

Presidential Commission into ICE Governance

Paper 02-04 v4

Governance Arrangements of Comparator Bodies Presented by: Chair

Introduction

1. As part of its initial evidence-gathering, the Commission agreed to review the governance arrangements of a range of comparator bodies.
2. This paper summarises the arrangements for the main Engineering and Built Environment Institutions.
3. Thanks to the Commission members who gathered the information.

Summary Governance Arrangements of Comparator Bodies

4. A summary of the governance arrangements of the main Engineering and Built Environment Institutions is given in the Annexes to this paper, using a standard template. ICE's arrangements are included for comparison.

Annex 1	Institution of Civil Engineers
Annex 2	Institution of Chemical Engineers
Annex 3	Institution of Engineering and Technology
Annex 4	Chartered Institution of Highways & Transportation
Annex 5	Institution of Mechanical Engineers
Annex 6	Institution of Structural Engineers
Annex 7	Chartered Institution of Water and Environmental Management
Annex 8	Royal Institution of British Architects
Annex 9	Royal Town Planning Institute
Annex 10	Royal Academy of Engineering

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5. An overview of the headline governance arrangements for the main Engineering and Built Environment Institutions is given in Table 1:

	ICE	IChemE	IET	CIHT	IMechE	IStructE	CIWEM	RIBA ¹	RTPI	RAEng
Status	Royal Charter	Royal Charter	Royal Charter	Royal Charter	Royal Charter	Royal Charter	Royal Charter & CLG	Royal Charter	Royal Charter	Royal Charter
Charity?	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
No of members	92,000	37,000	168,000	14,500	120,000	30,000	10,000	46,000	25,000	1,600 Fellows
Trustee Body	Trustee Board	Board of Trustees	Trustee Board	Board of Trustees	Trustee Board	Trustee Board	Trustee Board	Board of Trustees	Board of Trustees	Trustee Board
No of Trustees	12	12	16	12	15	11	15	12	17	13, but up to 15
Who Chairs TB? Term	President 1yr	President 1yr	President normally 1 yr but up to 3yrs	President 1yr	President 1yr	President 1yr (changing to select Chair of TB for 2+2yrs)	Trustee elected by other Trustees (not President) 3yrs	President (normally, but not necessarily) 2yrs	Chair elected by the General Assembly 2yrs	President up to 5yrs
No. of VPs inc above ²	7	4+1	8	2+5	6	3	1	3+2	1+2	3
How appointed ^{3&4}	NomCo approved by Council, some elected by Council	approved by Nom Comm, elected by Inst members	nom by Trustees & Inst members, elected by Inst members	recced by Pres Team, approved by Council	nom by Trustees & Inst members, elected by Inst members	recced by Nom Comm, approved by Council	nom by members, interviewed by Panel of Trustees	appointed by Council	elected by Gen Assembly some apptd by Trustees	Elected by Fellows, some apptd / co-opted
Advisory Body?	Council	Congress	Council	Council	Council	Council	Assembly	Council	General Assembly	N
No of Membs	38	40	28	40	67	85	all Inst members	55	66	-
How appointed ⁴	elected by Inst members	elected by Inst members	elected by Inst members	elected by Inst members some apptd	elected by Inst members some apptd	elected by Inst members some apptd	n/a	elected by Inst members, some apptd	elected by Inst members, some apptd	-
Provision for SGM	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Requisitioners	60	50	50	lesser of 10% or 100	50	lesser of 2% or 250	250	1%	50	10%
Voting at SGM	in person only	in person & electronic	in person only	in person only	in person & proxy	in person only	in person only	in person & in advance	in person only	in person & proxy

Table 1: Overview of governance for the main Engineering and Built Environment Institutions (see over for Footnotes)

Footnotes:

1. For RIBA, the table shows proposed arrangements, approved by the Council, which will be put to an SGM in 2019 subject to approval of Privy Council and Charity Commission. See Annex 8 for further detail.
2. The number of Vice Presidents is given as $x+y$, where x is the number of VPs and y is the number of officers who fulfil the role of VPs, such as Hon Treasurers or Chairs of Boards. Past Presidents are excluded from the count.
3. These are a summary of the appointment procedures. There may be minor variations / intricacies depending on the position – see relevant Annex for details.
4. Elected by Inst Members means elected by the voting or in some cases corporate members of the Institution.

