



Governance Handbook

2021-22

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Sections

Section 1

Governance, Management and Leadership 3

Section 2

Trustee Board – and how it runs 22

Section 3

Council – and how it runs 27

Section 4

Staff Organisation 32

Section 5

Annexes 51



Section 1

Governance, Management and Leadership

- Introduction
- The ICE: A Charity and Membership Organisation
- Trusteeship and the Trustee Board
- Governance
 - The Trustee Board
 - Council
 - Trustee Board Subordinate Committees
 - The Staff
 - 2022 Plan: What has been agreed

INTRODUCTION

1. This Handbook sets out how the Institution is governed, managed and operates. It is specifically aimed at Trustees and members of the ICE Council and has been designed to provide the information they need in one document. While the Institution's By-laws are the authoritative document, this handbook provides a simple guide, drawing out the key regulations and protocols. What this book does is to set out sensible best practice based on the experience gained by the Institution over a number of years. The Secretary or, in the Secretary's absence, the Head of Governance, is always available to provide additional guidance, to answer questions of process or procedure, or to act as sounding board for Trustees and Council members. More detailed guidance on particular aspects is included in subsequent sections.

THE ICE: A CHARITY AND MEMBERSHIP ORGANISATION

2. The ICE is a global organisation with its head office in London. It is a complex (and sometimes complicated) organisation. It relies heavily on the engagement, enthusiasm and professionalism of its members, and particularly benefits from those who are active participants of the Institution. Of its 96,000 members, around 46,000 are professionally qualified. The membership consists of a number of grades: Hon FICE, FICE, MICE, AMICE; and members hold a range of professional qualifications: CEng, IEng and EngTech. About 25% of ICE members are non-UK nationals. It is important to remember this because debates can often be focused on the interests and views of the UK, or English, membership. Of those who are not professionally qualified, the vast majority are graduate members (who have been awarded a qualifying degree) and student members (who are studying for a qualifying degree); collectively the graduate and student members are known as 'aspiring members' (which also includes those moving up through the qualification grades).
3. The "ICE Group" is a strategic partnership that embraces the three independent entities: ICE, Thomas Telford Limited and the ICE Benevolent Fund. The ICE is a charity "an organisation of members"; it is not a trade body, trade union or CIC. As such the Institution is registered as a charity in England and Wales, and also in Scotland. This is important because it determines how the ICE is governed. The ICE's charitable object is set out in its' Royal Charter object: to foster and promote the art and science of civil engineering. It does so mainly by educating, qualifying and regulating civil engineers. So, while the Institution is a membership organisation which could not function without its members, it exists not for the benefit of its members but for the public good. The Institution's express object is to deliver the general advancement of Mechanical Science, and more particularly for promoting the acquisition of that species of knowledge which constitutes the profession of a Civil Engineer, being the art of directing the great sources of power in Nature for the use and convenience of man, as the means of production and of traffic in states both for external and internal trade, as applied in the construction

of roads, bridges, aqueducts, canals, river navigation and docks, for internal intercourse and exchange, and in the construction of ports, harbours, moles, breakwaters and lighthouses, and in the art of navigation by artificial power for the purposes of commerce, and in the construction and adaptation of machinery, and in the drainage of cities and towns.

4. Whilst the current Charter remains unchanged, definitions of 'Civil Engineering' have evolved over the years to articulate the concept in contemporary terms and reflect changes in syntax, language, technology and the profession itself. There is significant potential to hold endless slightly navel gazing debates about the definition of "civil engineering" and, while fascinating to civil engineers, the end result of such debates makes little practical difference to the way members or the Institution operates. In 2007 Council updated its definition of civil engineering as follows:

"Civil Engineering is a vital art, working with the great sources of power in nature for the wealth and well-being of the whole of society. Its essential feature is the exercise of imagination to engineer the products and processes, and develop the people needed to create and maintain a sustainable natural and built environment. It requires a broad understanding of scientific principles, a knowledge of materials and the art of analysis and synthesis. It also requires research, team working, leadership and business skills. A civil engineer is one who practises all or part of this art".

TRUSTEESHIP AND THE TRUSTEE BOARD

Trusteeship

5. Trusteeship carries a duty of prudence and a duty of care. In carrying out their duties members of the Trustee Board are required to operate in accordance with UK Charity Commissioner guidance, and the UK Charities Act 2011 and the Charities (Protection and Social Investment) Act 2016 and with the Institution's professional code. For trustees the most important deduction from the Institution's Charter is that the ICE operates for the benefit of society ("the use and convenience of man"). Trustees should, above all, be governed by the Institution's charitable objects. And trustees have a duty to ensure that they leave the Institution in the same, or better, state than they found it. It is important that Trustee Board members 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 the Charity as a whole not on behalf of any one grouping or constituency;

- the ICE complies with all relevant law;
 - 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.
6. As such the ICE Council, when it was still acting as the Trustee Board, agreed that to govern the Institution effectively members of the Trustee Board must have the following competencies:
- Knowledge and understanding of the objectives and range of activities of the Institution, the role of the Trustee Board and key internal and external stakeholders;
 - The ability to think at a strategic level, understanding both the process of development and implementation of policy and the implications of strategic and policy decisions on the Institution's resources;
 - Analytical understanding and a logical approach to problem solving;
 - Ability to see the external environment as others see it;
 - Ability to promote the Institution internally and externally in a positive and constructive way;
 - Leadership ability, influencing others and taking decisions as necessary;
 - Understanding of team member role, and listen/work constructively with others;
 - Specific skills to enhance professionalism including presentation (technical and practical), oral communication, and interpersonal skills.
7. The Orr Commission recommended that a Trustee Role Description be developed, which Trustee Board candidates must accept before they stand for a position on the Board. The role description outlines the general duties and requirements of a trustee based on the Charity Governance Code, the Orr Commission and recognised best practice. It is available to view as part of the Trustee Board Terms of Reference.

Maintaining Momentum

8. One of the challenges that new Trustees often face is the requirement to gain a rapid understanding of general ICE business, and particularly what has already been agreed, and what is the subject of ongoing debate. Many charities find that, when they change trustees, they mark time as old issues, or issues already debated and disposed of, are reopened. This takes up precious Trustee time and

constrains the activity of the staff that is inevitably keen to press on in accordance with extant strategic direction.

9. To mitigate this, the ICE runs an induction programme, usually in October, for new trustees at which the DG&S sets out the issues of the moment, and explain the plans for the forthcoming 18 months. The timing of the induction is designed to suit trustees, and the staff may run several inductions in line with individual trustee's diaries.

THE TRUSTEE BOARD

10. In accordance with Article 5 of the Royal Charter, the government and control of the Institution, its property and affairs, is vested in the Trustee Board. It meets no fewer than five times a year. Trustees have been elected to govern the Institution on behalf of the members and are therefore expected to prepare for, and attend, meetings of the Trustee Board and to make appropriate contributions. Failure to attend three consecutive Trustee Board meetings will automatically result in the President asking a trustee whether they have the time and commitment for the appointment. The constitution of the Trustee Board, its method of election, powers and proceedings are defined in the its Terms of Reference, which can be found at Annex C10.
11. The ICE Nomination Committee oversees the process for selecting trustees. In principle, the trustees should be members of the Institution (of any grade). But in recommending the appointment of trustees, the Nomination Committee ensures 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 have a diverse make up, 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.
12. The President chairs the Trustee Board as “the senior presiding member”. The Orr Commission considered the composition of the Trustee Board. Consequently, the Trustee Board consists of the President and three Vice Presidents. Subject to annual confirmation by Council, the Vice Presidents will in time succeed to the Presidency. Additionally, the ICE Council elects three Council members to serve as trustees. The membership elects four trustees in an annual ballot. Finally, the Nomination Committee nominates one trustee to ensure the Trustee Board has the full suite of skills it needs. The make-up of the Trustee Board in 2022 is slightly different to that described above. This is because the Institution is transitioning from old to new governance arrangements. In his report, Orr was very clear that incumbent trustees should not lose the title of Vice President if they already held it.

13. For the 2020-21 session the Trustee Board is constituted as follows:

President	Ed McCann
Senior Vice President	Keith Howells (to be President 2022/23)
VP Membership	Anusha Shah (to be President 2023/24)
VP Carbon & Climate	Prof. Jim Hall (to be President 2024/25)
VP Learning Society	Richard Threlfall (to Nov 2022) ¹
Trustee, Policy and External Affairs	Jonathan Spruce (to be Nov 2024)
Trustee, UK Regions	Paula McMahon (to Nov 2024)
Trustee, International	Dr Sabih Khisaf (to Nov 2023)
Trustee, Finance, Assurance & Risk	Andy Alder (to Nov 2022)
Trustee, Professional Conduct & Ethics	Richard Bayfield (to Nov 2022)
Trustee, Member Engagement & Relationship with Council	Julie Bregulla (to Nov 2022)
Trustee, Communications	Liz Waugh (to Nov 2022)

14. The Trustee Board is responsible for the successful operation of the charity. One of its key functions is to set, and oversee the delivery of, the strategic direction for the Institution. Additionally, the trustees are responsible for all elements of financial, legal and regulatory compliance of the ICE wherever it operates around the world. While the Trustee Board is responsible for the effective operation of the Learning Society function, it looks to Council, in line with the Orr Recommendations, to operate as the “Pinnacle of the Learning Society”.

15. There are clearly two issues at stake for trustees: they must set direction; but they must also be satisfied that the ICE is discharging its responsibilities properly. Getting the balance between the two is probably the most challenging problem that the Trustee Board faces.

16. Ensuring that the ICE is discharging its responsibilities properly is the easier task. Proper use of subordinate committees and expert panels, drawing on the Audit Committee if concerns arise, and issuing clear delegations, with the associated responsibility and authority, should reassure trustees.

¹ Richard Threlfall was appointed as Vice President under the old governance regime and therefore retains the title Vice President, but he will not, on current plans, succeed to the Presidency.

While the Trustee Board will inevitably need, on occasion, to delve into matters of detail, this should be a rare exception. Charity trustees can be tempted to resolve issues themselves: “policy on the hoof”. This is fine, so long as the Trustee Board genuinely understands the issue, its effects and implications of the decisions taken. But wise trustees identify and dissect problems, and then specify the questions they want answered, perhaps with some broad strategic direction, and then delegate the detailed resolution to a subordinate committee setting clear limits and freedoms on the nature of that delegation. Above all, they should specify what they wish to be achieved: an outcome that describes what good would look like. It should be very rare for the ICE Trustee Board to delegate a matter to any but the DG&S, its own committees or to the Council.

17. The Trustees are required to prepare true and fair financial statements, in accordance with the applicable financial reporting framework and are required to maintain a satisfactory system of internal control over the Institution’s transactions. One consequence of this is that trustees need to provide ICE with details of all parties they are connected with that are considered to be related parties of the Institution and any transactions between ICE and those related parties. In signing the Related Party Transaction Certificate, trustees are declaring they are not disqualified from acting as a Trustee because of Section 178 of the Charities Act 2011.
18. On 1 August 2018 charity automatic disqualification rules changed to include new disqualification reasons for trustees and some charity senior manager positions (chief executives and finance directors - and those in equivalent roles). New reasons for disqualification include being in contempt of court, being named under particular anti-terrorism legislation or being on the sex offenders register. Trustees, the Director General & Secretary and the Group Finance Director sign a declaration of eligibility and responsibility at the start of each session.
19. The Institution’s By-laws offer individual trustees protection against personal liability. The Institution further indemnifies itself by carrying trustee indemnity cover. Thus, all claims from third parties, except in respect of criminal acts or gross negligence, are fully mitigated. To qualify for Charity Trustee Liability Insurance, trustees must sign an Insurance Criteria Declaration. Disqualification reasons for insurance cover are similar to the rules for trustee disqualification; the additional item to the declaration of eligibility and responsibility is that Trustees must consent to having their information shared with insurers.

How it can go wrong: oversight and conflicts of interest

20. There is a presumption by the Charity Commission that trustees seek to do the best for their Charity. The Charity Commission does not expect a trustee to be expert in every aspect of the management of the Institution. But the Commission does expect trustees to appoint specialist committees to undertake that business; and to provide adequate supervisory mechanisms to ensure they are operating in accordance with Trustees' direction.
21. Few charities attract attention from commissioners. Of those that do, it is normally not because trustees acted criminally, but because they lost sight of the purpose of the charity, and their responsibility for that charity. The simplest maxim is to remember one's duty of prudence and care, one's responsibility to leave the Charity in a better position than one found it, and of the need to guide and steer the charity rather than manage every minor detail.
22. Trustees should not be in a position where their personal interests and their duty to the charity conflict. In order that potential conflicts are declared openly, a register of Trustee's interests is maintained and updated annually at the start of each session. This is particularly important and can be overlooked. This has also been extended to Council members, as they are the key advisory body to the Trustee Board.

Further Reading

23. Further guidance can be found in the following Charity Commission guidance documents, links to which can be found at Appendices A1 – A3.
 - A1 - The Essential Trustee: What you need to know, what you need to do – this highlights key areas to note in terms of either a legal requirement or of good practice.
 - A2 - Trustee expenses and payments - trustees are not entitled to receive any payment out of the charity's funds, other than reasonable and necessary out-of-pocket expenses, such as the cost of travel to attend meetings. There are limited exceptions to this rule. This is explained in more detail in this booklet.
 - A3 - Charity governance, finance and resilience: 15 questions trustees should ask – trustees need to be able to identify critical issues - the charity's purposes and plans, its solvency, its resilience and quality of governance - and to be able to review these at regular intervals. These 15 questions help trustees to carry out such a review and decide what they need to focus on.

COUNCIL

24. The Council supports the trustees in ensuring ICE is considered a global centre of excellence championing the role civil engineering plays at the heart of society. While the ICE Council is mainly advisory, it has an essential role to represent the views of the membership to the Trustee Board. Members of Council continue, as has always been the case, to be elected by the membership and they are responsible for annually approving, or not, the appointment of the Trustees. This ensures that the membership retains control of its Institution and was a key Orr recommendation. Council also directly appoints three of its members to the Trustee Board, six to the Nomination Committee, and up to three to the Audit Committee.
25. Council meets 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. Council also tenders advice to the Trustee Board concerning the conduct of the ICE's affairs generally and on any other matters referred to it by the Trustee Board. The detailed constitution and terms of reference are in Annex C3.
26. 2021 was an important one for Council as the Institution completed its transition to the new governance arrangements recommended by Orr and agreed by members in the 2018 and 2020 ballots. As such the Council has taken much time and effort to host open, inclusive and passionate debates on a range of issues that affect society. Achieving this has been a real achievement and Council seeks to build on the success of 2021.
27. The Council meets for four times a year, each time for a full day. The days are divided into two sessions: in the morning the Council looks at the strategic issues facing civil engineers and civil engineering. In the afternoon, Council discusses Institutional business. In principle, two of the days are virtual, and two are face to face events in the ICE's Headquarters in Great George Street. Subject to any coronavirus restrictions we plan that the December 2021 and July 2022 sessions will be physical (but with full virtual access for those who cannot attend in person) and that the April and October 2022 sessions will be virtual only.
28. The morning sessions are deliberately designed to be externally facing and concentrate on the five strands of ICE's knowledge programme: the decarbonisation of our industry; resilience and climate mitigation; availability of potable water, sanitation and clean energy; productivity and data and digital technology at the heart of infrastructure and enhancing knowledge, insight and ethical understanding in key civil engineering disciplines. The trustees and the members look to Council to set an exciting, vibrant, relevant and challenging agenda of debate and interaction. It should appeal not just to our

membership, but to all of those engaged in our industry. It should look globally and should constantly be looking at how we can provide better societal value. Setting that agenda is difficult and Council members should engage early with the DG&S and President to maximise the impact of the time available.

29. The afternoon sessions are for Council to look at some of the issues facing the profession and our membership “ Institutional Business”. There is always a danger that these sessions turn into a form of institutional navel gazing, and this should be avoided. The Institution has proved highly effective in the past at staging debates which are marginally relevant to most of our membership about arcane details. But our membership does look to the Council to provide the professional lead on the ethical, moral and taxing challenges we face as practicing engineers. Council is the place to hold this debate, and in doing do, it should not be afraid to draw on the expertise and insight of those who may be outside our membership.

