

Presidential Commission into ICE Governance

Paper 02-02

Summary of ICE Governance Arrangements

1. Introduction

- 1.1 The purpose of this paper is to summarise the ICE governance arrangements that applied until 6 November 2018, and the new arrangements implemented on that date following approval by a member ballot and the Privy Council.

2. Previous Arrangements

- 2.1 The ICE's previous governance structure had been in place, largely unchanged, since November 2007.

- 2.2 In the previous arrangements the Council was the Trustee body of the Institution, meeting 4 times a year (including the Annual Strategy Meeting). It comprised 44 members made up of:

President	1	(elected by Council)
Past-President	1	(ex officio)
Vice-Presidents	7	(min 3, max 7, inc SVP – elected by Council)
General Council Members	15	(elected by voting members - see footnote ¹)
UK Regional Members	12	(elected by voting members in the Region)
International Members	5	(elected by voting members in the International Area)
Graduate Members	3	(elected by Graduate members)

- 2.3 The Chair of GS Net was a non-voting participant in Council meetings.

- 2.4 In addition, there was an Executive Board to manage, in more detail, the Institution's affairs and to implement the Council decisions, operating always under the authority of the Council (as Trustees).

¹ The 15 general Council members included at least 1 of each of the following grades: Fellow or Honorary Fellow who are Corporate Members, Member (CEng), Member (IEng) and Technician (EngTech).

2.5 The Executive Board was not prescribed in the By-Laws but operated in accordance with Terms of Reference. There were 13 members comprising:

President	1	
Senior Vice-President	1	(Chair)
Other Vice-Presidents	6	(min 2, max 6)
General Council Members	5	(elected by Council)

3. Current Arrangements

- 3.1 The ICE's governance structure is laid out in the Royal Charter and the By-Laws of the Institution. The Royal Charter provides that changes to the By-Laws may be made by a resolution passed by not less than two-thirds of the corporate members voting thereon, subject to the approval of the Privy Council.
- 3.2 The By-Laws give the Trustee Board power to make or amend: Regulations (such as Admission Regulations or Disciplinary Regulations - see By-Law 53); Rules (By-Law 54); and Terms of Reference (By-Law 55). The governance arrangements introduced in November 2018 provide that some matters which were previously in the By-Laws are now included in those Regulations.

Trustee Board

- 3.3 Under the governance structure introduced in November 2018, 12 trustees of the Institution comprise a Trustee Board, which is responsible for the leadership and management of the Institution.
- 3.4 According to its Terms of Reference, the Trustee Board has responsibility to:
- ensure that ICE pursues its activities in accordance with its Royal Charter and By-Laws;
 - maintain the reputation of the Institution;
 - ensure that ICE complies with all relevant legislation and with the regulation and guidance of the Charity Regulators;
 - act in the best interests of the Institution as a whole not on behalf of any one grouping or constituency;
 - set the vision and strategy for the Institution;
 - direct the activities of the Institution;
 - approve the ICE Plan and budget for the delivery of the Institution's objectives;
 - ensure effective delegation, control and risk assessment and management systems are set up and monitored;
 - direct, monitor and coordinate the activities of committees, panels and sub-committees to which it has delegated authority;
 - ensure that the Institution complies with the requirements of the UK Engineering Council;

- appoint, remove and direct, the Director General & Secretary;
- act ethically at all times; and
- not benefit from their position beyond that which is allowed by the law and is in the interests of the Institution.

3.5 The 12-strong Trustee Board comprises:

President	1	(Chair) (recommended by Trustee Board and approved by the Council ²)
Senior Vice-President	1	(recommended by Trustee Board and approved by the Council ²)
Other Vice-Presidents	6	(min 2, max 6) (recommended by Trustee board and approved by the Council ²)
Council Members	3	(elected by Council)
Member	1	(recommended by Trustee board and approved by the Council ²)

3.6 The change in the composition of the Trustee Board compared to the previous Executive Board is that it has 3 Council Members instead of 5, but also an Institution member recommended by the Trustee Board and approved by the Council³.