Comparison

6. The key points arising from a review of the governance of the ten Engineering and Built Environment Institutions are:

- 6.1 Legal and Charitable Status

All are incorporated by Royal Charter and all are registered charities.

- 6.2 Number of Members

The number of members for each body is given in Table 1, with ICE being the third largest with some 92,000 members.

- 6.3 Size of Trustee Board

All of the bodies reviewed are governed (or, in the case of RIBA, proposed to be governed) by a Trustee Board varying in number between 11 and 17 Trustees.

There is a cluster of six bodies with Trustee numbers between 11 and 13 (including ICE which has 12), and four bodies have a somewhat larger number of Trustees in the range 15 to 17 members.

- 6.4 Chairing the Trustee Board

In most of the bodies, the President chairs the Trustee Board for their term of office.

IStructE is in the process of separating the roles of President and Chair of the Trustee Board. The Chair will be appointed through a process of advertising and interview. Term will be 2 years with the possibility of a further 2 years. The President will remain a member of the Trustee Board.

In CIWEM the Trustees chose their Chair from among their membership and the Chair serves for 3 years. It cannot be the President.

In RPTI, the Chair of the Board of Trustees is elected by the General Assembly from among the Chartered Members for a term of two years (with an opportunity to stand again for one further term of two years).

6.5 Number of Vice-Presidents

The number of Vice Presidents for each body is given in Table 1 and ranges from 1 to 8 (including officers who fulfil the same sort of role as VPs, such as Hon Treasurers or Chairs of Boards). ICE has 7 VPs, the second largest number. Half of the bodies have three Vice Presidents or fewer.

6.6 Appointment of Trustee Board

The arrangements for the appointment of Trustees vary and are relatively complex. Even within a particular body there are often different methods of appointment for distinct elements of the Trustee Board.

However, setting aside the appointment of ex-officio members (who are there by virtue of their office, such as a President, Past President, Hon Treasurer etc) the various methods of appointment to the Trustee Board fall into the following general groups:

- recommended by a Nomination Committee (or a subset of the Trustee Board) and approved by the Council of the particular body – used by five of the ten bodies (ICE¹, CIHT, IStructE, RIBA, RTPI);
- nominations by Trustee Board and voting members of the Institution, with election by the corporate / voting members of the Institution – used by three bodies (IET, IMechE, RAEng);
- candidates approved by a Nomination Committee, with election by the voting members of the Institution – used by one body (IChemE);
- candidates interviewed by a Panel of Trustees – used by (CIWEM);

In many cases, there is also provision for additional members of the Trustee Board to be appointed or co-opted by the Board.

6.7 Council or Strategic Advisory Body

All bodies have at least provision for a Council / Congress / Assembly to act as strategic advisory body (except for the Royal Academy). Most are formalised, although in the case of CIWEM the General Assembly consists of the entire membership.

Of the other eight bodies, the number of Council members ranges from 28 to 85, with ICE having 38.

In all eight cases, most Council members are elected by the voting members of the body, but in 5 bodies (CIHT, IMechE, IStructE, RIBA and RTPI) there is provision for some to be appointed by Trustees or the Council, or are ex-officio (for example, Group chairs and Regional Chairs in IMechE).

¹ The ICE Council also directly elects three of its members to the Trustee Board.

6.8 Special General Meetings

All bodies have provision for a Special General Meeting that can be requisitioned by members of the body.

In general, requisitioners must be voting members of the body, but bodies specify the number of requisitioners in various ways:

- an absolute number, varying from 50 to 200 (ICE requires 60);
- a percentage of the voting members, varying from 1% to 10%;
- a combination, being the lesser of an absolute number and a percentage of voting members.

The arrangements for voting at an SGM vary:

- in person only (six bodies, including ICE);
- in person or in advance (three bodies);
- in person, in advance or electronically at the meeting (one body – IChemE).