TRUSTEE BOARD SUBORDINATE COMMITTEES

30. The By-laws provide that the Trustee Board may delegate any of its powers to the Council, to other Institution committees, or to the Director General and Secretary of the Institution. These committees and individuals are accountable to the Trustee Board for actions carried out in the name of the Trustee Board and of the Institution. Accountability is key: there is little point in delegating any issue unless the body to which that activity is delegated is accountable. In practice most activity is therefore delegated to the Director General and Secretary. Member committees are also responsible for ensuring that the Trustee Board has an opportunity for effective input to the evolution and development of Institution policies. Terms of reference for the major committees are approved by the Trustee Board. Committees may comprise members of the Trustee Board, Council, members of the Institution, and lay members – i.e. non-ICE members. The nine principal ICE committees, each (with the exception of the Audit Committee and GSNet) chaired by a trustee are:

- Audit Committee
- Finance, Assurance and Risk Committee
- Membership Committee
- Learning Society Committee
- International Committee
- UK Regional Affairs Committee (UKRAC)
- Policy and External Affairs Committee
- Communications Committee
- Graduate and Students Network (GSNet)

31. Each committee or panel deals primarily with policy matters and reviews progress. Issues which require advice or input from members may, through a process of delegation, be referred to individuals with the appropriate knowledge and experience rather than to the full committee. Chairs, Vice-Chairs or staff, may take this action, but remembering that they are always accountable to their committees or panels. Subject to the approval of the Trustee Board and within the constraints of the relevant departmental approved budgets, committees and panels may set up sub-committees or panels for a continuing purpose. The Director General and Secretary can authorise the establishment of panels or working groups for a specific task ('lived' panels).
32. In general, committee members serve for a period of three years, which may be renewed once. In total members can serve for three terms on a committee, with only two of those terms being consecutive. A Panel member can serve longer than six years consecutively but only if the Panel Chair makes a case to the Trustee Board as to why no other individual could be appointed. The Trustee Board must then give express agreement to the appointment. The membership of each committee is reviewed annually by its chair in discussion with the appropriate ICE Director. The Institution is making every effort to ensure that the membership of our committees is diverse and inclusive. This means a mix of all protected characteristics, age and experience. Graduates and Students can gain particular benefit through early experience to senior committees helping them to broaden their understanding of how big organisations operate.
33. To ensure that there is a connection between the activities of committees and Council, the membership of major committees includes one or two members of Council. Each year prior to the start of the session members of Council are approached to fill any vacancies; this process is actively managed by the Head of Governance to ensure committees have the right make up of skills and experience. Once these positions have been filled and the new committee members have agreed their individual appointments, the list is submitted to the President for formal approval at the beginning of the new session.
34. The programme of committee meetings for each year is determined early in the preceding session and published in the ICE master calendar. The frequency of meetings of each committee is determined by the chair, taking into account the volume and urgency of business to be transacted.
35. The quorum for all ICE committees and panels is half their formal membership plus one additional member. When no quorum is present five minutes after the meeting is due to commence, the meeting may proceed provided that the absence of a quorum is recorded in the minutes and in any resulting recommendations.

Audit Committee

36. The Audit Committee has an independent role as an overview committee for all aspects of the operation of the ICE Group.

Finance, Assurance and Risk Committee

37. The Finance, Assurance and Risk Committee is responsible to the ICE Trustee Board to provide oversight on the financial security and long-term stability of the ICE Group.

Membership Committee

38. The Membership Committee is responsible for the role of the Institution as a qualifying body and for delivering the Qualifications, the professionalism element of the Professionalism & Knowledge and Education & Inspiration strategic strands. The Committee admits, on the Trustee Board's behalf, persons to the Membership Roll at all grades in accordance with the Royal Charter and By-laws as set by the Trustee Board and the membership. It is also responsible for:

- ensuring that the Institution complies with, as appropriate, the registration requirements of the Engineering Council and the Society for the Environment (SocEnv);
- transfer between grades;
- reinstating former members where appropriate;
- providing the policy for, and guidance on, matters pertaining to education and careers advice given to the pre-19 (school student) age group;

39. The Membership Committee deals primarily with policy matters. It has a number of subsidiary panels with specific responsibilities.

Learning Society Committee

40. This committee is responsible to the Council for the stewardship of the Institution's learning society activities and is chaired by the Vice President Learning Society.

International Committee

41. This committee is responsible for overseeing the Institution's representation in the nine international Regions: Europe; South Asia; Middle East; South East Asia; Americas; Africa; Australasia; East Asia and Hong Kong. It recommends ICE's international strategy for approval by the Trustee Board. It ensures effective and consistent support by all ICE functional divisions for the international organisation in country, with a view to providing the full range of ICE support and services to international members and to raising ICE's profile and influence world-wide. Responsibility for the Institution's relationships with sister international professional engineering institutions rest with the Committee, as does responsibility for appointing the voluntary ICE International Representatives.

UK Regional Affairs Committee (UK RAC)

42. This comprises the chairs of all UK ICE Regions, and all UK Regional Council members and is chaired by the Trustee, UK Regions. The Committee is responsible for advising the Trustee Board on the steering of ICE's regional strategy.

Policy and External Affairs Committee

43. The Policy and External Affairs Committee is responsible to the Trustee Board providing strategic direction in matters of government relations and public. The Committee is supported by the Policy and Public Affairs Division, to develop and provide actionable recommendations for governments, industry leaders and political decision makers (most notably ICE's annual State of the Nation reports).
44. The aim of the committee and staff team's work focuses on understanding what society needs from infrastructure and the built environment, using the knowledge of ICE members to ascertain potential solutions to that need and developing policy positions in response where applicable.

Communications Committee

45. The Communications Committee is responsible to the Trustee Board for ICE's internal and external communications, press and media. The Committee leads on the Royal Charter's requirement that the Institution promote[s] the art and science of Civil Engineering.
46. The committee contains various communications specialists from within the industry, who provide direction to the Trustee Board, to feed into the strategic vision for the Institution. The Committee is supported by the Communications Division, which consists of staff from a variety of backgrounds including press, digital media, member engagement and social media.

Graduate and Students Network (GSNet)

47. GSNet is responsible for mobilising the activities of the graduate and student membership of the ICE, and for expressing the views and comments of Graduate and Student members to the Trustee Board. It is open to the Chair of GSNet to attend Council meetings as an observer. Two non-Graduate members of Council are selected by the GSNet to act as liaison members for the group.

THE STAFF

48. Trustee Board and Council are supported by a board of directors led by the Director General and Secretary:

Director General and Secretary	Nick Baveystock
Deputy Director General & MD TTL	Chris Gibson
Group Finance Director	Susan Bailey
Director Membership	Seán Harris
Director Engineering Knowledge	Mark Hansford
Director Communications	Tas Bhanji
Director Group Support Services	David Tullett
Director Policy & Public Affairs	Chris Richards

49. The Trustee Board and Council should work with the staff to determine the important issues and agenda of the organisation. This should be a two-way process – Trustee Board and Council members should develop an understanding of what are seen as the critical issues by management, but at the same time, their knowledge of the views of the membership should help to both inform management judgement and focus attention on wider issues. A productive and mutually supportive relationship must be developed between the Trustee Board, Council members and the staff.

2021 PLAN: WHAT HAS BEEN AGREED

Introduction

50. New trustees and Council members bring a whole range of new ideas and experience. Harnessing these to best effect is a core task for both the President and the DG&S. We have found from experience that it is important new trustees and Council members understand what plans have already been put in place so that they know what the staff have been directed to achieve, and which direction of travel the volunteers are following.

51. The ICE is a complex and complicated organisation that operates across the world. It is subject to multiple jurisdictions, legislative anregulatory requirements and tax regimes. The ICE Plan coordinates

our activity. For the last three years it has been based on three dials: growing the membership; providing whole life learning; and shaping the big issues. And it is based on what we will achieve, rather than what we will be. The Plan is summarised below but can be read in full [here](#).

52. 2020 and 2021 have been very challenging years for all organisations. The ICE was no exception. Looking forward, inevitably we are going to have to do things differently: but the Trustees' strategy has stood the test of the C-19 virus and remains the same. **Our purpose has always been, and remains, to improve lives by ensuring the world has the engineering capacity and infrastructure systems it needs to allow our planet and those who live on it, to thrive.** We want the Institution to be an externally facing, global **beacon of excellence**, respected for being exciting, trusted, authoritative, insightful, proactive, ethical, fair, and above all, independent.
53. We have learned a lot since the various lockdowns. We have made great steps in catching up on the use of digital technology. Things we thought impossible are now easy. It is perfectly possible to make decisions digitally. The quality of the discussion and decision making is better. Digital reviews are not only possible, but they give access to a much greater global potential membership and smooth the demand curve by being available all year rather than just at certain times of the year.
54. Many members don't attend physical ICE events. But we know from repeated surveys that members want knowledge digitally. Digital events reach up to 10 times as many members and attract better speakers. We have proved that digital knowledge events can be delivered and managed centrally but available globally. We also know that our members enjoy contributing to the debate and being asked to be involved in ICE working groups. We must capitalize on their knowledge and insight and instinctively ask them to answer the questions posed to the Institution.
55. Many members look to the ICE for networking opportunities and face-to-face engagement and is a core part of the Institution's value. This will be delivered regionally by local committees and associations. Some members also want to meet socially and like visiting sites of interest to develop their professional knowledge. This is unlikely to change.
56. Therefore, the ICE offer will be digital in principle and will be much better as a consequence. As such the ICE website will be the primary platform for knowledge content and we will look to integrate video conferencing platforms within it during 2022. As part of this the ICE needs to upgrade its membership database management software. This is a multimillion pound programme which has been in train for two years and is known as ICE CONNECT (previously Project Telford). This programme is managed By David Tullett and is overseen by a Steering Group chaired by 2020 President Paul Sheffield.

57. The Plan has thus been crafted to deliver this and each division has been given a series of tasks.

Membership Division (Sean Harris)

58. The role of the membership division is to support aspiring engineers with education, inspiration, advice, guidance and leadership to allow them to take their place as professionals in whom society has faith and to whom society turns for solutions. As such D Membership will:

- a. Consolidate the structural changes brought about by the COVID recovery plan to deliver a world class offer, digitally;
- b. Deliver the International Strategy concentrating on the countries prioritized by the International Committee;
- c. Deliver Trustees direction on E&I representation on ICE committees and panels with particular emphasis on achieving 30% diverse representation²;
- d. Deliver routes to membership for those who would not naturally see ICE as their professional home even though they work in infrastructure or civil engineering.

59. Infrastructure is currently evolving and in our increasingly digital world we need to understand how infrastructure ecosystems interact with each other. If we are to remain relevant to modern infrastructure professionals it is vitally important that we understand how professional needs are changing and in particular how often they cross traditionally defined engineering boundaries. D Membership will continue to lead this programme as part of the broadening work, but it will be closely integrated with the member led “Future Civil Engineer” programme.

60. D Membership will oversee all IPD, assess CPD and will take on the administration and oversight of all specialist registers including the Reservoirs Panel. The underlying principle is that D Membership will ensure that our members are fit for purpose at whatever stage of their career they are. D Membership will through the Professionalism Panel, articulate the generic CPD knowledge needs of the membership and the needs of those working within civil engineering specialisms and will provide feedback to DEK. Furthermore, if, and when, reviewers recommend the amendment or updating of training or knowledge courses, the articulation of new product will be provided to DEK. The dispute resolution service, contract training courses and the independent panels for Crossrail and HS2 will remain with DEK.

61. The role of the Regional Director (RD) is to represent the Institution at a regional level. RDs will work at a regional level providing advice to decision makers with a list of regional contacts who can provide expert advice. Volunteers will manage site visits, networking events and the like to ensure we do not lose the camaraderie that has built up amongst some groups of members. But there should be a

² The 30% figure covers the combined representation of gender, ethnicity, sexual orientation.

presumption that the central digital knowledge programme will meet the *CPD* needs of our members. The RD will ensure administrative support to Annual Dinners and similarly large events, the administration of which will be managed centrally by D Regions.

The Knowledge Division (Mark Hansford)

62. The role of the Knowledge Division is to draw on learning from across the world to build a body of relevant, reliable knowledge created through experience, analysis, insight and science to enhance the technical competence and understanding of our members so that they can, in turn, identify and shape the engineering solutions needed to solve the challenges we face. All knowledge creation, knowledge events, knowledge curation and dissemination will fall to Director Engineering Knowledge (DEK). DEK will oversee the State of the Nation, the Strategy Lecture series, and a new programme addressing major lessons learned. DEK will oversee all specialist panels, Specialist Knowledge Societies relationships, committees, Task and Finish Groups, lessons learned and will provide a digital engineering knowledge programme, designed to bring professionals from across the world together to swap ideas and experience. This programme will ensure that every week there will be one knowledge event that is relevant to any member, whatever their position or experience. We will build our communities of practice around these events. This package is a significant improvement on the current knowledge offer, but we will need to ensure that our members know about the programme and are able to access it effectively.
63. Our critical priority is to collaborate with others to realising the achievement of the UN Sustainable Development Goals. Therefore, over the next five years we will build a knowledge programme around five key themes.
- e. Placing the **decarbonisation** of our industry at the heart of our agenda in line with UNSDG 9.4 and in collaboration with the ASCE-led International Coalition for Sustainable infrastructure. This programme is called *The Carbon Project*;
 - f. Working with others, both in UK and overseas, to **build resilience and mitigate the significant effects of the climate change** in line with UNSDG 13. This work follows on from the 2018 Global Engineering Congress and is closely linked to *The Carbon Project* but will address more than decarbonisation;
 - g. Transforming the **availability of potable** water and sanitation across the world. The Institution agreed with other global PEIs to take the lead on this programme as part of our commitment to UNSDG 6 and will forge partnerships with other organisations to accelerate progress in this key area. By extension this theme also encompasses work to deliver UNSDG 7: affordable and clean energy;
 - h. Transforming the **productivity** of our industry by driving modern methods of procurement and manufacture, establishing data and digital technology at the heart of global infrastructure in line

with UNSDG 8 & 9. This will require work with governments, clients and the supply chain should have the Enabling Better Infrastructure programme and Project 13 at its heart. By extension this theme also encompasses a technology-focused mobility and transportation programme (SDG 11);

- i. Enhancing the **knowledge, insight and ethical understanding** of engineers wherever they work across the world. This programme will include the Strategy lectures, CPD knowledge creation, support to DMembership in IPD knowledge creation, State of the Nation, Lesson Learned Reports, and the product of our communities, panels and committees. The agenda will be set by Council in its role as the pinnacle of the Learned Society.

64. Each of these programmes is led by a senior member, supported by volunteers and a dedicated member of the knowledge team. Council, advised by DEK and D Policy, will determine the specific outcomes to be achieved from each programme and will monitor the effectiveness of the programmes with particular reference to what they achieve, rather than just the production of reports and studies.

Policy Division (Chris Richards)

65. The role of the Policy Division is to support decision makers by providing authoritative, evidence based, impartial and relevant infrastructure advice on which they can rely. International policy work such as building relationships at Davos and crafting UN policy remains with D Policy.

66. D Policy concentrates on building relationships with the Westminster government to influence ministers, senior officials, opposition and other politicians. D Policy is responsible for building a network across Whitehall that will ensure that the ICE is abreast of thinking at senior levels in political parties, government departments, other organisations and NGOs such as, but not exclusively: the CBI, TUC, MakeUK, think tanks etc. There will inevitably be cross over between all of the ICE divisions in the relationships we have with *senior* members of the companies who employ our members. The management of these relationships will be overseen by DEK but will require the application of common sense. Similarly, there will be cross over between the work of D Policy and D Comms and, if we are to be more efficient than currently, careful planning will be required to ensure that there is adequate time to prepare the necessary communications campaign for particular policy programmes. So D Policy has been asked to:

- a. Establish proactive ongoing ICE policy positions in the following thematic areas (accented with the ICE's knowledge themes): the systemic policy changes needed to: i) identify the right infrastructure system interventions to ensure the public get the infrastructure they need to live sustainably, ii) get the infrastructure system paying for itself and iii) improve the delivery of projects and programmes;
- b. Demonstrate impact in leading the debate, by securing the following outcomes: i) references to ICE work in documents that inform policy debates (e.g. think tanks, Select Committees, government, Parliamentary record, NGO reports), ii) securing speaking opportunities for ICE

- positions to be presented to a policy focused audience (e.g. oral evidence to select committee inquiries, non-ICE events) iii) having Key Decision Makers responding to our policy positions in person (i.e. through meetings or responding at events we hold)
- c. Plan and deliver an engagement programme that allows senior members of the Institution, industry and decision and policy makers to meet and discuss how best to identify and deliver the infrastructure UK needs;
 - d. Drawing on the expertise of the membership provide informed comment and advice on a day to day basis to the media, politicians, officials and others by establishing a network of ICE Policy Fellows;
 - e. Draw on the Enabling Better Infrastructure Programme and its ongoing update by DEK to signpost global best practice for decision and policy makers;
 - f. Manage the All-Party Parliamentary Group on Infrastructure and run a minimum of 12 events between August 2021 and December 2022;
 - g. Establish policy partnerships (joint events and briefings) with organisations that share our policy objectives, including the policy teams of international organisations and bodies such as UN, development banks, OECD etc.

Managing Director Thomas Telford Limited (Chris Gibson)

67. MD TTL deputizes for the Director General and Secretary as necessary. TTL's four operating divisions work to generate a surplus that is gift aided annually to the ICE. In 2021 we have budgeted that TTL will gift aid £2.5M to the ICE.

Section 2

The Trustee Board – and How it Runs

- Procedure for Trustee Board business
- Frequency of meetings
- Diligent Boards – agenda and papers
- Order of Business
- Format of papers and reports
- Voting
- Records and Minutes
- Reporting of Trustee Board business
- Administration



PROCEDURE FOR TRUSTEE BOARD BUSINESS

Frequency of meetings

1. Trustee Board meetings are held as often as the business of the Institution may require, and no fewer than five times annually. In the 2021/22 session meetings are planned for November, February, March, June and September. The President may direct that an additional meeting(s) of the Trustee Board should be held to discuss a specific or urgent issue. The agenda for each meeting is designed to permit informal exchanges and discussion in addition to the handling of formal business. The session begins on 2 November 2021. The first Trustee Board meeting of the 2021/22 session takes place in November (23 Nov 2021).

Diligent Boards – Agenda and Papers

2. Trustee Board members receive their papers via an app called Diligent Boards. The app facilitates secure and paperless document distribution for committees and boards, and gives members the ability to annotate, highlight or bookmark papers and save any changes made. The app can be downloaded on to any iPad or Windows 8 (or higher) devices free of charge. Any Trustee that does not have access to an iPad or tablet (running Windows 8 or higher) can arrange for the Governance Office to supply a device.
3. The agenda and papers for discussion at the Trustee Board meetings will available to view on Diligent Boards no later than one week before the date of the meeting. No matters other than those detailed in the agenda may be proposed, discussed or voted upon (except as set out for minor/urgent items). Papers and statements may only be tabled for discussion at shorter notice in exceptional circumstances, and subject to the agreement of the President.

