall set the required profile for skills, knowledge, experience and diversity at an Institutional level and the Nomination Committee shall draw up a focused list of suitable candidates based on the Trustee Board criteria. The Nomination Committee shall recommend the appointment of the President, Vice Presidents and Nominated Member.

Trustees should be members of the Institution (of any grade). All trustees should have equal levels of responsibility with each trustee normally leading on a portfolio. One of the trustees elected by the Council should hold the portfolio of Trustee for the Council, acting as the interface and ensuring good bilateral communication between Trustee Board and Council. In recommending the appointment of trustees, the Nomination Committee shall ensure that the Trustee Board has the right mix of skills and experience to ensure the effective running of the Institution. The Charity Commission has repeatedly drawn attention to the need for Trustee Boards to be diverse, with strong financial, legal and ethical understanding. The importance of competences such as, but not exclusively, Human Resources, IT and Management Information Systems, communications and digital are also highlighted.

The Trustee Board shall be quorate if 50% of the membership is present, *and* the President, or in the President's absence, the Senior Vice President, is present. Trustees may attend in person or remotely via telephone or digital platform.

Decisions of the Trustee Board shall be arrived at by a majority of the Trustee Board. Should there be an equal number of votes cast for and against a proposal then the Chair of the Trustee Board shall have an additional deciding vote.

Confirmation

The Nomination Committee shall recommend the appointment of the President, Vice Presidents and the Nominated Member to the Trustee Board. The Trustee Board shall agree those nominations or, in the event of disagreement, refer the nomination(s) back to the Nomination Committee. These members of the Trustee Board shall be approved by the Council annually. This provides the necessary governance oversights to

¹ There is a transition period during which a number of trustees will also be termed vice presidents but will not necessarily succeed to the Presidency. This reflects the Orr Commission's recommendation that nobody elected as a Vice President under the previous governance regime should lose that title as the ICE transitions to the new governance regime.



ensure that the Trustee Board and Council remain aligned. But it should be unusual for trustees, once appointed, not to serve their full term.

Tenure

With the exception of the President and Vice Presidents, trustees shall be appointed for a three-year term. Trustees may serve a second consecutive term. There must be a break of at least one year before a trustee may be appointed to serve a third term. No trustee shall serve more than nine years on the Trustee Board.

The President may serve a term of four years to enable that individual to act as a vice president, senior vice president, and then president.

Consultation with Council

The Trustee Board shall consult Council on a number of matters of particular significance including:

- 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.

Attachment:

Annex A - Trustee Role Description

Trustee Board candidates must read and accept this document before they stand for election or accept a nomination

Trustee Role Description

Annex A

The primary role of a Trustee is to act in the best interests of the Institution as a whole to maintain its reputation, set its vision and strategy; and direct its activities. The formulation and development of strategy should be a joint activity with the Director General & Secretary (DG&S), who is responsible for implementation.

Trustees act as leaders and promoters of the profession. They shall support, and on occasion may be required to deputise for, the President. They may be called upon to give talks, chair seminars or attend meetings which may include making statements on behalf of ICE. The expected time commitment for a Trustee is around one day a month.

Each Trustee is responsible for a portfolio and to that end are expected to consider and lead in the policy aspects of the area for which they are responsible. Trustees shall champion the portfolio, within and beyond the Institution. Trustees should direct and monitor the activities of committees to which the Trustee Board has delegated authority and to which the Trustee is responsible for as part of their portfolio.

Trustees must uphold the key principle of trustee governance – that they are individually and collectively responsible for the decisions of the Trustee Board. This means that all trustees have a duty to participate in the decision-making process, and once a decision has been made, all trustees must support and carry out that decision.

A trustee must be able to exercise independent judgement, constructively question and challenge proposals. No one should be able to direct the trustees or drive decisions through without discussion. Trustees who simply defer to the opinions and decisions of one person are not fulfilling their duties.

Responsibilities

Trusteeship carries a duty of prudence and a duty of care. In carrying out their duties, trustees are required to ensure that ICE pursues its activities in accordance with its Royal Charter and By-Laws and operates in accordance with UK Charity Commissioner guidance; the UK Charities Act 2011; the Charities (Protection and Social Investment) Act 2016 and with the Institution's professional code.

Trustee Board members must fully understand their responsibilities as trustees of the Institution in that they must ensure that:

- the ICE pursues its activities in accordance with its Royal Charter and By-Laws;
- as trustees they act in the best interests of ICE as a whole and not on behalf of any particular constituency;
- the ICE complies with all relevant UK and International laws;
- the ICE complies with regulation and guidance of Charity Regulators;
- the ICE complies with the requirements of the UK Engineering Council;
- they always act according to high ethical standards;
- they do not benefit from their position beyond that which is allowed by the law and is in the interests of the Institution;
- they identify and declare any actual or potential conflict of interest;
- and they do not under any circumstances accept gifts or hospitality where this could be seen as likely to influence the decisions of the Trustee Board.