Action

7. The Commission is asked to note this paper.



Organisation:	The Institution of Civil Engineers
Legal and Charitable Status:	Incorporated by Royal Charter Registered as an Educational Charity
Number of Members:	92,000
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board 12 members of the Institution: President (Chair) 1* (see footnote) Senior VP 1* Other VPs 6* (see footnote) Council Members 3 (elected by Council) Member 1* (see footnote) footnote: positions marked * are recommended by the Nomination Committee of the Trustee Board and approved by the Council
Who Chairs TB? Term	President 1 year
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the Council 38 members of the Institution: President 1 (as footnote above) Senior VP 1 (as footnote above) Imm Past Pres 1 (ex-officio) General Members 15 (elected by voting members) UK Regnl Membs 12 (elected by voting members) Int'l Members 5 (elected by voting members) Graduates 3 (elected by Grad members)
Any recent developments or emerging proposals for governance change?	New arrangements were implemented in November 2018 following approval in a member ballot. These changes were contested at an SGM where the following motions were carried: expressing disappointment with ICE's handling of the Governance Ballot; requiring the ICE Council to undertake extensive and effective consultation within ICE's membership at large; and requiring the ICE Council to formulate new proposals for ICE Governance. Despite the SGM motions being carried, the governance changes were implemented for procedural reasons. The Council accepted the SGM motions and established a Presidential Commission to review ICE governance.
Is there an SGM process? If so: ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise)	Yes 60 Corporate Members In person at the SGM - no proxy or electronic voting Simple majority

Organisation:	The Institution of Chemical Engineers
Legal and Charitable Status:	Incorporated by Royal Charter Registered as an Educational Charity
Number of Members:	37,000
What is the trustee / governing body? What size and composition? How are members appointed?	<p>Board of Trustees (since June 2018)</p> <p>12 members of the Institution:</p> <p>President (Chair) 1* (see footnote 2) } Deputy President 1* (see footnote 1) } Honorary Past President 1* (see footnote 3) } Officers Hon Treasurer 1* (see footnote 1) } Other VPs 3* (see footnote 1) Regional Member 2* (see footnote 4) Ordinary member 3* (see footnote 1)</p> <p>All Trustees stand for election, albeit in different forms. Honorary Officer terms are for one-year renewable once, (but not normally exercised) with the Honorary Treasurer's term being renewable for up to 6 years. Other Trustees stand for three-year terms.</p> <p>Footnotes:</p> <ol style="list-style-type: none"> 1. The Institution publishes role profiles and person specifications for each role and invites applications from the membership. A nominations committee (3 members nominated by the Board – but not current trustees – and 3 members nominated by congress) confirms the eligibility and suitability of candidates. Other than the President and Past President, all other candidates are elected by the Voting Members (being those who are professionally qualified). 2. The Deputy President will normally be the only candidate for President (unless the Board determines otherwise). 3. The President will be the only candidate for Past President. 4. Those Regions with more than 1000 qualified members (currently only the UK and Australia) shall each elect a member of the Board.
Who Chairs TB? Term	

<p>Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?</p>	<p>Yes (Advisory) – the Congress Up to 40 members of the Institution who are elected as follows: Functional College 14 4 Fellows 4 Members 4 Early Career members 2 Students Regional College 25 (1 kept in reserve in case of numerical changes) Branches with: More than 1000 members hold 2 seats each Between 100 and 999 hold 1 seat each The remainder of the membership share 2 seats</p>
<p>Any recent developments or emerging proposals for governance change?</p>	<p>The above structure was implemented in June 2018. Congress holds five virtual sessions and one physical meeting each year. The elections took place in October and the first virtual session is currently underway. During the migration from the old Council to the new Board, an interim candidate committee merely carried out eligibility assessment of candidates. The lesson learnt is that the new Nominations Committee must carry out suitability assessment for all trustee candidates. The Institution is currently reviewing the EGM trigger (see below).</p>
<p>Is there an SGM process? If so:</p> <ul style="list-style-type: none"> ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise) 	<p>Yes (EGM) 50 Voting Members (ie Corporate Members). The Institution is currently reviewing the EGM trigger, as 50 members is felt to be too low in the digital age. 5% may be more appropriate, as is often found in the corporate world. The Board will be discussing this on 17 January 2019. Ballot (including by electronic means) of all voting members (process required the appointment of proxies until June 2018 amendment). Voting may take place in advance of the meeting. The Chair may determine whether a simple or particular majority is required to make a decision, but would normally expect a simple majority to suffice.</p>