Agenda

4. The agenda and the issues to be presented to Trustee Board meetings are decided by the President after advice from the DG&S.
5. With the agreement of the President, any member of the Trustee Board may present an issue or proposal for consideration and debate at a Trustee Board meeting. These generally fall into two categories: substantive items; or minor or urgent items. To ensure that Trustee Board members' issues or proposals are dealt with effectively the following procedures are followed.

Substantive agenda items - substantive items are those requiring detailed research and investigation and not already included in the Trustee Board forward plan. The item should first be discussed in outline with the relevant Vice-President, committee chair or Director to ascertain whether it is already included as an item in the current or future programme. If this does not satisfy the Trustee Board member an initial draft of a paper should be discussed with the DG&S to ensure that the relevant Division(s) can comment, input or act, prior to discussion at the Trustee Board. If the Trustee Board member remains concerned the Chair of the Audit Committee is to be informed and the issue is raised at the Trustee Board. The Trustee Board member should

prepare a final draft of the paper and ensure it is sent to the Governance Office not less than 15 days before the Trustee Board meeting at which it is to be discussed.

Minor / urgent items - are usually dealt with as Any Other Business. Notice of any such item must be given to the Director General & Secretary, through the Governance Office, not less than three working days before the meeting.

Order of business

6. The President will normally chair meetings of the Trustee Board. In the event of the President's absence the chair will be taken by the senior Vice President present. Failing this the meeting may elect any member of the Trustee Board to take the chair.

7. The Trustee Board agenda is divided as follows:

Part 1: Items for discussion

Part 2: Items for clearance without discussion

8. Part 2 will include items which are for noting or information; routine items which require formal approval may also be included. Unless any Trustee Board member indicates a wish to discuss any Part 2 items, by giving notice via the Governance Office not less than 72 hours before the meeting, it will be recorded in the minutes that the items have been agreed or noted, as appropriate.

9. Papers and reports from committees or panels are normally presented by the appropriate Trustee or the chair of the committee or panel, or alternatively the appropriate Director. The presenter is deemed to have the authority of that committee or panel to discuss and, if necessary, expand on the proposals and recommendations submitted. The names of the persons responsible for originating and presenting a paper are included at the top of the paper.

Format of papers and reports

10. Trustee Board papers should normally be limited in length to four pages highlighting the issues and the recommended action proposed. The Governance Office has prepared a format for Trustee Board papers to provide guidance for originators. Papers should be marked by the originator with the appropriate classification:

- **Public after end of Meeting**
- **Private - not for Publication**
- **Commercial - in Confidence**

11. Wherever appropriate, papers submitted to committees or panels should be in a similar format to that prescribed for Trustee Board papers. All papers, submissions or recommendations must set out any financial

and business risk, equality and diversity, as well as communication implications. Papers or reports will normally recommend specific action required from the Trustee Board. Papers should seek to bring about a decision.

Voting

12. If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Trustee Board. Abstaining from voting should be by exception since this can be tantamount to a vote against given the wording of the By-laws as indicated above. Only Trustees may vote, in the case of equality of votes the Chair has a second or casting vote – as indicated in By-law 53.
13. It is important for Trustees to note a fundamental principle of trustee governance: that trustees are individually and collectively responsible for the decisions of the Trustee Board. This is clearly explained in the Charity Commission publication ‘The Essential Trustee’ and was echoed by the Orr Commission.
14. Where a vote is to be taken in the Trustee Board to propose any change to the Royal Charter the resolution must be passed by not less than two-thirds of the members of the Trustee Board present and voting. This must then be put to a vote of the Corporate Members and thence to the Privy Council.

Records and Minutes

15. Formal minutes of Trustee Board meetings, which are a historical record, are taken to note the introduction of papers, describe briefly and concisely any discussion and highlight the decisions taken and action required. The minutes are not intended to be a verbatim record of the proceedings. Minutes are circulated to Trustee Board members once they have been approved by the Chair. Trustee Board members wishing to question the accuracy or completeness of any minute should contact the Governance Office with their comments as soon as possible after receiving their copy. If no comments are received, the minutes may be taken as read at the next meeting. After approval by the Trustee Board, the minutes are published on the ICE website.

Reporting of Trustee Board Business

16. A summary of Trustee Board meetings will be made available to Council after the meeting.

Administration

17. Trustee Board Photograph: An annual photograph of the Trustee Board is taken, usually at the start of the session at the November meeting. The value of the photograph as a historical record is dependent on a full attendance. Copies will be distributed to all Trustee Board members.
18. Meetings may be face-to-face, virtual or hybrid (with some attendees in London and others elsewhere). The experience of the pandemic has demonstrated that there are a range of software solutions to enable meetings and the Governance Office will provide trustees with the necessary links for meetings as required.
19. Travelling and Subsistence: Members are entitled to claim reasonable travel and subsistence for attendance

at Trustee Board meetings. Agiito is an online portal used by Trustees to book hotel rooms and journeys to and from meetings. It is very simple to use and saves you the trouble of having to fill in an expense claim for each meeting, as every transaction is sent directly to our Finance Team. The ICE members' travel policy is available in the members' area of the website. There is also an expense claim form available if a trustee does not book via Agiito. Members are encouraged to take advantage of any special or discounted fares which may be available. All claims must be supported by receipts and forwarded to the Governance Office for approval.

20. Personal Travel Insurance: Members of the Trustee Board, Council and other members of the Institution who travel on ICE business are automatically covered by personal accident insurance effected on their behalf. Details are available from the Group Finance Director.
21. CPD Returns: The By-laws and Admission, Qualification & Training Regulations were amended in November 2018 to comply with Engineering Council's decision to mandate the recording and submission of CPD records from all professionally qualified members to PEIs from January 2019. If any member of the Trustee Board is requested to submit their CPD records to the Professional Development Department they should do so, but Trustee Board members in general should not be singled out, nor given special leave to ignore existing professional requirements and should be monitored in exactly the same way as other members of the Institution.

Section 3

Council – and How it Runs

- Procedure for Council business
- Frequency of meetings
- Diligent Boards – agenda and papers
- Order of Business
- Summary note of key decisions
- Voting
- Administration

PROCEDURE FOR COUNCIL BUSINESS

Frequency of meetings

22. The Council meets four times per year. The 2021/22 session meetings are planned for December, April, July and October. In principle, the December and July meetings will be held physically, although members may attend virtually if they wish, and the April and October meetings will be held virtually. The President may direct that an additional meeting(s) of the Council should be held to discuss a specific or urgent issue. The session begins each year with the Presidential Address on the first Tuesday in November (2 Nov 2021). The first Council meeting of the 2021/22 session takes place in December (14 Dec 2021).

Diligent Boards – Agenda and Papers

23. The agenda and papers for discussion at Council meetings will be available to view on Diligent Boards no later than one week before the date of the meeting. Papers and statements may only be tabled for discussion at shorter notice in exceptional circumstances, and subject to the agreement of the President.

Agenda

24. The Council agenda is set by the President with advice from the Director General and Secretary and taking note of the views and requests of Council members.
25. The Director General and Secretary, Managing Director of Thomas Telford Limited, and the Group Finance Director shall attend all meetings of Council. The Director General and Secretary is to provide a report to Council on the progress of the Institution against the Trustee Board Plan and shall provide secretariat support to Council.

Order of business

26. The President will normally chair meetings of the Council. In the event of the President's absence the chair will be taken by the Deputy Chair of Council, who is elected from Council.
27. The Council agenda is divided as follows:

Section 1 – Strategy Session

The ICE Strategy Sessions are a programme of free online lectures and events led by Council as the pinnacle of the Learning Society. The sessions bring together experts and industry leaders to discuss thought leadership challenges.

Section 2 – Institutional Business

- Confirmation of the notes of the previous meeting
- Matters arising from the notes

- Matters brought forward by the President
- Matters for discussion / decision
- Any other Business

Papers to note

Papers of interest arising from Trustee Board meetings (e.g. Annual Report & Accounts, Result of Ballots etc.) will be made available on Diligent Boards for Council members to note.

Voting

28. If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Council 'physically present and eligible to vote'. Observers and other members in attendance are not permitted to vote. In the case of equality of votes the Chair has a second or casting vote.

Meeting notes

29. The meeting notes are circulated to Council members once they have been approved by the Chair. Council members wishing to question the accuracy or completeness on any of the points should contact the Governance Office with their comments as soon as possible after receiving their copy. If no comments are received, they may be taken as read at the next meeting. After approval by the Council, the meeting notes are published on the ICE website.

Guidelines for Regional Council Members

30. It is expected that members of the Council who have been elected as Regional members will maintain a particularly close link between their respective ICE Region and the Council in order to represent the views of the Region on Council.
31. Regional Committees rely on their Regional Council member to:
- Keep them regularly updated on matters discussed by the Trustee Board and Council and report back with the outcome and decisions made.
 - Make representation to Council on the views of the Committee and the membership in their Region.
 - Distribute, as appropriate, agreed Council papers which are of particular interest to the Committee, and in particular those discussion papers requiring a response from the Committee.
 - Advise the Committee when they are due to retire from the Council and that candidates for a replacement Regional member are required to be considered.
32. In order to achieve this, Regional Council members are expected to:
- Attend meetings of their Regional Committee - most Constitutions state that the Regional member is an ex-officio member of the Committee;
 - Attend all meetings of Council and UK Regional Affairs Committee;

Administration

33. Council members should not be in a position where their personal interests and their duty to the charity conflict. In order that potential conflicts are declared openly, a register of interests is maintained and updated annually at the start of each session. This is particularly important and can be overlooked.
34. Travelling and Subsistence: Members are entitled to claim reasonable travel and subsistence for attendance at Trustee Board meetings. Agiito is an online portal used by Trustees to book hotel rooms and journeys to and from meetings. It is very simple to use and saves you the trouble of having to fill in an expense claim for each meeting, as every transaction is sent directly to our Finance Team. The ICE members' travel policy is available in the members' area of the website. There is also an expense claim form available if a trustee does not book via Agiito. Members are encouraged to take advantage of any special or discounted fares which may be available. All claims must be supported by receipts and forwarded to the Governance Office for approval.
35. Personal Travel Insurance: Members of the Trustee Board, Council and other members of the Institution who travel on ICE business are automatically covered by personal accident insurance effected on their behalf. Details are available from the Group Finance Director.
36. CPD Returns: The By-laws and Admission, Qualification & Training Regulations were amended in November 2018 to comply with Engineering Council's decision to mandate the recording and submission of CPD records from all professionally qualified members to PEIs from January 2019. If any member of Council is requested to submit their CPD records to the Professional Development Department they should do so, but Council members in general should not be singled out, nor given special leave to ignore existing professional requirements and should be monitored in exactly the same way as other members of the Institution.
37. The following may attend Council meetings as observers if they are not otherwise Council members:
 - Chair, Graduates and Students Network (GSNet)
 - Chair, Thomas Telford Ltd
 - Any ICE professionally qualified member, under prior arrangement with the Governance Office and subject to available space.

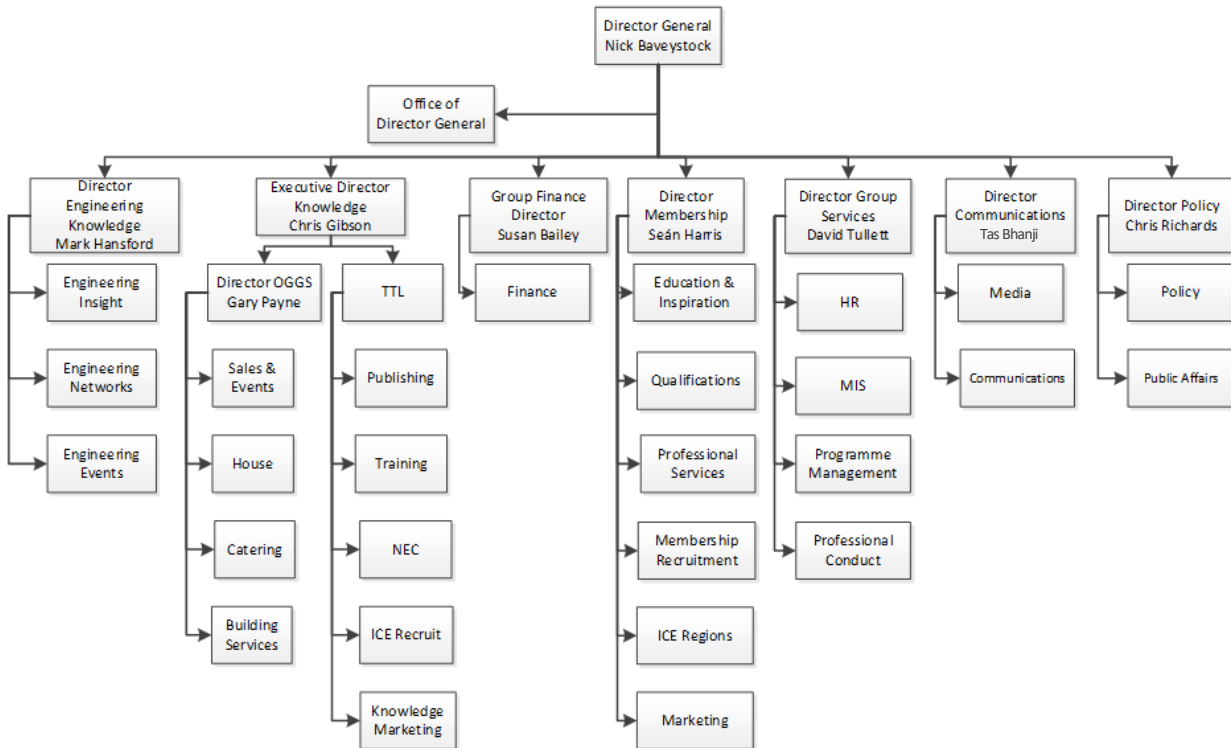
Section 4

Staff Organisation

- ICE Staff Structure
- Office of the Director General (ODG)
- Managing Director Thomas Telford Ltd.
- Group Finance Director
- Director Membership
- Director Engineering Knowledge
- Director Communications
- Director Group Support Services
- Director Policy
- ICE Benevolent Fund



ICE Staff Structure



Office of the Director General (ODG)

The Director General and Secretary (DG&S)

1. The Director General and Secretary leads and manages the ICE staff. The DG&S, through his directors, directs their activities. The DG&S is recommended by the ICE Nomination Committee and appointed by the Trustee Board. The DG&S is the Secretary of the Institution in accordance with By-laws 62 and 63. The duties of the DG&S as Secretary are defined in the By-laws, and as periodically directed by the Trustee Board. The DG&S is responsible for assisting and supporting the President and the Trustee Board in maintaining and enhancing the standing of civil engineering, civil engineers and the ICE.
2. The DG&S is responsible for implementing a creative and dynamic strategy for the Institution and formulating business plans for each sector or division and driving change while remaining sensitive to the democratic nature of the organisation, its heritage and its elected Trustee Board and Council.
3. The DG&S is responsible for the appointment and management of the ICE staff and ensuring the most effective staff structure. When appointing senior directors of the ICE, the DG&S shall be assisted by the relevant Vice President.
4. As the senior permanent staff member, the DG&S represents the ICE on a day to day basis. One of the prime responsibilities of the post is presenting the external profile of the Institution to the general public, Government, and other engineering institutions.
5. The DG&S, together with the directors and staff, maintains a close working relationship on key issues with ICE members, in particular the President, Vice Presidents and members of the Trustee Board and Council.

The Governance Office

6. The Governance Office is the main point of contact between the members of the Trustee Board and Council, past and present, and ICE. The Office provides the secretariat for the Trustee Board and Council. It is responsible for the preparation of the agenda, the co-ordination and quality assurance of papers for presentation, the taking and publication of the minutes, and for promulgating the decisions of the Trustee Board and initiating, and progressing actions following meetings.

Trustee Board and Council Elections: The Governance Office is responsible for managing the election of Vice Presidents and Council members. In November each year, the office circulates letters from the President to all current Trustee Board members, Council members, Past Presidents, Regional Directors and Regional Chairmen, plus an article on the website, inviting nominations for Vice Presidents and candidates for election to Council. The office manages the ballot for the election in conjunction with Electoral Reform Services.

Subscription ballot: The Governance Office conducts a ballot of the membership when required in accordance with By-law 14, on the rates of subscription to be charged for the following year.

Royal Charter and By-laws: Any action to amend the Royal Charter and By-laws requires approval by the Corporate Members. A two-thirds majority is required to approve any amendment. The Governance Office keeps the Charter and By-laws continually under review and progresses any proposed amendments for approval by the Trustee Board before the ballot, and subsequent processing through the Privy Council for agreement.

Honours and Awards: Nominations for Queen's Birthday and New Year Honours, and applications for Fellowship of the Royal Academy of Engineering are sought, coordinated and processed.

Honorary Fellowship: In accordance with Admission, Qualification & Training Regulations 10 and 11, the Trustee Board from time to time appoints Honorary Fellows of the Institution. All nominations for the award of Honorary Fellowship are considered by the Trustee Board before submission for election.

Annual General and Special General Meetings: The Governance Office is responsible for the arrangements for the Annual General Meeting and any Special General Meetings.

Master Calendar - The Governance Office maintains the ICE master calendar and organises the forward planning of dates for major events 2 to 3 years in advance. It is responsible for the overall coordination of ICE activities and events, the publication of the annual Calendar and Committees booklet and the Governance Handbook.

