



Presidential Commission into ICE Governance Discussion on Key Principles and Issues

Institution of Civil Engineers is a Registered Charity in England & Wales (no 210252) and Scotland (SC038629)

ice.org.uk

Presidential Commission into ICE Governance



- Commission is an advisory body established by the Council
- purpose is to:
 - review the governance of the Institution
 - make recommendations to the Council and Trustee Board
 - to ensure ICE delivers its Royal Charter objects as effectively as possible
- Commission members:
 - reflect the diverse nature of the Institution
 - include external members with strong experience of governance
- Commission will consult widely during its work

Commission's Work Plan - Three Stages

Stage 1: Key Governance Principles & Issues

- consider the key governance principles and issues
- review governance arrangements and trends in comparator organisations
- understand requirements of regulators such as the Charity Commission and Engineering Council
- understand the concerns of members opposed to the recent ICE governance changes
- seek comments on the key principles and issues for ICE Governance from:
 - the ICE membership
 - ICE's main Boards and Committees
 - Associated Societies

Stage 2: Proposals for ICE Governance

- review key issues, concerns and expectations from the Stage 1
- consider if changes are necessary
- develop proposals
- seek input from the Council and Trustee Board

Stage 3: Consulting and Reporting

- consult ICE membership, key ICE Boards and Committees and the Associated Societies on the emerging findings / draft proposals;
- finalise recommendations
- provide final report to the ICE Council and Trustee Board

Summer '19

Autumn '19

Current Stage

Initial Background Research



Background papers worth reading:

- Plain English guide to ICE's current and previous governance arrangements
- key principles of good trustee governance
- Charity Governance Code for Larger Charities
- governance of comparator organisations

all available on Commission web page

[ice.org.uk/about-ice/who-runs-ice/presidential-commission](https://www.ice.org.uk/about-ice/who-runs-ice/presidential-commission)

Background 1

Key Principles of Good Governance

The Commission has identified seven key principles of good governance:

1. Organisational purpose
2. Leadership
3. Integrity
4. Decision-making, risk and control
5. Board effectiveness
6. Diversity
7. Openness and accountability

These align with the principles in the Charity Governance Code for Larger Charities

Background 2

Review of Comparator Organisations



Review* of 10 main Engineering and Built Environment Institutions** found:

- all are charities governed by Royal Charter
- all have Trustee Boards of between 11 and 17 members
- various methods of appointing Trustees
- in three cases the Chair of Trustees is not the President
- all but one have an advisory / mainly advisory Council elected by voting members
- some allow electronic voting at SGMs, others allow voting in person only

* full review is on the Commission web page

** ICE, IChemE, IET, CIHT, IMechE, IStructE, CIWEM, RIBA, RTPI, RAEng

Background 3

Current Governance Arrangements



Last year, ICE members voted for an 12-person Trustee Board with a 38-strong, mainly advisory Council*.

The reasons given were to:

- to apply good trustee practice and Charity Governance Code as endorsed by the Charity Commission
- to strengthen board effectiveness, agility, legal compliance and accountability
- to focus on risk and opportunities
- to provide clear and consistent direction

This aligns with the practice of the other main engineering / built environment Institutions.

* A paper giving a Plain English guide to current and previous ICE governance arrangements is on the Commission's web page

Focus Area 1

Role of Council

ICE's current governance arrangements mean that the Council is mainly advisory, representing the views of members to the Trustee Board.

It also has a role in holding the Trustee Board to account, with the power to approve or not approve annually the appointments to the Trustee Board.

Discussion Points:

Could the involvement of Council be strengthened (without impacting on the legal responsibilities of the Trustee Board)?

For example, should the Trustee Board be required to consult the Council on certain things, like changes to the Disciplinary or Admission Regulations.

Or to provide reasons if it decides not to follow the Council's advice?

Focus Area 2

Balance of the Trustee Board

The Trustee Board has 12 members:

- President
- 7 Vice Presidents
(ICE has the second largest number of VPs of the comparator bodies – half of these have three or fewer Vice Presidents.)
- 3 Council members
- 1 ICE member

The 3 Council members are elected by the Council from among its number.

The President, VPs and the ICE member are nominated by the Trustee Board (via its Nomination Committee) and must be approved by the Council.

Discussion Points:

Is this the right balance for the Trustee Board?

Is there a perception that the 8-strong Presidential team 'outweighs' the influence of the others?

Is it necessary to have all 7 Vice-Presidents on the TB? Should some be on Council?

How should TB members be appointed to fulfil the crucial requirement of a TB with the right balance of skills, background and experience:

- selection
- election by ICE members
- election by Council members
- a combination of some of these methods

Focus Area 3 Role of the President

The ICE President chairs both the Council and the Trustee Board.

Discussion Points:

Is this an advantage in ensuring strong alignment between the Council and the Trustee Board?

Or is there a conflict given the Council's role in holding the Trustee Board to account?

Should we look to the example of 3 of the comparator bodies which appoint a Chair of Trustees who is not the President, although the President is a member of the Trustee Board?

Any Other Issues?



The Commission welcomes any other comments that are relevant to this Stage of its work – the Key Principles and Issues in relation to ICE governance

Thank You



- Thank you for your advice, comments and suggestions in relation to Stage 1 of the Commission's work – Key Principles and Issues
- Please send any comments on these principles and issues to Presidential.Commission@ice.org.uk by 8 April 2019. All input will be collated and seen by the Commission and taken into account when developing our emerging findings and draft proposals.
- There will be a further opportunity to comment when the Commission publishes its interim report for consultation.



Institution of Civil Engineers is a Registered Charity in England & Wales (no 210252) and Scotland (SC038629)

ice.org.uk