Organisation:	The Institution of Engineering and Technology
Legal and Charitable Status:	Incorporated by Royal Charter Registered as a Charity
Number of Members:	168,000
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board 16 Trustees, all IET Members: President (Chair) 1 (appointed by the Board) Past President 1 Deputy Presidents 2 (appointed by the Board from VPs) Vice Presidents 6 (elected*) Ordinary Members 6 (elected*) * in these cases, candidates are nominated by the Trustee Board and corporate members and elected by the corporate members
Who Chairs TB? Term	President Normally 1 year but can be up to 3 years
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the Council 28 Members of the Institution: President (Chair) 1 Ordinary Members 18 (elected by Members) Ordinary Member 9 (appointed by Trustees)
Any recent developments or emerging proposals for governance change?	SGM held on 11 February 2016. Previously 14 of the 15 Trustees were elected. Also 66 members of Council were elected but some of these posts were left unfilled.
Is there an SGM process? If so: ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise)	Yes- known as 'General Meetings' in the bye laws. 50 Honorary Fellows, Fellows or Members. In person at the SGM and proxy but no electronic voting. Simple majority

Organisation:	The Chartered Institution of Highways and Transportation
Legal and Charitable Status:	Incorporated by Royal Charter Registered Charity
Number of Members:	14,500
What is the trustee / governing body? What size and composition? How are members appointed?	Board of Trustees 12 members of the Institution: <u>Ex-Officio</u> (subject to annual confirmation by membership at the AGM) <ul style="list-style-type: none"> • President / Chair) • Senior Vice President • Immediate Past president • Vice President (confirmed by Council) • Honorary Treasurer (confirmed by Council) <u>Other appointments</u> (subject to approval by Council) <ul style="list-style-type: none"> • 4 x Chairs of Strategic Boards (Note 1) • 2 x Members without portfolio (Note 1) • 1 x Regional Representative (Note 2) Note 1: Appointments recommended by the Presidential Team Note 2: Appointment recommended by Regional Panel
Who Chairs TB? Term	President 1 year
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the Council 40 members of the Institution: The President, 2 Vice Presidents and 3 most recent Past Presidents Honorary Treasurer (Ex officio appointment approved by Council and confirmed at AGM) 13 x Regional Representatives (Elected by regions and candidates must have support from a minimum of 8 voting members in the region concerned) 12 x Ordinary members (Elected by voting members) 8 x Nominated members including 2 Young Professionals (Proposed by Presidential Team for approval by Council)
Any recent developments or emerging proposals for governance change?	A Governance review is under way to consider the effectiveness of current governance structures and systems and to make recommendations on any changes needed as we evolve and grow. The review group is chaired by a former CIHT president and has been looking at the following areas of governance: <ul style="list-style-type: none"> • role of President and Chair of the Board of Trustees • introduction of a Nominations Panel as part of the appointment process for the President and other senior member roles

	<ul style="list-style-type: none"> • increasing the involvement of our Young Professionals on the Board of Trustees and Council • increasing the number of members on Council and considering whether Council meets three times a year for the whole day • reviewing the alignment of strategic boards with the delivery of work programme • updating Charter, Byelaws and Standing Orders
<p>Is there an SGM process? If so:</p> <ul style="list-style-type: none"> ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise) 	<p>Yes, EGM</p> <p>10% or 100 voting members, whichever is less</p> <p>In person at the EGM by show of hands or poll if demanded - no proxy or electronic voting</p> <p>Simple majority</p>



Organisation:	The Institution of Mechanical Engineers
Legal and Charitable Status:	Incorporated by Royal Charter Registered as a Charity
Number of Members:	120,000
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board 13 Trustees plus 2 ex-officio: President (Chair) 1 (elected* from VPs) President-Elect 1 (elected* from VPs) Vice Presidents 4 (elected* from Ordinary TB Members) International VP 1 (elected* from Ordinary TB Members) Ordinary Members 6 (elected* from Corporate Members) Council Member 1 (ex-officio, elected by Council) YMB Member 1 (ex-officio) * in these cases, candidates are nominated by the Trustee Board and corporate members and elected by the corporate members.
Who Chairs TB? Term	President 1 year
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the Council 67 Members of the Institution: President (Chair) 1 Immediate Past Presidents 4 Divisional Chairs 8 Group Chairs 10 Regional Chairs 16 International Region Chairs 7 Young Members 4 Fellows of the Institution 16 (elected) Members of the Institution 12 (elected) Chair of Equality & Diversity SG 1
Any recent developments or emerging proposals for governance change?	An SGM was held on 21 May 2018 in relation to governance issues, but as there were a number of legal and constitutional challenges the vote was deemed to be non-binding until these are resolved. The President and CEO both resigned their positions in July 2018.
Is there an SGM process? If so: ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise)	Yes. 50 Corporate Members and/or Associated Members In person at the SGM and by proxy but no electronic voting Simple majority