Professional Conduct Department: Supports the Professional Conduct Panel and Disciplinary Board.

The Professional Conduct Panel: The PCP consists of between 10 and 12 Fellows of the Institution, 6 of who are past or present members of Council. One third of the members retire from office annually at the end of the session.

Any allegation of improper conduct on the part of an ICE member is, in the first instance, referred to the Panel. The Panel's primary function is to conduct a preliminary investigation into the allegations made by the complainant, and the rebuttal or admission by the member, sufficient to establish whether or not the accused member has a case to answer. If the Panel does not consider that there is a case to answer, it will dismiss the case. If the Panel find that there is a case to answer that the member may be guilty of improper conduct, but the matter is not serious enough to be referred to the Disciplinary Board, the panel may give advice or a reprimand. Where the Panel find that there is a case to answer that the member may be guilty of improper conduct and the conduct is serious enough for a referral to merit formal disciplinary proceedings, the Panel will refer the allegations to the Disciplinary Board.

The Panel is also responsible for advising Council on matters relating to the professional conduct of ICE members, and the ethics of the profession. It conducts an annual review of the ICE Code of Professional Conduct, and the ICE Advice on Ethical Conduct in conjunction with the Ethics Committee. When appropriate the Panel will recommend amendments to the ICE Rules of Professional Conduct and their associated Guidance Notes. The Panel will also recommend to Council, when appropriate, changes to the Disciplinary Regulations and to the By-laws governing professional conduct.

ICE is a founder-member of the UK Anti-Corruption Forum, established in 2004. The Forum is an alliance of UK business associations, professional institutions, civil society organisations and companies with interests in domestic and international infrastructure, construction and engineering sectors. The Professional Conduct Panel nominates ICE representatives on the Forum, and monitors the Forum's activities and output.

The Disciplinary Board: the Disciplinary Board consists of fourteen former members of Council, including at least five past or present Presidents or Vice-Presidents, and four members who are not members of the Institution. Only seven members are selected from the pool of members to hear a matter referred by the Professional Conduct Panel comprising of five members and two non-members.

Members of the Disciplinary Board may not be members of the Professional Conduct Panel.

The Disciplinary Board hears all allegations of improper conduct referred to it by the Professional Conduct Panel. At hearings of the Disciplinary Board, accused members may represent themselves, be legally represented or be represented by another person of their choice.

Should the Disciplinary Board find a member guilty of improper conduct, it has powers under By-law 39 to impose an order against the member; in the most serious cases, the Board may order that the member be expelled. The Board may also fine the member or make an order for costs.

Misuse of the Institution's Designatory Letters: The Professional Conduct Department is responsible for investigating all allegations about misuse of the Institution's designatory letters, which includes misuse by non-members. In the more serious cases of misuse, this may involve breaches of the Consumer Protection from Unfair Trading Regulations 2008. In such cases the Professional Conduct Department will liaise with local trading standards departments. Such departments may, in appropriate cases, undertake legal proceedings against the person concerned.

Managing Director Thomas Telford Limited

1. The commercial activities of the Institution of Civil Engineers are organised under one company, **Thomas Telford Ltd (TTL)**.
2. TTL is wholly owned by the Institution of Civil Engineers and has its own Board of Directors. The Managing Director is responsible to the Director General and Secretary. TTL is incorporated under the Companies Acts. All the shares in the company are held by the Institution, and the voting rights are normally exercised by the President. All profits are covenanted to the Institution. The Group Finance Director is the Company Secretary.
3. TTL is governed by a Board. The Board comprises of 8-15 directors:
 - *Non-Executive* (4-11, currently 7)
 - Chair
 - Senior Vice President (for year of office)
 - Other directors (2-9)

 - *Executive* (currently 5)
 - Deputy Chair: Director General & Secretary
 - Managing Director TTL
 - Director One Great George Street
 - ICE Group Finance Director
 - ICE Director Group Support Services
4. TTL currently operates in five business areas:
 - NEC
 - Publishing - (The magazine *New Civil Engineer* is published by an independent organisation - EMAP)
 - ICErecruit.com
 - Training
 - One Great George Street (OGGS)

NEC

5. The NEC business unit, works with subject matter experts to develop and publish the NEC suite of contracts. The contracts are available in digital and paper form.
6. The company provides authoritative products and services to support the users of the contracts, embracing publications, training, seminars, roadshows, consultancy and the NEC User Group which provides extensive on-line and in-person support services.

7. The staff team is based in the UK and Hong Kong and its network of subject matter experts is based across the globe.

ICE Publishing

8. ICE Publishing is a world-leading publisher of civil engineering journals, books and ebooks (including ICE's Proceedings journals, first published in 1837) in print and online through the ICE Virtual Library www.icevirtuallibrary.com. Our journals include the flagship *Civil Engineering*, available to all members online. *Civil Engineering* also includes two annual special issues on major projects. The majority of journals are supplied to subscribers online only. ICE Members can subscribe to individual journal titles at a substantial discount.
9. ICE Publishing has a book list of over 1000 titles, with 25 new books published each year. The book list covers construction and all related fields, with an emphasis on publications for practicing engineers, and 350 e-books available via the ICE Virtual Library www.icevirtuallibrary.com.

ICERecruit.com

10. ICERecruit.com operates a job board connecting employers and candidates in the construction sector in the UK and around the world.

ICE training

11. ICE Training provides tutor-led online short courses and e-learning for construction professionals. Over 100 course titles are available, developed and presented by expert practitioners.

One Great George Street

12. Prior to Covid-19 and the restrictions imposed to control its spread One Great George Street Conference Centre had become established as one of London's leading venues. The venue re-opened in July 2021 and is taking bookings for the full range of events it can accommodate. The venue can support a wide range of hybrid events, with state-of-the-art audio visual equipment
13. Members can access the business centre and book meeting rooms. Provision has been made for ICE & TTL staff who cannot work from home while work is carried out on 8 Storeys Gate
14. The present ICE building was erected during the years 1910-1913 on the site of 1-7 Great George Street. The building was designed by James Miller, ARSA, and the foundation stone was laid on 25 October, 1910 by the President, Sir James Charles Inglis.
15. There is a fully serviced Business Centre on the second floor, in the upper library, for members. Desks may be reserved by calling Reception on 020 7665 2020.

Group Finance Director

1. The Group Finance Director is responsible for business planning, the annual budget and twice-yearly reforecast process, monitoring and overall control of income and expenditure, taxation, pension scheme and insurance. They oversee all issues regarding charitable status, liaison with auditors, and review contracts and agreements with third parties. The Group Finance Director is Company Secretary for Thomas Telford Limited, ensuring compliance with all filing requirements for Companies House. The Group Finance Director is responsible for the application of consistent accounting practices, control standards, procedures and systems throughout the Group.

Group Finance

2. Financial Accounting - the Finance Manager leads the team that maintains ICE's accounting records and produces the annual accounts for the ICE Group which comprises the ICE and its subsidiaries, the most significant of which is Thomas Telford Limited. The team deals with UK and overseas tax including Gift Aid and VAT matters, defined benefit pension scheme valuation accounting, investments, treasury and cash management, commercial billing and credit control, and payments to suppliers, members and staff. The team looks after payroll payments in the UK and Hong Kong ensuring compliance with payroll tax legislation in each location including P11d and PAYE settlement agreements (PSA). The team also advises and provides agreed accountancy services for the Specialist Knowledge Societies and various other organisations with which the Institution has a working relationship.
3. Management Accounting - the Group Financial Controller leads the team responsible for production of ICE's budgets & forecasts, monthly financial reports, planning & modelling, as well as intra-group accounting. They also manage the Group Insurance programme including claims. The Group Financial Controller deals with the Valuations office in terms of the rates assessment on the London premises.
4. Fundraising – the Group Finance Director is responsible for dealing with legacies and donations and, should any fundraising activity be undertaken, will ensure that activity is in line with the relevant regulations and best practice.

Director Membership

1. The Membership Division delivers the Education & Inspiration, Professionalism and Qualifications strands of ICE's strategy. Additionally, it focuses on the recruitment of new members and retention of existing members both in the UK and internationally. Director Membership oversees the control and management of the Membership Division.
2. The Membership Division comprises the following departments: ICE Regions, Membership Recruitment, Education & Inspiration (including membership engagement), Qualifications, Professional Services and Membership Marketing.
3. The Membership Division is responsible for delivering the role of the Institution as a qualifying body. The Division establishes and manages standards of engineering education, knowledge, practical training, and professional qualifications and Continuing Professional Development. It is responsible for setting and implementing the regulations and procedures governing the academic standards, qualifications, and procedures for admission to, and transfers between the different grades of membership of ICE, and for maintaining the Membership Roll.
4. This includes responsibility for the Institution's relationship with the Engineering Council, the Society for the Environment, the Construction Industry Council and with other external bodies on education and training matters; and with the Qualifications and Curriculum Authority and Scottish Qualifications Authority on matters affecting National and Scottish Vocational Qualifications.

ICE Regions

5. Support for existing members and delivery of the ICE strategy and plan is provided through Regional Support Teams (RST). Each RST, headed by a Regional Director and supported by administration staff, is responsible for delivering insights and influence in their respective region. Director ICE Regions provides support to the UK Regional Affairs Committee (UKRAC) and the International Committee. Furthermore, the ICE Strategy and Plan is delivered through both UK and internationally-based staff and by working with the volunteer ICE Representatives, of which there are currently 95. Due to the size of ICE membership in Hong Kong SAR, the Institution also supports members there through the provision of a Regional Director (RD) and Regional Support Team (RST). The Institution also has an RD and RST office in Dubai and a regional office in Malaysia. ICE interests in Australasia are met through a singleton ICE regional executive.

Membership Recruitment

6. The Membership Recruitment (MRT) department concentrates on the recruitment of all grades of new members, supporting/mentoring existing members, and activities relating to this up to and including the point of their professional qualification. The MRT also manages the Academic, Corporate and Apprenticeship Partnerships.

Education and Inspiration

7. The Education and Inspiration department is the HQ lead across both the UK and internationally. The department identifies, develops, plan and resources those events which the ICE membership engages with; this includes the schools' visit programme. The department also advises on policy for and guidance on matters pertaining to education, develops and implements the Institution's Pre-19 Strategy, and provides careers advice to the Pre-19 (school student) age group. A subset of this department is *Member Engagement* which is responsible for attracting volunteers, inducting them and ensuring that the Volunteer experience is a wholly positive one. Increasingly, member engagement also identifies volunteers to fill niche capabilities as well as facilitating EDI balance across the Institution.

Equality and Diversity

8. The Vice President Membership and Diversity has responsibility for overseeing the development, and implementation of the Institution's Fairness Inclusion and Respect Action Plan for activities across all areas of the Institution. The Membership Division provides secretariat support to the Fairness Inclusion and Respect Committee.

Qualifications

9. The Qualifications department is responsible for developing clear and effective standards, policies and procedures for admitting persons to the Membership Roll. The department provides administrative support for those Institution awards that recognise individual excellence *en route* to and following professional qualification. The department delivers professional reviews across the world through the ICE reviewer cohort; through the Professional Services team it also engages with standards, policies, and procedures for raising the overall standard of civil engineers' knowledge and professionalism. It focuses on activities following professional qualification. It is also responsible for the monitoring of members' CPD records in line with the Engineering Council's policy. An annual random sampling process has been developed for reviewing professionally qualified members' CPD records. Finally, ICE Subscriptions sits within this department.

ICE Subscriptions

10. The Subscriptions team are responsible for the collection of membership subscriptions, voluntary donations, and members' subscriptions to journals. The membership records held by the team are the source from which the ICE List of Members is produced, together with address information for use in the despatch of *New Civil Engineer*, other magazines and journals, ballot papers, and regional papers.
11. The Subscriptions team also maintains the membership and subscription records of the various Specialist Knowledge Societies and is responsible for the related billing and collection functions. The Department corresponds with members on matters relating to changes of address etc., deaths, erasures, resignations, retirements, reinstatements, remission and reduction of subscriptions, and is the conduit of the pre and post-lapsing telephone campaigns. The Department also liaises with the Engineering Council (EC) on registration matters.

Professional Services

12. The Professional Services department comprises all ICE registers including the Dams and Reservoirs Panel and all learning and development needs to meet member CPD needs. The department manages the specialism registers which in turn reflect the direction of the Professionalism Panel. As the panel prescribes certain areas for annual reflection/study, the department articulates the learning and development product required to support the membership. Once captured and articulated, the department acts as customer with both Engineering Knowledge division and Thomas Telford Limited providing appropriate products.

Reservoir Safety Advisory Group

13. ICE supports the activity of the Reservoir Safety Advisory Group (RSAG). ICE Council appoints members to RSAG on request from the Department for Environment, Food and Rural Affairs (Defra). RSAG assist in the governance of reservoir safety research and development. RSAG is empowered to deal directly with Defra and with the Environment Agency, which is largely responsible for the management of reservoir safety R&D.

Membership Marketing

14. The Membership Marketing department provides support to all departments within Membership Division; it develops appropriate messaging, value propositions, campaigns, and promotional material. It also acts as the interface with wider-Group marketing. The marketing department is a force multiplier and often leads on protracted campaigns aimed at recruiting, retention and assurance.

Ethics

15. The Division is responsible for raising awareness amongst members of the Rules of Professional Conduct and of broader ethical issues affecting the profession. The Division is also the interface with the International Ethics Standards Coalition and the Royal Academy of Engineering Concordat for Diversity and Inclusion.

Directorate

16. The Directorate is responsible for ensuring cross-divisional cohesion. The administrative function ensures the passage of information, maintenance of the Key Issues Register, maintenance of EDI balances across panels and committees and divisional returns to the ODG. Separately, the Directorate also delivers the President's Future Leaders programme, Certificate Presentation Ceremonies, President's Reception, ICE Rewards Scheme and the Talent Management Pipeline.

Director Engineering Knowledge

1. The Institution was founded as a learned society and the grant of its Royal Charter and its status as a registered charity derives from this. The Engineering Knowledge Division fulfils this learning society function and is the knowledge base of the ICE Group. The Division is responsible for the delivery of a digital engineering knowledge programme that will ensure that every week there will be one knowledge event that is relevant to any member, whatever their position or experience. The Director of Engineering Knowledge oversees the State of the Nation, the Strategy Lecture series, a CPD knowledge programme and a new programme addressing major lessons learned. The DEK oversees all specialist panels, Specialist Knowledge Societies relationships, Communities of Practice and Task and Finish Groups. The Division produces conferences, digital events, podcasts, prestige lectures and dinners, round tables, Design Sprints and competitions, awards, best practice guides, briefing sheets, newsletters, responses to consultation papers and the library services. It is also responsible for the dispute resolution and avoidance service and the independent expert advisory panel service.

Vision

2. To draw on learning from across the world to build a body of relevant, reliable knowledge created through experience, analysis, insight and science to enhance the technical competence and understanding of our members so that they can, in turn, identify and shape the engineering solutions needed to solve the challenges we face.

Mission

3. Build competence and expert networks to provide world-class insight and guidance that advances global infrastructure industry performance
4. The work of Engineering Knowledge is governed by the Trustee (Learning Society) and the Learning Society Committee.

Activity

5. The Engineering Knowledge department is building a knowledge programme around five key themes that place delivery of the UN Sustainable Development Goals at their heart:

Decarbonisation: We are placing the decarbonisation of our industry at the heart of our agenda in line with UNSDG 9.4. This programme is called The Carbon Project and will deliver vital tools and guidance that drives industry awareness and performance in delivering low carbon solutions;

Resilience: We will be working with others, both in UK and overseas, to build resilience and mitigate the significant effects of the climate change in line with UNSDG 13. This work follows on from the 2018 Global

Engineering Congress and will proceed in collaboration with the International Coalition for Sustainable Infrastructure (ICSI);

Water & Clean Energy: We will be supporting our members in transforming the availability of potable water and sanitation across the world. The Institution agreed with other global PEIs to take the lead on this programme as part of our commitment to UNSDG 6 and will forge partnerships with other organisations to accelerate progress in this key area. By extension this theme also encompasses work to deliver UNSDG 7: affordable and clean energy;

Productivity: We are helping transform the productivity of our industry by driving modern methods of procurement and manufacture, establishing data and digital technology at the heart of global infrastructure in line with UNSDG 8 & 9. This will require work with governments, clients and the supply chain has the Enabling Better Infrastructure programme and Project 13 at its heart. By extension this theme also encompasses a technology-focused mobility and transportation programme (SDG 11);

Knowledge, insight and ethics: We are working to enhance the knowledge, insight and ethical understanding of engineers wherever they work across the world. This programme includes IPD and CPD knowledge creation, a carbon literacy programme, a design literacy programme, a major project lessons learned/productivity programme and a programme around structural safety that implements the recommendations from In Plain Sight. The agenda is to be set by Council in its role as the pinnacle of the Learned Society.

Working with others

6. The Engineering Knowledge department leads on knowledge relationships with other professional bodies such as the PEIs, RICS, RIBA, CIC, CLC and international bodies such as OECD, UN, UNESCO, WFEO, ECCE.

Promoting best practice

7. The Engineering Knowledge department leads in the ICE Awards and the Presidential medal.

Access to expertise

8. The Engineering Knowledge department maintains a world-leading multi-media engineering resource, a set of knowledgeable, media savvy, and informed talking heads available to support the Policy and Communications departments at short notice and provides access to independent experts for clients seeking independent advice. It also provides the industry with dispute avoidance and resolution services and supports the ICE's associated specialist knowledge societies.