3.7 All trustees must be members of the Institution. By-law 29 provides that no employee of the Institution may serve as a member of the Trustee Board.

3.8 With the exception of the President and succeeding Vice Presidents, trustees are appointed for a three-year term. Trustees may serve a second consecutive term. There must then 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. These periods are not specified in the By-laws, but in the Trustee Board's Terms of Reference which are promulgated by the Trustee Board. The President may have a term of five years to enable that individual to act as a Succeeding Vice President, Senior Vice President and then President.

3.9 The members of the Trustee Board must be approved by the Council annually. These provisions are included in the Council Constitution and Terms of Reference and Trustee Board Terms of Reference, both of which are referred to in By-law 40.

3.10 The Trustee Board shall meet no fewer than five times per year.

² In practice, a Nomination Committee (see para 3.11) makes a recommendation to the Trustee Board. If accepted, the Trustee Board then recommends the candidate to the Council. If the Council approves, the candidate is appointed. If the Council does not approve the candidate, the Nomination Committee / Trustee Board may recommend another candidate and this process continues until a candidate is approved by the Council.

³ A transitional arrangement applies for the first year, where the four other members are all Council members nominated by the Council.

3.11 A Nomination Committee is established by, and reports to, the Trustee Board (see footnote 2). Under Terms of Reference approved by the Board it comprises six to ten members of the Institution as follows:

- A Past-President of the Institution (Chair)
- President (ex-officio)
- Senior Vice President (ex-officio)
- at least three members of the Council elected by the Council;
- other members appointed by the Trustee Board on the advice of the Chair of the Nomination Committee.

The Nomination Committee shall be quorate if over half of its members are present including the President of the Institution.

The Council

3.12 The Council comprises 38 members and operates as a largely advisory, strategic body. Its function is to support the Trustee Board through that advice, as well as scrutinising the performance of the Trustee Board and providing a forum for relevant debate considering the issues facing modern civil engineering professionals, now and in the future.

3.13 The duties of the Council are to:

- meet regularly 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;
- approve, or not approve, annually, the appointment of the Trustees - this will ensure that the membership retains control of the direction of its Institution;
- directly appoint three members of Council to the Trustee Board -this will allow Council to appoint a Council member every year for a three-year term thereby ensuring continuity;
- 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;
- directly appoint three members of Council to serve on the Nomination Committee⁴.
- 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;

⁴ To serve on the Nomination Committee those members appointed by Council must be Council members. A Council appointed member of the Nomination Committee shall be required to step down from the Nomination Committee when they are no longer a member of Council.

- communicate views that are representative of the range of views of members of the ICE on these and other matters to the Trustee Board;
- monitor the governance of the ICE and promote a culture of continuous improvement.

3.14 The Council comprises:

President	1	(recommended by Trustee Board and approved by Council ²)
Senior Vice-President	1	(recommended by Trustee Board and approved by Council ²)
Immediate Past President	1	(ex-officio)
General Council Members	15	(elected by voting members - see footnote ¹)
UK Regional Members	12	(elected by voting members in the Region)
International Members	5	(elected by voting members in the International Area)
Graduates	3	(elected by Graduate members)

3.15 The Chair of GSNet is a non-voting participant in Council meetings.

3.16 The change in composition compared to the previous Council is that it no longer includes the Vice-Presidents, however they are welcome to attend if the debate covers their area, but this would be as non-voting members.

3.17 The composition of the Council is no longer prescribed in the By-Laws, but in a new document 'Constitution and Terms of Reference of Council' which is promulgated by the Trustee Board after consulting the Council. During consultation on the proposed governance changes, the Engineering Council advised strongly that the Institution should streamline its By-laws. This involved removing the more procedural items from the By-Laws and into Regulations.