Organisation:	The Institution of Structural Engineers
Legal and Charitable Status:	Incorporated by Royal Charter Registered as an Educational Charity
Number of Members:	30,000
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board 11 members of the Institution: President (Chair) 1* (ex officio) Senior VP 1* Other VPs 2* Past President 1 (ex officio) Council Members 6* footnote: positions marked * are recommended by the Nomination Committee and approved/elected by the Council
Who Chairs TB? Term	President 1 year (but see Emerging Proposals below)
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the Council Up to approx. 85 members of the Institution (as some may 'wear 2 hats'). President (see footnote above) Senior VP (see footnote above) Up to 4 other VPs (all initially elected by voting members but may then move to being appointed by Council on the recommendation of the Nominations Committee if expected to be a future candidate for President). Up to 4 Past Presidents (see footnote above) 30 'Ordinary' members (elected by voting members) 32 Regional Group Chairmen (elected by voting members in their regional group) Regional Groups cover all of the UK and particular areas in the rest of the world 4 Graduates resident in the UK appointed by the Young Members Panel 4 Graduates resident outside the UK appointed by NomCo Up to 5 co-opted members (see footnote above)
Any recent developments or emerging proposals for governance change?	Are separating the roles of President and Chair of TB. The Chair will be appointed through a process of advertising and interview. Term will be 2 years with the possibility of a further 2 years. The President will remain a member of the Trustee Board.
Is there an SGM process? If so: ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise)	Yes, EGM 250 or 2% of the voting Members (whichever is less) In person at the SGM - no proxy or electronic voting Simple majority (except for a motion on subscriptions which require as 2/3rds majority).

Organisation:	Chartered Institution of Water and Environmental Management
Legal and Charitable Status:	Incorporated by Royal Charter Company limited by guarantee Registered Charity
Number of Members:	10,000
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board 15 (including 3 Presidential Team) + 3 possible co-opted Vacancies advertised to membership, selection by interview (clause 80). Interview Panel comprises Trustees and an independent third party. Panel recommendations go to Trustee Board for approval. Chair of TB cannot be President. President must be former member of TB. Chair in office for 3 years.
Who Chairs TB? Term	One of the Trustees who is elected by other Trustees (but not the President) 3 years
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	An Assembly may be held All members can attend
Any recent developments or emerging proposals for governance change?	
Is there an SGM process? If so: ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise)	Yes: called Extraordinary General Meeting Min 250 to call; 12 quorum at EGM Either poll or show of hands. No provision for proxy or electronic voting. Simple majority of either poll or show of hands

Organisation:	Royal Institute of British Architects
Legal and Charitable Status:	Incorporated by Royal Charter Registered as a Charity
Number of Members:	Approx. 46,000 across all categories
What is the trustee / governing body? What size and composition? How are members appointed?	Currently all 60 members of Council, are Trustees. The Council members are elected by the membership. Under the preliminary approval of Council, the recommendations of a Constitution Review Group will be put to a Special General Meeting during 2019.
Who Chairs TB? Term	See below.
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Not at present, but see below.
Any recent developments or emerging proposals for governance change?	<p>A Constitution Review Group has recommended revised governance arrangements which have received the preliminary approval of the Council. Once the draft Supplemental Charter, Byelaws and Regulations have been approved by the Privy Council and seen by the Charity Commission, the proposal will be brought back in final form for Council approval, before being put to a Special General Meeting of the membership.</p> <p>Under the recommended arrangements, there will be a Board of Trustees of not more than 12 members, a majority of whom must be Council members. The President, the Honorary Secretary and the Honorary Treasurer shall be the ex-officio Trustees. Council will appoint up to nine other Trustees.</p> <p>The President will normally, but not necessarily, chair the Board of Trustees. The President serves a 2-year term.</p> <p>There will be a slightly reduced Council (55 members), will have the following principal functions:</p> <ul style="list-style-type: none"> ▪ to represent the RIBA membership; ▪ to provide strategic advice & guidance to Board of Trustees; ▪ to appoint (and remove) members of the Board of Trustees and to hold them to account. <p>The Council will consist of 55 members, comprising:</p> <ul style="list-style-type: none"> ▪ the President, President Elect, Past President, Hon Secretary, Hon Treasurer and two Vice-Presidents ▪ up to 7 members appointed by Council by resolution ▪ up to 6 National Council Members elected by the Chartered members anywhere in the world ▪ up to 4 International Council Members ▪ up to a total of 24 regionally elected Council Members from among and by Chartered Members, a specific number of members allocated to each of the relevant electoral regions.