Director Communications

1. The Communications Directorate comprises the Press, Media, Member, Digital, web content Social Media and Internal communications functions.
2. The functions exist to ensure that ICE manages its media relations activity including risk and reputation management, national campaigns and policy issues. The team works with a variety of stakeholders across several channels to increase ICE's influence and share of voice to audiences including the general public, press, politicians, decision-makers, and ICE members.
3. The team functions as an agency to the rest of ICE Group, with a named point of contact being responsible as a business partner for the Membership, Engineering Knowledge and Policy and Public Affairs Divisions. These business partners then bring the requirements for each division back to the whole communications team in order that the Institution can benefit from a full suite of communications activity that reflects the modern communications landscape.
4. As well as engaging with these stakeholders, the team advises and supports the Director General, DG Board and Presidential team in their external engagement and communications activities. This includes producing regular Trustee and Council communications packs to be used to guide face-to-face communication between the governance bodies and general membership.
5. The Internal Communications function exists to ensure that staff are aware of ICE's strategy and objectives, and the role they play in delivering them, using a number of internal channels including e-mail briefings, the intranet, all staff events and face to face meetings. The Internal Comms team is also the central point for all employee engagement initiatives as well as day to day staff announcements from the DG and Director group.
6. The Communications Directorate manages three committees – the NCE Advisory Board, NCE Supervisory Board and the Communications Committee. The Comms team is also a key contributor to the Public Voice committee.
7. The NCE Editorial Advisory Board meets 4 times per year chaired by a nominated Vice President. The board consists of representatives of the NCE editorial team, senior members, and ICE employees from the EAS Division. Following a review of the ICE/NCE relationship in 2015, the board's remit has been expanded to work the editorial team to establish the magazine's editorial strategy and to monitor its success in meeting members' needs.

8. The NCE Supervisory Board meets twice per year, is chaired by the President and a senior representative of Emap on a rotating basis. The board consists of senior representatives of both Emap and ICE. The board's remit is to monitor the performance of the NCE/NCEI contract and ensure that a robust editorial plan is in place.

9. The Communications Committee was established in response to a recommendation from the 2019 Presidential Commission. It is chaired by the Trustee with responsibility for communications and acts as an advisory board on all communications activity across the institution.

Director, Group Support Services

MIS

1. Management Information Systems (MIS) is responsible for IT infrastructure, desktop services, the IT support of remote workers, software maintenance and cyber security. The Group Head of MIS is the organisation's Data Protection Officer and is responsible for GDPR compliance.
2. The MIS division also maintains and develops the majority of ICE Group websites using internal development resource and managing external resource where needed. The team undertake the necessary analysis of requirements for web services raised by the organisation and translate these into technical requirements prior to design and development. They provide design, user experience and technical expertise to ICE Group alongside quality assurance resource for testing in-house web development.
3. MIS provide the systems administration resource for the Salesforce platform used by Thomas Telford Limited and also technical business analysis resources to assist in identifying how Group systems can be used and developed effectively.
4. The team support and maintain the MEMSYS database (the core ICE Group CRM) and are responsible for the development and maintenance of the suite of digitised online processes between the main ICE website and MEMSYS (MyICE), and the processes used to share data with other Group sites.
5. The Director, Group Support Services, is leading the implementation of the new membership database (ICE Connect).

Human Resources

6. ICE Group HR supports and enables the Institution in achieving its vision and ambitions through an effective people strategy encompassing recruitment, performance management, development and reward. This, together with guidance through times of restructure and change, when employees and managers need tailored levels of attention and support, help create and maintain engaged teams to best serve the needs of the Group.
7. ICE Group HR review policies and processes on a regular and / or ongoing basis, ensuring legal compliance and good practice. The HR team also provide an efficient and effective personnel administration service to all employees.
8. The HR team plays a key role in promoting and embedding the Group's professional culture and values. Employee experience and engagement is regularly monitored through internal surveys and feedback mechanisms both during employment and prior to individuals leaving the organisation. The team facilitate a

positive organisational climate and build employee engagement and productivity. This maintains and protects the enviable reputations of the Institution of Civil Engineers, Thomas Telford Ltd and the ICE Benevolent Fund and supports the achievement of our goals.

Programme Office

9. The Head of Programme Management oversees the progress and performance of the approved projects identified within the three-year business plan. The team provide internal consultancy support which can be supplemented as required through third parties to ensure the project teams delivering the approved projects are properly researched, approved and resourced.

Professional Conduct

10. The Professional Conduct Panel is constituted of Fellows of the Institution and ensures that the ICE's Rules of Professional Conduct and its standards, are upheld. Its role is to investigate any formal allegations of professional misconduct made against a member. Where the Panel finds a member has a case to answer, the matter may be referred to the Disciplinary Board for action.
11. The ICE Disciplinary Board is Chaired by a Past-President of the Institution and considers cases presented by the Professional Conduct Panel against members of the Institution. Where the Disciplinary Board finds against a member, they have the authority to sanction the member including expelling them from the Institution.
12. The Ethics Committee is Chaired by the Trustee Board member who holds the portfolio for Professional Conduct and Ethics. The Ethics Committee aims to raise members' awareness of ethics within the engineering profession. It is responsible for promoting ethical conduct, and recommending ethical policy for approval by the Trustee Board.

Director Policy and Public Affairs

1. ICE's Policy and Public Affairs division delivers insights on infrastructure for societal benefit to policy and decision makers around the world, using the professional engineering knowledge of ICE's global chartered membership. In doing this we directly fulfil the ICE's Charter.
2. Our aim is to influence policy practice and thinking to deliver infrastructure systems that underpin the creation of a more sustainable world.

How we influence

3. We focus on three main activities:
4. **We convene** - civil engineers, policy makers and other stakeholders through the All Party Parliamentary Group on Infrastructure, other roundtables and Presidential roundtables to provide forums for the testing of policy ideas or the transfer of insight
5. **We apply knowledge to policy challenges** - through consultation responses and political briefings or by speaking at policy focused events or appearing before Select Committee inquiries
6. **We advocate** - through policy papers, position statements, press comments and in face to face briefings with key decision makers and opinion formers

How we develop our positions

7. We distill policy questions down to their core components, apply socio-economic context from other research and issue consultations to ICE's experts via ICE's Engineering Knowledge Team.
8. We take those responses and working with a network of Policy Fellows finalise ICE's position and disseminate this to key policy and decision makers and opinion formers.

How we prioritise our work

9. Our work is driven either by reactively responding to emerging policy questions which have come from our engagement with policy and decision makers or proactively, by focusing on the systemic policy changes needed to: i) identify the right infrastructure system interventions to ensure the public get the infrastructure they need to live sustainably, ii) get the infrastructure system paying for itself and iii) improve the delivery of projects and programmes

ICE relationships

10. The team works closely with the Communications Division to get our messages distributed to a wider audience and through ICE channels
11. Given the high-profile nature of our outputs the team also has a close working relationship with the Director General and Presidential teams to ensure our credibility with senior stakeholders remains strong
12. The team is responsible for managing the Policy and External Affairs Committee which reports to Trustee Board
13. As the sole conduit for all ICE engagement with national level policy makers, the team supports other divisions with political engagement as required
14. The team supports ICE's UK regions with advice and content to enable them to deliver insights and influence to devolved policy and decision makers

ICE Benevolent Fund

1. The Benevolent Fund was established in 1864. Its object is to provide assistance to those in need who are:
 - Corporate and Non-Corporate members of the ICE, or
 - Former Corporate Members and Non-Corporate Members who have paid their subscriptions to the ICE for at least five years, or
 - The dependants of any of the above-mentioned whether the members are living or deceased, or
 - The dependants of any former member of the Institution of Municipal Engineers.
2. The Ben Fund is managed by a committee of up to 15 trustees: three members of the Council of ICE, to be appointed, ex-officio, by the Council of ICE; nine elected members, and up to three additional trustees appointed by the trustees at their discretion. The President of ICE serves as the Benevolent Fund's Patron for the year that they are in ICE office as President. The Benevolent Fund is principally financed by investment income from its capital fund, member donations, legacies and rental income from its estate of charitable properties.
3. Membership of the charity is open to any individual who applies to the charity on the form required by the trustees; agrees to pay the annual subscription; and is approved by the trustees. The charity maintains a register of members. All members are entitled to attend and vote at the AGM and stand for election as a trustee.

Assistance provided

4. Benevolent help is provided in all sorts of ways and varies according to need. Individuals who find themselves unwell, in financial difficulties, suffering after an accident, bereavement, unemployment or any other form of hardship can apply to the Fund for assistance. ICE members and their families have access to the Ben Fund's free 24 hour helpline which provides confidential advice, information and support on a wide range of social welfare, family, legal and consumer issues. The number is 0800 587 3428. The Ben Fund also offers a well-being portal – an online resource with information and guidance on a wide range of welfare and wellbeing issues. Access to the portal is reached from the Benevolent Fund's website, details at para 6.
5. The Ben Fund runs a series of personal development/wellbeing workshops and lunchtime webinars for ICE members. Workshops are held at different locations across the UK; new topics are being developed all the time. The Ben Fund also runs a "Back to Work" programme which is freely available to any ICE member who has been out of work for three months or more. It also has its own Independent Financial Adviser (IFA) who can provide financial advice to any ICE member facing financial difficulties. Disabled/disadvantaged students who are studying on ICE accredited courses may apply for financial assistance. Grants can be made towards living costs, accommodation, essential equipment etc.
6. Further information on these services, and others offered by the ICE Benevolent Fund, can be found by visiting the dedicated website www.icebenfund.com

Section 5

Appendices

- **Annex A** – Charity Commission Guidance documents
 - 1 – The Essential Trustee
 - 2 – Trustee Expenses and Payments
 - 3 – Charity governance, finance and resilience: 15 questions trustees should ask
- **Annex B** – ICE Royal Charter, By-laws and Regulations
- **Annex C** – ICE Main Standing Committees - Terms of Reference
 - Audit Committee
 - Communications Committee
 - Council
 - Finance, Assurance & Risk Committee
 - International Committee
 - Learning Society Committee
 - Membership Committee
 - Nomination Committee (NOMCO)
 - NOMCO Handbook
 - Policy & External Affairs Committee
 - Trustee Board
 - UK Regional Affairs Committee (UKRAC)
- **Annex D** – Organisation Charts
- **Annex E** – Trustee Board & Council Members 2021-22, Past Presidents and current ICE Honorary Fellows

Charity Commission Guidance documents

1 – The Essential Trustee: What you need to know, what you need to do

If you are not accessing this document electronically please type in the following address into your browser:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/734288/CC3_may18.pdf

2 – Trustee Expenses and Payments

If you are not accessing this document electronically please type in the following address into your browser:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/606423/CC11.pdf

3 – Charity governance, finance and resilience: 15 questions trustees should ask

If you are not accessing this document electronically please type in the following address into your browser:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/569550/15_questions_trustees_should_ask.pdf



CHARITY COMMISSION
FOR ENGLAND AND WALES

GUIDANCE

The essential trustee: what you need to know, what you need to do



Contents

1. About this guidance	2
2. Trustees' duties at a glance	4
3. Who can be a trustee and how trustees are appointed	7
4. Ensure your charity is carrying out its purposes for the public benefit	10
5. Comply with your charity's governing document and the law	13
6. Act in your charity's best interests	16
7. Manage your charity's resources responsibly	20
8. Act with reasonable care and skill	26
9. Ensure your charity is accountable	29
10. Reduce the risk of liability	32
11. Your charity's legal structure and what it means	35
12. Charity officers - the chair and treasurer	37
13. Technical terms used in this guidance	38

1. About this guidance

This guidance explains the key duties of all trustees of charities in England and Wales, and what trustees need to do to carry out these duties competently.

Trustees have independent control over, and legal responsibility for, a charity's management and administration. They play a very important role, almost always unpaid, in a sector that contributes significantly to the character and wellbeing of the country.

Trusteeship can be rewarding for many reasons - from a sense of making a difference to the charitable cause, to new experiences and relationships. It's also likely to be demanding of your time, skills, knowledge and abilities. Being aware of the duties and responsibilities covered in this guidance will help you carry out your role in a way that not only serves your charity well but also gives you confidence that you will be complying with key requirements of the law.

You should read this guidance if you are a trustee of any charity based in England or Wales, including:

- a registered charity
- a charity that is not required by law to register
- a charity that is required to register, but has not yet done so

You should also read this guidance if you are thinking about setting up a charity or becoming a trustee in England or Wales.

The charity regulators in **Scotland** and **Northern Ireland** have their own guidance for trustees.

If you are involved in running a charity but don't know whether you are a trustee, check the charity's governing document. (This is the document that sets out the charity's rules; it may be a constitution, trust deed, articles of association or similar document.) It will tell you which body has ultimate authority and responsibility for directing and governing the charity. All properly appointed members of that body are charity trustees in law, whatever they are called (trustees, directors, committee members, governors or something else).

If you are a member of that body, you are automatically a charity trustee. You share, with all members of that body, equal responsibility for the charity.

The Charity Commission expects trustees to take their responsibilities seriously. Using this guidance and ensuring you give sufficient time and attention to your charity's business will help. The Commission recognises that most trustees are volunteers who sometimes make honest mistakes. Trustees are not expected to be perfect - they are expected to do their best to comply with their duties. Charity law generally protects trustees who have acted honestly and reasonably.

1.1 Must and should - what they mean

In this guidance:

- 'must' means something is a legal or regulatory requirement or duty that trustees must comply with
- 'should' means something is good practice that the Commission expects trustees to follow and apply to their charity

Following the good practice specified in this guidance will help you to run your charity effectively, avoid difficulties and comply with your legal duties. Charities vary in terms of their size and activities. Consider and decide how best to apply this good practice to your charity's circumstances. The Commission expects you to be able to explain and justify your approach, particularly if you decide not to follow good practice in this guidance.

In some cases you will be unable to comply with your legal duties if you don't follow the good practice. For example:

Your legal duty	It's vital that you
Act in your charity's best interests	Deal with conflicts of interest
Manage your charity's resources responsibly	Implement appropriate financial controls Manage risks
Act with reasonable care and skill	Take appropriate advice when you need to, for example when buying or selling land, or investing (in some cases this is a legal requirement)

Trustees who act in breach of their legal duties can be held responsible for consequences that flow from such a breach and for any loss the charity incurs as a result. When the Commission looks into cases of potential breach of trust or duty or other misconduct or mismanagement, it may take account of evidence that trustees have exposed the charity, its assets or its beneficiaries to harm or undue risk by not following good practice.

1.2 How to use this guidance

You may want to read all of this guidance to get a better understanding of trustees' duties overall, or you may want to find out more about a specific topic. As a minimum the Commission recommends that you read the summary of trustees' duties in section 2:

- section 2 of this guidance gives a summary of trustees' duties
- section 3 explains whether you can legally be a trustee
- sections 4 to 9 explain the 6 key duties of trustees in more detail
- section 10 explains when trustees can be liable and how to reduce the risk
- sections 11 and 12 provide more detail about charity structures, and the roles of charity officers
- section 13 contains definitions of technical terms used in this guidance

2. Trustees' duties at a glance

This is a summary of trustees' main legal responsibilities, which are explained in detail in the rest of this guidance. You should read this section as a minimum, and ensure you fully understand your responsibilities by referring to the rest of the guidance as necessary.

Before you start - make sure you are eligible to be a charity trustee

You must be at least 16 years old to be a trustee of a charity that is a company or a charitable incorporated organisation (CIO), or at least 18 to be a trustee of any other charity.

You must be properly appointed following the procedures and any restrictions in the charity's governing document.

You must not act as a trustee if you are disqualified, unless authorised to do so by a waiver from the Commission. Until 31 July 2018, the reasons for disqualification include:

- having an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- being bankrupt, or entering into a formal arrangement (eg an individual voluntary arrangement) with a creditor
- removal as a company director or charity trustee because of wrongdoing

New reasons for disqualification will be added on 1 August 2018: our **guidance** explains the changes in more detail.

There are further restrictions for charities that work with children or adults at risk.

See section 3 for more information.

Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that the charity is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

See section 4 for more information.

Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

See section 5 for more information.

Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

See section 6 for more information.

Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

See section 7 for more information.

Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

See section 8 for more information.

Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

See section 9 for more information.

3. Who can be a trustee and how trustees are appointed

You must make sure you are allowed to be a trustee:

- there are some restrictions on who can be a trustee – there are minimum age limits and some factors that automatically disqualify people from being trustees
- you must be properly appointed, and should know how long your appointment lasts
- if you are not properly appointed, the trustees' decisions or actions may be invalid, potentially creating disputes or putting charity assets at risk
- if you are a trustee of a charity that provides 'regulated activities' for children or adults, be prepared for your charity to request a DBS check on you

3.1 Who can be a trustee

3.1.1 Minimum age

You must be at least 16 years old to be a trustee of a charitable company or a charitable incorporated organisation (CIO), unless the charity's governing document says you must be older. You must be at least 18 to be a trustee of any other type of charity.

3.1.2 Disqualification

You must not act as a trustee if you are disqualified under the Charities Act, unless your disqualification has been waived by the Commission. Reasons for disqualification include if you:

- are disqualified as a company director
- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors
- have been removed as a trustee of any charity by the Commission (or the court) because of misconduct or mismanagement

From 1 August 2018, new disqualification reasons will be added: these will include being on the sex offenders' register, unspent convictions for a wider range of offences including bribery and money laundering, or disobeying a direction of the Commission. The **guidance** explains the changes in more detail.