	<ul style="list-style-type: none"> ▪ up to 4 student and associate members from members anywhere in the world ▪ The Presidents of the Architects' Societies in Scotland, Wales and Northern Ireland.
<p>Is there an SGM process? If so:</p> <ul style="list-style-type: none"> ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise) 	<p>Yes, there is provision for SGMs.</p> <p>1% of the Chartered Members</p> <p>In person or electronically in advance</p> <p>2/3 of total votes in favour, subject to a quorum of over 50 Chartered Members attending or voting ahead of time.</p>



Organisation:	Royal Town Planning Institute
Legal and Charitable Status:	Incorporated by Royal Charter Registered as an Educational Charity
Number of Members:	25,000
What is the trustee / governing body? What size and composition? How are members appointed?	Board of Trustees 17 members of the Institute: Chair 1 (elected by General Assembly) President 1* (see footnote) Vice President 1* (see footnote) Imm Past President 1 (ex officio) Hon Treasurer 1 (elected by General Assembly) Hon Secretary 1 (elected by General Assembly) Chartered Members 6 (elected by General Assembly) Regional Member 1 (elected by General Assembly) Scotland Member 1 (elected by General Assembly) Young Planner 1 (elected by General Assembly) Additional Trustees 2 (appointed by Trustees) * elected by chartered members; must have served as a trustee for at least 2 years within the previous 5
Who Chairs TB? Term	A Chair elected by the General Assembly 2 years (may stand again for a further two year term)
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	Yes - the General Assembly 66 members of the Institute: President 1 (Chair) All other Trustees (if not included below) Fellows/Ord Membs 29 (elected by Fellows/Ord membs) Legal Membs/Assocs 2 (elected by Chartered Members and Legal Associates)) Associates 2 (elected by Associates) Licentiates/Students 3 (elected by Licents/Students) Regional Reps 13 (elected by the Region) Scottish Members 2 (elected by Scottish members) Honorary Members 2 (elected by Trustees) Reps of Associations (elected by Trustees)
Any recent developments or emerging proposals for governance change?	
Is there an SGM process? If so: ▪ how many members can call an SGM	Yes – a General meeting may be requisitioned 50 Chartered Members in person at a General Meeting - no proxy or electronic voting

<ul style="list-style-type: none">▪ how are votes cast at the SGM▪ how are decisions made at the SGM (simple majority or otherwise)	normally a simple majority
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Organisation:	The Royal Academy of Engineering
Legal and Charitable Status:	Incorporated by Royal Charter Registered as a Charity for education/training, economic/community development, employment
Number of Members:	Approx 1,600 Fellows incl Royal, honorary, international and emeritus
What is the trustee / governing body? What size and composition? How are members appointed?	Trustee Board Maximum of 15 (but normally 13) including the President as Chair: President (Chair) 1 Presidential NomCo seeks nominations from Fellowship, short-lists and interviews. Preferred nominee put to Council and AGM for approval to serve no more than one term of up to 5 years. Board Members 9 elected directly by and from the Fellowship for a 3-year term, renewable Vice Presidents up to 3 elected from the Board - normally 2 (currently VPs for Committee Coordination and Fellowship Engagement) Governance 3 Governance Committee chairs, selected by Nominations Committee from the Fellowship and approved by the Fellows to chair Finance, Audit and Risk and Membership committees for a 3 year term Co-opted members up to 2 can be co-opted by the Board – not necessarily Fellows
Who Chairs TB? Term	President 5yrs
Is there a strategic advisory / supervisory body? What size and composition? How are members appointed?	No
Any recent developments or emerging proposals for governance change?	New arrangements were implemented in September 2014 following approval by the Fellowship at an EGM
Is there an SGM process? If so: <ul style="list-style-type: none"> ▪ how many members can call an SGM ▪ how are votes cast at the SGM ▪ how are decisions made at the SGM (simple majority or otherwise) 	Yes (EGM) The Board or not less than one tenth of the Fellowship In person at the meeting or by proxy in advance Simple majority, except for a Special Resolution which requires a two thirds majority of Fellows who vote