If any of the current or new disqualification reasons apply to you, you may be able to get your disqualification lifted (or 'waived') by the Commission. The Commission will carefully consider whether granting a waiver is appropriate, although there are some situations where it has no power to grant a waiver – for example, where a trustee is disqualified as a company director.

Read more about **trustee disqualification**.

3.1.3 Fit and proper persons

Charities that want to claim UK tax reliefs and exemptions (eg Gift Aid) must meet the management condition in the Finance Act 2010. This requires all of the charity's managers (including trustees) to be 'fit and proper persons'.

Find out more - see the **HM Revenue and Customs guidance**.

3.1.4 Disclosure and Barring Service (DBS) checks

There are legal restrictions under safeguarding legislation on who can be involved in working with children

and adults at risk. In addition, the DBS undertakes criminal records checks of individuals, which charities can use to ensure that they are eligible and suitable for the trustee role. The type of check that can be made depends on the nature of the charity's activities and the role that the trustee plays. For example, if you are a trustee of a charity that provides 'regulated activity' for children or adults, you should expect your charity to request an enhanced DBS check on you: where it is satisfied that the role is eligible, this will include a check against the relevant barred list.

Find out more about **safeguarding and DBS checks**.

3.2 How trustee appointments begin and end

You must follow any rules in your governing document about:

- who appoints new trustees
- when, and how, new trustees are appointed
- who can be a trustee - the governing document may impose conditions
- how long appointments last and whether a trustee can be re-appointed
- how trustees can **resign or be removed**

If your governing document has no specific provisions for these things, your charity must comply with the relevant legal provisions:

- companies must comply with company law provisions for appointing and removing directors
- unincorporated charities must comply with Trustee Act 1925 provisions

CIOs must include provisions in their constitutions for appointment and removal of trustees.

The Commission can use its powers to appoint or remove trustees if the charity's trustees (or members, if applicable) are unable to do so.

Read more about **legal powers to remove and appoint trustees**.

3.3 What to consider when recruiting trustees

When charities recruit new trustees, they should think about:

- the skills and experience the current trustees have, and whether there are any gaps
- ensuring new trustees are eligible to act
- ensuring new trustees don't have **serious conflicts of interest**, or getting Commission consent and putting procedures in place to manage the conflicts
- how to help new trustees to understand their responsibilities and the charity's work

It's also important for trustees to be interested in the charity's work and be willing to give their time to help run it.

Members or beneficiaries on your board

Many charities' governing documents allow or require:

- some or all of the trustees to be elected by the members (this is usual practice for charities with voting members other than the trustees)
- the trustee body to include beneficiaries
- other groups or organisations, such as local authorities, to appoint trustees

It's important to listen to the views and perspectives of members, beneficiaries and other bodies with an interest in your charity. Having people as trustees is one way of obtaining these views. But all trustees, regardless of how they are appointed, must act solely in the interests of the charity; it's not their role to act on behalf of any particular group. They must also manage conflicts of interest, including conflicts of loyalty to their appointing body.

Find out more:

Trustee board: people and skills - how to appoint the right people with the right skills

Finding new trustees: what charities need to know

Charity trustee: declaration of eligibility and responsibility

Avoid mistakes - make sure trustee appointments are valid

Be careful to follow the rules in your charity's governing document and the law when appointing trustees. If trustee appointments breach these rules they are not valid. The validity of actions and decisions they were involved in could be called into question. But even if a trustee isn't validly appointed, they can still be held liable for their actions and decisions.

Improper trustee appointments can often lead to disputes. In the worst cases this can harm the charity's reputation, alienate supporters, put charity assets at risk (including by loss of funding) or ultimately leave the charity unable to function.

4. Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that everything your charity does helps (or is intended to help) to achieve the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

4.1 Understanding the charity's objects and powers

You should read the objects clause in your charity's governing document and ensure you understand:

- what the charity is set up to achieve (its purposes)
- who the charity is there to benefit (its beneficiaries)
- how they will benefit (what the charity will do for or with them)
- any order of priority to the services and benefits the charity provides
- any restrictions on what the charity can do or who it can help (geographical or other boundaries; or specific criteria that beneficiaries must meet)

The objects might be quite broad and general, or they might be quite narrow, specifying what services or activities the charity can provide in order to achieve its purposes.

You can find out more about governing documents in section 5 of this guidance.

The charity may have specific powers in its governing document. Charities also have powers from the Charities Act and other laws. You must only use these powers in ways that further your charity's purposes.

Find out more about **charitable purposes**.

Some charities produce 'mission statements' or other summaries of their aims and activities. When checking the scope of your charity's objects or powers, be careful not to rely on such statements instead of the charitable purposes set out in the governing document, as the wording may be less precise. If you need to check whether your charity can lawfully undertake a particular activity, you should check against the objects clause rather than any other statement of the charity's mission or aims. Otherwise you could end up carrying out activities in breach of the charity's governing document.

4.2 Public benefit

All charities must be for the public benefit. Trustees must have regard to the Commission's **public benefit guidance PB1, PB2 and PB3** when making decisions they are relevant to. This would include reviewing the charity's activities or considering new ones.

Public benefit is essential to:

- charitable status - to be a charity an organisation must have only charitable purposes for the public benefit
- a charity's operation - its activities must all be focussed on carrying out the charity's purposes for the public benefit
- a charity's accountability - trustees must be able to explain how their charity's activities are or have been for the public benefit

This means that you should understand, and be able to explain:

- what the charity is set up to achieve - its purpose
- why the charity's purpose is beneficial - this is the 'benefit aspect' of public benefit
- how the charity's purpose benefits the public or a sufficient section of the public - this is the 'public aspect' of public benefit
- how the charity will carry out (or 'further') its purpose for the public benefit

4.3 Planning and reviewing your charity's work

You and your co-trustees are responsible for deciding and planning how your charity will carry out its purposes.

All charity trustees should, therefore, decide together what activities the charity will undertake, and think about the resources it will need. Trustees of larger charities should take responsibility for setting the charity's strategic aims and direction, and agreeing appropriate future plans.

Involving the charity's staff, volunteers and others with an interest in the charity in the planning process can be helpful.

As part of your planning process, you should work out what funds and other resources the charity will need and where it will get them. See section 7 of this guidance for more detail.

You and your co-trustees should periodically review what the charity is achieving, and how effective the charity's activities are. Thinking about the difference your charity makes may help you to explain more clearly how it benefits the public. It may also help you to decide whether it could be more effective in carrying out its purpose by changing what it does.

Find out more:

Inspiring Impact

Charity governance, finance and resilience: 15 questions you should ask

You and your co-trustees should also review the charity's objects from time to time and make sure that they are still appropriate, relevant and up to date. Circumstances change over time and this could affect whether:

- the charity's beneficiary group still exists, and is still a **'sufficient section'** of the public
- the geographical 'area of benefit' in which the charity can operate is still relevant
- the need that the charity was set up to meet still exists, and meeting it is still for the public benefit
- there may be better ways of meeting the need for which the charity was set up

If your charity's objects are no longer effective, you must consider how these could be changed or take other action to enable the charity's resources to be applied for its purposes.

In the past many charities helped people by providing goods including food, clothing or fuel. Many charities have decided that they can meet current needs more effectively with cash payments or vouchers, and have updated their objects. Some charities still work effectively by providing goods (such as food or medical equipment).

Charities are often set up for a particular locality. Changes over time may mean that there are no longer enough people who need the charity's services in that place. In these circumstances, charities can expand their area of benefit to include neighbouring areas.

Two charities providing similar (or complementary) services in the same area may decide to collaborate or merge for greater efficiency.

4.4 Updating your charity's objects

Charities can modify or add to their objects if necessary, using powers in the governing document, company law or the Charities Act. They can't usually change their objects completely; the governing document and charity law do not usually allow it. If your charity is planning to update its objects, you and your co-trustees should consider what the charity was originally set up to do, and how circumstances have changed. Most charities must obtain permission from the Commission before changing their objects.

You should also review the other provisions in your charity's governing document and update them if they no longer meet the charity's needs - see section 5 of this guidance.

Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the **Commission's model governing documents** or an **approved governing document**, to ensure that your governing document has all the provisions and powers you need.

Find out more:

How to make changes to your charity's governing document

How to write charitable purposes

5. Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

5.1 Your charity's governing document

You and your co-trustees must make sure that the charity complies with the governing document, which usually contains key information about:

- what the charity exists to do (its purposes, as explained in its objects clause)
- what powers it has to further its objects
- who the trustees are, how many trustees there should be and how they are appointed and removed
- whether the charity has members and, if so, who can be a member
- rules about trustees' (and members') meetings; how they are arranged and conducted; how decisions must be made and recorded, and so on
- how to change the governing document
- how to close the charity down

There may also be rules limiting how powers can be used, who can vote at meetings, or which rules can be changed.

Every trustee should have an up to date copy of their charity's governing document and regularly refer to it. If you don't have a copy, or don't know what it is, ask your fellow trustees. If they don't have a copy, the Commission can usually provide one (if your charity is a registered charity).

The governing document is essential to your charity. You and your co-trustees may need to review it from time to time to ensure that it continues to meet the charity's needs. Governing documents are legal documents. You must follow the correct procedures to amend them, and it's important to word any changes correctly. You should consider taking appropriate advice about any changes. Use one of the **Commission's model governing documents** or an **approved governing document**, to ensure that your governing document has all the provisions and powers you need.

Read more about **governing documents**.

5.2 Charity law - registration, accounting, reporting and other requirements

Charities set up in England or Wales must register with the Commission unless they are:

- exempt charities
- excepted from registering
- very small (below the annual income threshold for compulsory registration, currently £5,000) and not a CIO (all CIOs must register)

Find out **whether your charity needs to register or is exempt or excepted**.

Charities that operate in Scotland or Northern Ireland may also have to register there.

All charities must keep proper financial records and prepare annual accounts. Trustees must arrange for accounting books and records (including cash books, invoices and receipts) to be kept for a specified period.

Read more: **Retention of Accounting Records**.

All registered charities:

- must inform the Commission of any changes to the information on the register of charities, including trustee details and changes to the governing document
- must send an annual return (or annual update) and other information to the Commission
- must comply with any additional accounting and reporting requirements such as filing annual accounts and reports with the Commission, depending on the size of the charity
- should report to the Commission any serious incident in their charity, as soon as possible after it occurs (see section 8.3 for more details)

Exempt charities may have to send accounting information to their principal regulator.

Find out more about **accounting and reporting requirements for charities**.

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the **Charities SORP**.

A registered charity with an income over £10,000 in its last financial year must state that it's a registered charity on any fundraising documents and on many of its financial documents, including cheques, invoices and receipts. This includes electronic documents such as emails and websites. You don't have to state the charity's registration number, but it's good practice to do so.

5.3 Other laws and regulations

Charities and their trustees may be subject to a range of other laws and regulations depending on what the charity does, where it works and how it is set up. Some laws apply to all charities, such as equality, data protection and copyright law. It is important to be aware of the laws that apply to your charity, for example if it:

- is a company, CIO or community benefit society
- employs staff
- owns or rents premises
- operates vehicles
- provides:
 - legal, financial or other regulated advice
 - housing or accommodation
 - medical or care services
 - works with children or adults at risk
- undertakes activities that are subject to regulations, such as fundraising
- wants to benefit from Gift Aid or other tax reliefs
- works in Scotland, Northern Ireland or outside the UK

The Commission doesn't expect every trustee to be a legal expert. You and your co-trustees should take reasonable steps to find out about legal and regulatory requirements and keep up to date, for example by getting mailings from the Commission and other sources, reading relevant guidance and attending appropriate training. The charity should also have systems and procedures to ensure that it complies with legal requirements.

Where there is concern about a specific issue, the trustees may wish to consider taking independent advice from a suitably qualified person.

Find a solicitor - Law Society

Legal advice for small charities - LawWorks

Avoid mistakes - know your governing document

If the trustees don't comply with the governing document, the charity might undertake activities outside its objects. It might fail to follow the correct procedures, or take actions it has no power to take. Actions and decisions could be invalid and have to be reversed as a result.

If you don't follow rules about who can be a member or a trustee, or how to arrange and run meetings, it often leads to disputes, which can prevent the charity from operating effectively.

6. Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

6.1 Understanding the charity's interests

Acting in the charity's best interests means always doing what the trustees decide will best enable the charity to carry out its purposes, both now and for the future. It's not about serving:

- the interests of trustees or staff
- the personal interests of members or beneficiaries
- the personal interests of supporters, funders or donors
- the charity as an institution in itself, or preserving it for its own sake

Sometimes trustees need to consider **collaborating or merging with another charity**, or even spending all of the charity's resources and **bringing it to a close**.

6.2 Making decisions

You and your co-trustees are ultimately responsible for deciding what activities the charity will undertake, what resources it will need, how it will obtain and use them. Collective decision making is one of the most important parts of the trustee role. Some decisions are simple and straightforward; others can be complex or far reaching in their consequences. When you and your co-trustees make decisions about your charity, you must:

- act within your powers
- act in good faith, and only in the interests of your charity
- make sure you are sufficiently informed, taking any advice you need
- take account of all relevant factors you are aware of
- ignore any irrelevant factors
- deal with conflicts of interest and loyalty
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

You should record how you made more significant decisions in case you need to review or explain them in the future.

Read more about **decision making**.

Avoid mistakes - be prepared to challenge assumptions

Trustees must make decisions solely in the charity's interests, so they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities.

Trustees must act collectively (jointly). Part of their role is to critically and objectively review proposals and challenge assumptions in making decisions. No one should be able to direct the trustees or drive decisions through without sufficient consideration. Trustees who simply defer to the opinions and decisions of others aren't fulfilling their duties.

Decisions don't usually have to be unanimous (depending on your governing document), but once the trustees have made a decision, they must all comply with it, including any who disagree. If you strongly disagree with your fellow trustees' decision, you can ask for your disagreement to be recorded in the minutes of the meeting. If you think that your fellow trustees are acting in breach of their duty, you should discuss the matter with the chair or your fellow trustees. If you are still concerned, contact the Commission. Ultimately, you may feel that you have to resign in order to distance yourself from the decision.

The Commission can only advise or intervene in relation to trustees' legal duties; it can't arbitrate in disputes between trustees.

6.3 Dealing with conflicts of interest and conflicts of loyalty

You can only comply with your duty to act in the charity's best interests if you prevent your personal interests from conflicting (or appearing to conflict) with the best interests of the charity. This means recognising and dealing with conflicts of interest.

A conflict of interest is any situation where your personal interests could, or could appear to, prevent you from making a decision only in the charity's best interests. For example, if you (or a person connected to you, such as a close relative, business partner or company):

- receive payment from the charity for goods or services, or as an employee
- make a loan to or receive a loan from the charity
- own a business that enters into a contract with the charity
- use the charity's services
- enter into some other financial transaction with the charity

Even when you receive no financial benefit, you could have a conflict of loyalty. For example if your charity has business dealings with your employer, a friend, family member, or another body (such as a local authority or charity, or a charity's trading subsidiary) that you serve on.

This means you and your co-trustees:

- should identify, and must declare conflicts of interest (or loyalty)
- must prevent the conflict of interest (or loyalty) from affecting the decision
- should record the conflict of interest (or loyalty) and how it was dealt with

How you prevent a conflict of interest from affecting a decision will depend on the circumstances and the seriousness of the conflict of interest. You must follow any specific conflict of interest provisions in your governing document. If a trustee (or a person connected to a trustee) stands to benefit directly or indirectly, the conflicted trustee(s) should withdraw from the discussion and decision making process. If the non-conflicted trustees can demonstrate that a conflict of loyalty involves no material benefit and poses a low risk to decision making in the best interests of the charity, they may permit the affected trustee to participate. Directors of charitable companies must have specific authority in the company's articles to do this. For the most serious conflicts of interest it may mean obtaining permission from the Commission, deciding not to proceed with a proposal or even resigning as a trustee.

Avoid mistakes - deal with conflicts of interest

Conflicts of interest (and conflicts of loyalty) are more common than people often think. If one of your fellow trustees appears to have a conflict of interest you should say so; you are not calling their integrity into question by doing so.

In deciding how to deal with a conflict of interest, trustees should be mindful of what feels right, and also how others might view the trustees' actions.

Where conflicts of interest have not been identified or properly dealt with, it can have negative impacts on both the charity and individual trustees including financial cost and reputational damage. Because the trustees have acted in breach of their duty, decisions may be called into question or legally challenged. The Commission may have to take regulatory action to protect the charity from further harm or to deal with any misconduct or mismanagement by the trustees.

Read more about **conflicts of interest**.

6.4 Payments and other benefits to trustees

Charities can't usually pay their trustees. When you become a trustee, you usually volunteer your services and receive no payment for your work. This is called the voluntary principle. You can, however, reclaim reasonable expenses that you incur such as travel and childcare - being a trustee shouldn't mean being out of pocket.

These restrictions apply to trustees (or someone with a financial connection to a trustee, such as their partner, dependent children or a business partner) benefiting by:

- supplying goods or services to the charity eg building work or specialist services, even if the trustee offers better value or expertise than other suppliers
- being employed by the charity or by a trading subsidiary owned by the charity
- receiving material benefits as a beneficiary of the charity
- being paid to act as a trustee; this is very unusual and only permitted in exceptional circumstances
- entering into a property transaction (or any other financial transaction such as a loan) with the charity - this is called self-dealing

In some circumstances, one or more trustees (or persons with a financial connection to a trustee) do receive payments or other benefits from their charity. This is only permitted if:

- the benefit is specifically authorised by the governing document, the Charities Act (or other relevant legislation), the Commission or the courts; any specified procedures must be strictly followed
- even if the benefit is authorised, the non-conflicted trustees are satisfied that allowing it is in the charity's best interests
- the conflict of interest is managed; so in most cases the conflicted trustee(s) can't be involved in the decision and only a minority of trustees can benefit

Read more about **payment of trustees**.

Find out whether you need permission, and how to apply.

7. Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

7.1 Managing risks

A risk is anything that could, if it happened, affect your charity achieving its purposes or carrying out its plans. All charities face some risks. The risks your charity might face will depend on factors such as its size, funding and activities. For example, managing property, employing staff, using volunteers, using IT, working with children or people at risk, or implementing change all involve elements of risk.

You and your co-trustees should manage risk responsibly. You have a duty to avoid exposing your charity to undue risk. This doesn't mean being risk averse. Risk management is the process of identifying and assessing risks, and deciding how to deal with them. It may involve an element of responsible risk taking, and is central to how trustees make decisions.

The Commission's guidance on risk management sets out the basics of dealing with risks and includes a risk management model, made up of the following steps:

1. Establish a risk policy.
2. Identify risks (what could go wrong).
3. Assess risks (how likely is it, and how serious would it be).
4. Evaluate what action to take (eg avoid it, transfer it, insure against it, accept it).
5. Review, monitor and assess periodically.

Find out more:

How to manage risks in your charity

Institute of Risk Management guide for charities

Charities: how to protect vulnerable groups including children

Some charities work in areas or undertake activities that involve greater exposure to risks such as fraud, financial crime, extremism or terrorism. Charities should assess their exposure to these risks and take proportionate action. If your charity needs to address these risks, you may find the Commission's toolkit on **protecting charities from harm** helpful. Chapter 2 of the toolkit includes a practical guide to due diligence, based on 3 principles:

- know your donor (for example, if your charity receives large donations, particularly anonymous or cash donations or with conditions attached)
- know your partner (if your charity relies on partners or intermediaries to carry out any of its work)
- know your beneficiaries (for example if your charity makes grants of cash or other financial support directly to individuals)

Charities must also assess and manage safeguarding risks. For example, they must ensure that their beneficiaries or others who come into contact with their charity do not, as a result, come to harm. For example, many charities come into contact with or provide activities for those who may be experiencing, or at risk of, abuse or neglect. This includes:

- children and young people under 18 years of age
- adults (aged 18 and over) at risk

Even where work with children or adults at risk does not form part of the core business of the charity, trustees must be alert to their responsibilities to protect from risk of harm those with whom the charity comes into contact.

Read more about **protecting vulnerable groups**.

These principles will help you and your co-trustees to carry out their legal duties and manage the risks to the charity's beneficiaries, assets and services.

7.2 Budgeting

You and your co-trustees need to work out what funds and other resources your charity will need and where the charity will get these from. A charity can only succeed in meeting its aims if it manages its money and other resources properly. You will need to plan and monitor its income and outgoings so that it can meet its short, medium and long term goals.

Find out more:

Managing charity assets and resources

Charity governance, finance and resilience: 15 questions you should ask

Financial difficulties in charities

7.3 Getting the funds your charity needs (income generation)

Most charities get their funds through one or more of the following methods:

- fundraising (asking for donations, legacies or grants)
- trading (selling goods or services)
- investment
- leasing or letting land or buildings

In practice, it's best to avoid relying on a single source of income. You and your co-trustees are responsible

for deciding how your charity will obtain funds. You should think about:

- how much money the charity needs
- the costs, benefits and risks of different methods of generating income
- any legal requirements that the charity must comply with, including fundraising regulations, and restrictions on commercial trading
- any potential reputational issues
- whether you need advice

If your charity is already bringing in funds, you and your co-trustees should ensure that its income generation is on target, complies with the law and is not exposing the charity to undue risk.

Find out more:

Fundraising legally and responsibly

Institute of Fundraising code of fundraising practice and good practice guides

Charity trading: selling goods and services

How to invest charity money

Charities and their trading subsidiaries

Charities need to use a trading subsidiary if they carry out commercial (non-charitable) trading which exceeds the threshold for paying income or corporation tax, or involves significant risk.

A trading subsidiary is a separate company controlled by the charity. The charity can raise money from trade without exposing its assets to risk or being liable for income or corporation tax.

There are, however, risks which trustees need to be aware of and manage:

- the charity exists for charitable purposes, but the trading subsidiary exists to generate income; their aims and interests are different; you need to distinguish between them
 - if the trading subsidiary starts to fail, the charity must not bail it out; this would be putting the charity's funds at risk
 - charity trustees who are also directors of the subsidiary have a conflict of interest
 - if a charity trustee is also a director of the trading subsidiary, the restrictions on payments and benefits to trustees also apply to any payments or benefits as a director
-

7.4 Managing funds and keeping them safe

You and your co-trustees are responsible for your charity's money. Your charity should have effective processes for handling money, to help avoid poor decisions and accidental errors, as well as theft and fraud. Failure to do so is likely to result in a breach of your duty. You should:

- set a budget and keep track of it
- put in place clear policies and procedures to deal with income and expenditure
- ensure the charity keeps accurate records of income and expenditure
- have robust and effective **financial controls** in place

- protect the charity from **financial crime such as theft or fraud**
- put appropriate safeguards in place for money, assets and staff if **the charity operates outside of the UK**
- have an appropriate **reserves policy**
- ensure the charity receives **tax reliefs** to which it is entitled

If something does go wrong, you should inform the Commission and (if appropriate) the police. See the section on what to do if something goes wrong in section 8 of this guidance.

Find out more:

Charity money: how to keep it safe

Charities: due diligence checks and monitoring end use of funds

7.5 Managing property (land and buildings)

If the charity owns or rents land or buildings, you and your co-trustees should:

- make sure the property is recorded as belonging to the charity - see section 11 of this guidance
- know on what terms it's held
- ensure it's properly maintained and being correctly used
- make sure the charity has sufficient insurance

You should regularly review whether the property is suitable for the charity's purposes, and whether any property the charity lets to generate income is still a good investment.

Decisions about property are important, so think about the advice and information you may need in order to make decisions in the charity's interests.

Most charities can buy, sell or lease land when they need to. When selling or leasing land, trustees must try to get the best deal for the charity (unless they are making the disposal to further the charity's purposes). So all charities should, and registered charities must:

- obtain written advice, including a valuation, from a qualified surveyor before agreeing a sale or granting a lease for more than 7 years
- advertise the sale or lease, unless the surveyor advises otherwise

Otherwise, you are likely to need permission from the Commission for the sale or lease.

A charity's governing document may specify that land or buildings must be used for a particular purpose. This is called designated land (or 'specie land'). Special conditions apply to leasing or selling designated land.

Land belonging to a charity (particularly designated land) might be permanent endowment. This restricts how you can use the proceeds of sale.

You must get permission from the Commission to sell or lease property to or from a trustee, someone closely connected to a trustee, or an employee of the charity.

Before taking out a mortgage or loan secured against your charity's land you must get written financial advice and ensure that:

- the loan is needed and used for an activity that fits with your charity's purposes
- the terms of the loan are reasonable
- the charity will be able to repay the loan

Otherwise you will need permission from the Commission to proceed.

Find out more about **buying, selling, leasing or mortgaging charity property**, including designated land and **permanent endowment**.

7.6 Staff and volunteers

As part of your overall responsibility for the charity, you and your co-trustees have responsibilities towards any volunteers or staff.

You must ensure that:

- the charity complies with relevant law including employment, pension, equality and health and safety law
- volunteers are clearly distinct from employees in terms of responsibilities and rights; for example by not requiring volunteers to work set hours, nor paying them more than expenses they actually incur

You should ensure that:

- people are clear about what they are supposed to do, through appropriate job descriptions for staff or role descriptions for volunteers
- people are aware of the rules and boundaries within which they must work, for example, when representing or speaking on behalf of the charity
- people work safely
- people know what to do if there's a problem
- people know what they need to report and who they report to
- senior managers will not be disqualified when new rules take effect on 1 August 2018

You and your co-trustees should ensure that the charity has appropriate procedures and policies in place, staff and volunteers get appropriate training, and people know they must comply with policies and procedures. You also have an important role in promoting effective working relationships between trustees, senior staff (if any), staff and volunteers.

If your charity has senior managers – typically carrying out chief executive or finance director roles – you and your co-trustees should ensure that you have procedures in place to check if they will be disqualified by **new rules that take effect on 1 August 2018**.

Find out more:

How to manage your charity's volunteers

Charity staff: how to employ paid workers

Pension rules for charities

Pensions (Charity Finance Group guidance)

Avoid mistakes - don't rely too much on individuals

Things can go wrong when trustees place too much reliance on individuals, and don't implement sufficient safeguards to ensure accountability. This can result in the charity falling victim to fraud or theft, or beneficiaries suffering abuse. These kinds of occurrences could cause the charity serious reputational and other damage.

All charities should have appropriate financial controls which ensure that more than one person is involved in receiving income and authorising expenditure. These should cover all payment methods that the charity uses - cheque, cash, credit card, charge card, debit card, prepaid card, telephone or internet banking or other electronic means. Handling cash brings increased risk, so try to avoid cash payments wherever possible.

When other people raise funds on behalf of the charity, whether they are volunteers or paid professionals, you should ensure there are proper controls over the funds raised. This is to make sure that the charity receives the full amount due to it.

Read more about **financial controls**.

If something does go seriously wrong, you should take prompt action to deal with it and report it to the Commission. Find out more in section 8.3 of this guidance.

8. Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings

This is sometimes called the duty of care.

8.1 Using your skills and experience

As a trustee, you must use your skills and experience to inform decision making and benefit your charity. For example, the Trustee Act 2000 says that trustees must “exercise such care and skill as is reasonable in the circumstances”. What is reasonable in the circumstances will depend on any special knowledge or experience that the trustee has or claims to have. It also depends on whether a trustee is acting in a professional or paid capacity, and what it would be reasonable to expect such a person to know.

The Trustee Act 2000 applies to trustees of unincorporated charities. Company law and the Charities Act impose similar duties on directors of charitable companies and trustees of CIOs (see section 11 of this guidance). In addition, all trustees have a general duty of care which they must apply to all aspects of their role.

8.2 Taking advice when you need to

Trustees should recognise and acknowledge when they need advice. This is particularly important if the charity (or its property) may be at risk, or if they could act in breach of their duties, for example, when:

- buying or selling land (most charities must take advice from a surveyor or other qualified person when selling charity land)
- investing charity funds
- entering into novel, long-term, complex or high-value contracts
- considering legal action

Some larger charities employ their own professional advisers; most charities are more likely to obtain advice externally.

Find out more:

It's your decision: charity trustees and decision making

How to invest charity money

Other sources of help and advice

8.3 What to do if something does go wrong

Most problems in charities can be resolved by the trustees themselves, sometimes with some advice. However, in serious cases the Commission may need to advise the trustees or take action to protect the charity.

If something does go wrong, you should take prompt and appropriate action to:

- prevent or minimise any further loss or damage
- if appropriate, report it to the Commission, the police if a crime has been committed, and any other regulators that the charity is accountable to
- plan what you will say to your staff, volunteers, members, the public or the media
- take reasonable steps to prevent it from happening again - review controls and procedures, take appropriate advice

The Commission requires charities to report serious incidents. A serious incident is an adverse event, whether actual or alleged, which results in or risks significant:

- loss of your charity's money or assets
- damage to your charity's property
- harm to your charity's work, beneficiaries or reputation

The most common type of incidents are frauds, thefts, significant financial losses, criminal breaches, terrorism or extremism allegations, and safeguarding issues.

If a serious incident takes place, you need to report what happened and explain how you are dealing with it, even if you have reported it to the police, donors or another regulator.

The Commission can then decide what action, if any, is appropriate. Trustees must avoid exposing their charity to undue risk and should take reasonable steps to assess and manage risks to its activities, beneficiaries, property and reputation. Reporting serious incidents to the Commission demonstrates that you have identified a risk to the charity and that its trustees are taking appropriate action to deal with it. It also means the Commission can respond positively to any enquiries from the public or media.

If trustees fail to report a serious incident that subsequently comes to light, the Commission may consider this to be mismanagement and take regulatory action, particularly if further abuse or damage has arisen following the initial incident.

Find out more:

How to report a serious incident in your charity

8.4 When the Commission would become involved

The Commission will get involved if it is concerned that trustees are not fulfilling their duties towards their charity, either because they don't understand them or are unwilling or unable to fulfil them.

In some cases, the Commission may decide that it's sufficient to advise the trustees about their duties. In more serious cases, when charities' assets, reputation, services or beneficiaries have been harmed or are at significant risk, the Commission may open a statutory inquiry, which will allow it to:

- obtain and assess evidence
- use enforcement powers to protect the charity's assets or secure their proper application

Opening an inquiry does not always mean the Commission suspects wrongdoing. The Commission's aim in such cases is to stop abuse or damage and put charities back on a proper footing for the future.

Read about the Commission's work to prevent, detect and tackle abuse and mismanagement in charities and promote charity law: **Tackling abuse and mismanagement in charities**.

9. Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

9.1 Complying with accounting requirements

All charities must produce accounts and provide a copy of the most recent to anyone who asks. (You can charge to cover your costs.) The Commission will take regulatory action against charities that persistently fail to provide copies of accounts when asked by members of the public or a regulator.

Exactly what accounts your charity must produce depends on whether the charity is a company and how much income it receives. Different rules apply to exempt charities. Find out more about **accounting and reporting requirements for charities**.

Charities whose income is over £250,000, and all charitable companies, must prepare their accounts and trustees' annual report in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (Charities SORP).

Find out more about the **Charities SORP**.

All registered charities must also provide information annually to the Commission. The rules vary according to your charity's size and structure. Registered charities with:

- income up to £10,000 should complete the relevant sections of the annual return, which include updates to trustees
- income above £10,000, and all CIOs, must prepare and file an annual return form
- income above £25,000, and all CIOs, must also file copies of their trustees' annual report, accounts and external scrutiny report (audit or independent examiners' report)

Failure to submit accounts and accompanying documents to the Commission is a criminal offence. The Commission also regards it as mismanagement or misconduct in the administration of the charity. Providing timely, accurate and informative financial information that will help funders, donors, beneficiaries and others to understand your charity and its work will encourage trust and confidence in it.

Remember, those trustees who sign the trustees' annual report and accounts are signing on behalf of the whole trustee body so all of the trustees are responsible for the accounts.

Find out more about **annual returns**.

Your charity may also have to report to other regulators, for example, if its activities include providing social housing, education or social care. Companies must also submit accounts and annual returns to Companies House annually.

9.2 Being accountable to people with an interest in the charity

It's important to take account of what your members, beneficiaries, supporters and funders say. Use this information to inform decisions and improve the charity's services. If your charity has a wider voting membership in addition to the trustees, your governing document may contain specific provisions about when to involve members in decisions, for example through general meetings.

Charities should consider the benefits of having appropriate **procedures for dealing with complaints**, and ensuring they are easy to find and easy to follow.

You and your co-trustees must ensure that your charity complies with the law, and should be able to demonstrate that it is legally compliant, well run and effective in carrying out its purposes. If you can't demonstrate these things, you should be able to explain what steps you are taking to address any difficulties.

You may find it helpful to review your charity's compliance and good practice using:

- a governance code, such as **Good Governance: a Code for the Voluntary and Community Sector**
- a quality standard, such as **PQASSO**, or another standard that is suitable for your charity
- benchmarking (comparing and learning) with another organisation
- an independent review by a suitably qualified adviser

Read about **public trust and confidence in charities**.

9.3 Trustees and delegation

Trustees often delegate day to day activities to particular trustees (such as the chair), volunteers or staff. Many charities also have power to delegate decision making to sub-committees or senior staff. Delegation can help trustees to govern more effectively, but they cannot delegate their overall responsibility. Trustees always remain collectively responsible for all decisions that are made and actions that are taken with their authority.

You and your co-trustees should set out in writing the limits of any delegated authority. You should also put clear reporting procedures in place, so you can ensure the delegated authority is exercised properly. This could include staff job descriptions, volunteers' role descriptions and committees' terms of reference. A periodic review of any delegated authorities can help to ensure that those authorities are properly managed.

The trustees should consider and decide what decisions they will not delegate. High risk and unusual decisions should not be delegated. You should agree appropriate guidelines to help assess what is likely to be high risk or unusual. Staff, particularly senior staff, can have an important role in informing trustee decision making by providing information and advice.

Trustees might be told that they should not interfere in day to day operations. You should allow staff and volunteers to carry out any functions that have been delegated to them. But you and your co-trustees must be able to ensure that delegated authority is being properly exercised, through appropriate monitoring and reporting procedures (and, where appropriate and possible, independent checking).

It's important to have clear and appropriate channels of communication between staff and trustees and ensure these are followed.

Avoid mistakes - ask questions (even ones that seem 'awkward' or 'stupid')

Part of your role is to hold people (including staff, volunteers and fellow trustees) to account for how they carry out their role or use the charity's resources. This can mean asking probing or challenging questions about information at trustee meetings, or being prepared to say 'I don't understand what this means'. You should receive timely information in a format that you can understand and use, and if necessary ask for explanations, training or a different presentation. For example, all trustees, not just the treasurer, are responsible for the charity's finances and should be able to understand, consider and comment on financial information.

10. Reduce the risk of liability

It's extremely rare, but not impossible, for charity trustees to be held personally liable:

- to their charity, for a financial loss caused by them acting improperly
- to a third party that has a legal claim against the charity that the charity can't meet

Understanding potential liabilities will help you to protect yourself and your charity by taking action to reduce the risk. This includes complying with duties covered in this guidance. It also includes deciding whether your charity should become incorporated.

10.1 Personal liability to the charity

Trustees can be held liable to their charity for any financial loss they cause or help to cause. This applies to any type of charity whatever its legal form.

The law generally protects trustees who have acted honestly and reasonably from personal liability to their charity. The Commission and the courts:

- can relieve trustees from liability if they have acted honestly and reasonably and have not benefited from their actions
- rarely enforce liability on an unpaid trustee who has made an honest mistake
- expect higher standards from trustees who act in a professional capacity or are paid for being trustees

Trustees who receive an unauthorised payment or benefit from their charity have a duty to account for (ie repay) it. The Commission can't relieve trustees from this duty.

There is no legal protection for trustees who have acted dishonestly, negligently or recklessly. However, there may be financial protection for those trustees who have made an honest mistake and can rely on the indemnity provisions in the charity's governing document, insurance cover or relief from the Commission or the court.

Find out more:

Charity Commission policy on restitution and the recovery of charitable funds misappropriated or lost to charity in breach of trust

10.2 Liability to third parties

Charities or their trustees can become liable to a third party who has a claim against the charity such as:

- breaches of an employee's terms, conditions or rights
- failing to pay for goods or services, or to fulfil the terms of a contract
- a member of the public being injured on the charity's premises
- liability to any staff pension scheme

If the charity is incorporated, the charity itself will be liable for the claim. Some types of incorporated body (companies, CIOs and Community Benefit Societies) can specifically limit the liability of their trustees and members.

If the charity is unincorporated, the trustees have to sign contracts and other agreements personally, and will have to meet any claim. The charity can normally meet any liabilities that you incur as a trustee provided you have acted honestly and reasonably. (Some charities also have power to indemnify trustees against liability arising from an honest mistake.) But if you incur liabilities that exceed the value of the charity's assets, you could be liable for any amount that the charity can't cover.

Find out more about your charity's legal structure – see section 11 of this guidance.

Find out more:

Vicarious liability of a charity or its trustees

10.3 Criminal liability

In some cases, the charity or its trustees can become liable for offences committed by the charity's staff (for example, under the Bribery Act or corporate manslaughter law).

Find out more about the **Bribery Act** (Transparency International guidance).

10.4 Reduce the risk of personal liability

To reduce the risk of becoming personally liable, you should:

- ensure trustees understand their responsibilities
- ensure the charity can meet its financial obligations, particularly before agreeing to any contract or substantial borrowing
- ensure the charity can meet any obligations to staff pension schemes
- hold regular trustee meetings and keep proper records of decisions made and the reasons for those decisions
- ensure you prevent conflicts of interest from affecting decisions
- ensure any transactions with and benefits to trustees or connected persons are properly authorised
- take appropriate advice from a suitably qualified person when you need to
- if you delegate any powers, give clear written instructions and make sure the instructions are being followed
- ensure the charity has effective management and financial controls including:
 - keep receipts and records of income and expenditure
 - receive regular financial reports
 - file accounts on time
- ensure the charity is complying with other laws that apply to it
- consider whether the charity needs additional insurance or needs to become incorporated

If your charity is unincorporated and employs staff or enters into other contracts, the trustees should seriously consider changing the charity into an incorporated form. You may need to take professional advice about this, particularly in relation to any pension liabilities which could be triggered by incorporation.

Read more about:

How to manage risks in your charity

Charities and insurance

Changing your charity into a company or CIO

Pension rules for charities

Pensions (Charity Finance Group guidance)

11. Your charity's legal structure and what it means

It's important to know your charity's legal structure (eg trust, association, CIO, company) because it affects whether:

- the charity itself can enter into contracts or employ staff, or the trustees must do these things personally
- land is held by the charity itself or by the trustees (or someone the trustees appoint for that purpose)
- trustees' liability is limited
- trustees have specific legal duties that go with that legal structure

11.1 Different legal structures for charities

An 'incorporated charity' is one that's set up in a legal form which makes the charity itself a legal entity. This is called 'legal personality', and means the charity can own property or enter into contracts in its own name. Incorporation gives trustees more protection from personal liability. Some incorporated forms can limit trustees' liability to third parties. The law places duties on board members to prevent the abuse of limited liability.

An 'unincorporated charity' doesn't have legal personality, so can't hold property or enter into contracts in its own name. Trustees' personal liability is unlimited.

This table summarises the characteristics of different legal forms and what they mean for trustees.

Legal form or structure	Incorporated (legal personality)	Title to land held by	Contracts/ employment in the name of	Liability to third parties limited	Additional duties on trustees
Trust	No	Trustees for the charity	Trustees personally (for the charity)	No	No
Association	No	Trustees for the charity	Trustees personally (for the charity)	No	No
Company	Yes	The charity	The charity	Yes	Company law
Charitable Incorporated Organisation (CIO)	Yes	The charity	The charity	Yes	Charities Act and CIO regulations
Corporation created by Act of Parliament	Yes	The charity	The charity	Yes unless excluded by the Act	No
Royal charter body	Yes	The charity	The charity	Incorporation gives some protection	No
Community Benefit Society	Yes	The charity	The charity	Yes	Co-operative and Community Benefit Societies Act

Find out more:

Charity types: how to choose a structure

Running a limited company: Directors' responsibilities

Royal Charter charities

11.2 Unincorporated charities (trusts and unincorporated associations) - holding land

Charities set up by a trust deed, constitution or similar governing document are unincorporated. This means they are not legal bodies in their own right and can't hold property in their own name; it must be held for the charity by trustees.

If the charity trustees don't want to hold legal title for any land or other property themselves, they can appoint a nominee, holding trustees (other individuals) or a custodian trustee (a company or other corporate body that has power to hold property for the charity). The governing document may explain how to do this.

Holding and custodian trustees aren't charity trustees; they can't make decisions about the management of the charity or its property, and must follow the lawful directions of the charity trustees.

You may find it simplest to vest the land in the Official Custodian for Charities. Read about **The Official Custodian for Charities' land holding service**.

Apply to transfer land or property to the Official Custodian.

12. Charity officers - the chair and treasurer

Some trustees have special roles, such as the chair and the treasurer. They are known as officers. You must comply with any specific provisions for officers in your governing document. Trustees can also nominate a trustee to take the lead on a particular matter.

Charity officers don't automatically have any extra powers or legal duties than their co-trustees, but may carry out specific roles or have specific responsibilities delegated to them. However, all trustees remain jointly responsible for the charity. For example, all trustees share responsibility for finances (not just the treasurer). A chair can only make decisions in accordance with any provision in the governing document or delegated authority agreed by the trustees, and should notify the other trustees of any decisions made.

12.1 The treasurer

The treasurer usually takes the lead at board level on:

- making sure the charity keeps proper accounts
- reviewing the charity's financial performance
- drawing up or reviewing policies for finance and investment
- ensuring that the charity has robust and effective financial controls in place
- liaising with finance staff and with the charity's independent examiner or auditor
- reporting on financial matters to the members, in a membership charity

In larger charities the treasurer may share these responsibilities with a finance committee, and staff may carry out day to day finance functions.

Find out more:

The Honorary Treasurer's Forum

12.2 The chair

The role of the chair may vary depending on the charity's circumstances. The chair usually:

- helps plan and run trustee meetings (and in a membership charity, members' meetings)
- takes the lead on ensuring that meetings are properly run and recorded
- takes the lead on ensuring that trustees comply with their duties and the charity is well governed
- might have a second or casting vote if a vote on a trustees' decision is tied, but only if this is specified in the charity's governing document
- may act as a spokesperson for the charity
- acts as a link between trustees and staff
- line manages the chief executive on behalf of the trustees

A Chair's Compass - A guide for chairs of charities and non-profit organisations.

13. Technical terms used in this guidance

This section explains some legal and technical terms used in this guidance.

‘Beneficiary’ or ‘beneficiaries’ means a person or group of people eligible to benefit from a charity. A charity’s beneficiary group is usually defined in its governing document. Some charities call their beneficiaries clients or service users.

The ‘Charities Act’ is the Charities Act 2011. This guidance occasionally refers to specific powers under this Act.

A ‘charitable incorporated organisation’, or ‘CIO’, is an incorporated legal form designed specifically for charities. See section 11 of this guidance for more detail.

A ‘charity’ is any organisation set up under the law of England and Wales for solely charitable purposes.

The ‘Commission’ means the Charity Commission, the regulator for charities in England and Wales.

A ‘community benefit society’ is an incorporated legal form in which charities can be set up. It is similar to a limited company. Community benefit societies are registered by the Financial Conduct Authority. Charitable community benefit societies are currently exempt charities.

‘Excepted charities’ don’t have to register with the Commission or submit annual returns. Apart from that, the Commission regulates them and can use any of its powers if it needs to. This only applies to specified churches, Scout and Guide groups and armed forces charities whose income is below £100,000. Read more about **excepted charities**.

An ‘exempt charity’ is exempt from registration and direct regulation by the Commission. Most exempt charities have a different charity regulator (or ‘principal regulator’). Trustees of exempt charities have the same basic duties as other charity trustees. Read more about **exempt charities**.

The ‘governing document’ is the legal document that sets out the rules that govern a charity. These include the charity’s objects and, usually, how it must be administered. It’s usually a trust deed, constitution, CIO constitution or articles of association. Some charities have a different type of document such as a conveyance, will, royal charter or Commission scheme. **Find out more about governing documents**.

‘Have regard to’ does not have a strict legal definition, but generally means ‘take into account’ or ‘consider’, rather than ‘comply with’.

‘In the charity’s best interests’ means what the trustees believe will best enable the charity to carry out its purposes for the public benefit. See section 6 of this guidance for more detail.

An ‘incorporated charity’ means a charity formed as a company, CIO, royal charter body, community benefit society or a corporation created by Act of Parliament. Being incorporated means the charity itself is a legal body. It can own property or enter into contracts in its own name. Incorporation gives trustees more protection from personal liability. See section 11 of this guidance for more detail.

Misconduct includes any act (or failure to act) that the person committing it knew (or ought to have known) was criminal, unlawful or improper.

Mismanagement includes any act (or failure to act) that may cause charitable resources to be misused or the people who benefit from the charity to be put at risk.

A charity's 'purpose' is what it is set up to achieve (for example, relieving poverty or promoting health).

A charitable purpose is one that:

- falls within one or more of 13 'descriptions of purposes' listed in the Charities Act
- is for the public benefit (the 'public benefit requirement')

A charity's 'objects' are a written statement of its purposes - they must be exclusively charitable.

A 'registered charity' is a charity registered with the Commission.

A 'suitably qualified person or adviser' is someone who the trustees could reasonably expect to be competent to advise them about a particular matter. This includes professional advisers (such as solicitors, accountants and surveyors). It could also include (for example) a member of the charity's staff, a suitably qualified trustee or an adviser from another organisation.

'Trustee' means a charity trustee. Charity trustees are the people responsible for governing a charity and directing how it is managed and run. The charity's governing document may call them trustees, the board, the management committee, governors, directors, or something else. The Charities Act defines the people who have ultimate control of a charity as the charity trustees, whatever they are called in the charity's governing document:

- a 'custodian trustee' is a corporation appointed to hold property for a charity; it isn't a charity trustee and must act on the lawful instructions of the charity trustees
- 'holding trustees' are individuals appointed to hold property for a charity; they aren't charity trustees, they must act on the lawful instructions of the charity trustees and in accordance with any provisions in the governing document

An 'unincorporated charity' is a charity set up as a trust or association. Being unincorporated means the charity isn't a legal body (so it can't hold property or enter into contracts) in its own right. Trustees' personal liability isn't limited. See section 11 of this guidance for more detail.



CHARITY COMMISSION
FOR ENGLAND AND WALES

GUIDANCE

Trustee expenses and payments (CC11)



MARCH 2012
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Contents

1. Key points about expenses and trustee payments	2
2. Introduction and meaning of terms	4
3. Payment of expenses to a trustee	7
4. Paying trustees for services	11
5. Paying for trusteeship	19
6. Employing a trustee or connected person	26
7. Compensating trustees for loss of earnings	31

1. Key points about expenses and trustee payments

This section summarises the main points for charity trustees to consider. They are based on a mixture of case law, charity law, and good practice, and are covered in more detail in the guidance.

- The concept of unpaid trusteeship has been one of the defining characteristics of the charitable sector, contributing greatly to public confidence in charities.
- The basic principle is that trustees must not put themselves in a position where their personal interests conflict with their duty to act in the interests of the charity unless authorised to do so.
- However, trustees are entitled to have their expenses met from the funds of the charity. Expenses can include a wide range of costs including, for example, travel and other costs of attending meetings, specific telephone and broadband charges, travelling on trustee business, and providing childcare or care of other dependants while attending to trustee business.
- Charities can pay some of their trustees for the supply of services. The power to do this, and the conditions attached to using it, were introduced by the Charities Act 2006 as a change to the Charities Act 1993 (now replaced by the Charities Act 2011). The power is summarised in this guidance. The power cannot be used if the governing document prohibits this type of payment.
- A charity trustee may only be paid for serving as a trustee where this is clearly in the interests of the charity and provides a significant and clear advantage over all other options. There is no general power in law for this type of payment - a charity would need a specific authority which may be found in its governing document, or be provided by the Charity Commission, or, more rarely, the courts.
- Where a charity proposes to employ a trustee in some other role, or where a charity wishes to compensate a trustee for loss of earnings to enable them to attend meetings during working hours, it must firstly ensure that it has the necessary authority. If it is not provided by the governing document, the charity will need to approach the commission or the courts.
- In any case where a charity wishes to make a payment, but has no clear power to do so, the trustee board must apply to the commission for authority before the payment is made.
- Properly assessing any potential risks and managing conflicts of interest are important factors when a charity is proposing to pay trustees. Trustee boards should be open and transparent about their decision to pay, and be prepared to justify it if publicly challenged. For all charities, disclosing such payments in the charity accounts in accordance with Charity SORP guidelines is not only a legal requirement for companies and larger charities but will help charities of all sizes dispel any perception that payments might have been made in secret.
- Charities should have clearly defined procedures for identifying and managing conflicts of interest. Ideally, these procedures should be set out in the charity's governing document.
- As good practice, a trustee board should regularly review the performance of each trustee (including the chair). This is particularly important where a trustee is receiving a payment from the charity.

- Ensuring that the opportunity to be a trustee is open to all is one of the keys to achieving strong, effective boards of trustees. Clear policies on payment of expenses can help with this. Other forms of payment, including compensating individuals for loss of earnings, can also be used as a tool to attract promising candidates who might otherwise be unable to afford to serve.
- if a trustee board is considering whether to make a payment to a trustee (as opposed to reimbursement of expenses) there are six key factors to consider:
 - who will receive the payment - will it be a trustee, or a person or business connected with a trustee?
 - what is the payment expected to cover?
 - is the payment clearly in the best interests of the charity?
 - is there a legal authority for it?
 - what conditions must be met if the payment is to be made?
 - how will any conflict of interest be managed?

The guidance on trustee expenses and payments applies equally to charity trustees and persons or businesses connected with them.

2. Introduction and meaning of terms

The concept of unpaid trusteeship has been one of the defining characteristics of the charitable sector, contributing greatly to public confidence in charities. This does not mean that a trustee can never receive any payment or benefit from his or her charity; there are sometimes good reasons why it can be in a charity's interests to make a payment to a trustee. Trustee boards need, though, to minimise the risks to their charity's reputation and operation. This guidance is designed to clarify the law and good practice where trustee boards propose to make payments to one or more of the trustees.

2.1 What this guidance covers

The guidance explains:

- what can be classed as legitimate trustee expenses; the commission emphasises that trustees should not be 'out-of-pocket' as a result of the work they carry out on behalf of their charity (section 3)
- how charities can use the statutory power to pay trustees for services (provided by the Charities Act 2011), and the conditions they must meet when doing so (section 5)
- the limited circumstances where payment may be made for serving as trustee, and the issues trustee boards need to address when considering these payments (section 5)
- when the commission's authority is needed if a trustee, former trustee, or person connected with a trustee, takes up paid employment with a charity. The commission also covers situations where an employee of a charity becomes a trustee, as well as where the spouse or partner of a trustee, or a person or business connected with a trustee is employed by a charity (section 6)
- when a trustee may be paid reasonable compensation for loss of earnings (section 7)

To support charity trustees' use of this guidance, the commission has included examples within the guidance. It has also included details of other relevant guidance, and contact details of organisations that can also provide useful advice affecting the issue of trustee payment.

2.2 What does the commission mean by 'expenses' and 'trustee payments'?

Expenses are normally refunds by the charity of costs a trustee has had to meet personally (or which have been met on his or her behalf) in order to carry out trustee duties. In some cases, these expenses may be paid in advance. A refund of properly incurred expenses is not a trustee payment, nor does it count as any kind of personal benefit.

Trustee payments are a financial or other measurable benefit paid to a trustee, or to a 'connected person' (see section 3), from a charity's funds in return for work the trustee has carried out for the charity. In most cases, this involves paying a trustee for services over and above normal trustee duties - for example, plumbing, painting the charity's premises, or legal or accountancy work. But it can also include payment for serving as trustee, and payment to a trustee as an employee of the charity in a separate role (for example a chief executive, head teacher, or religious leader who also sits on a charity's board).

Trustee payments might also be made 'in kind' - for example, free use of the charity's facilities or services for which users normally have to pay.

2.3 Meaning of other terms and expressions

The word 'must' is used where there is a specific legal or regulatory requirement that you must comply with. 'Should' is used for minimum good practice guidance you should follow unless there's a good reason not to.

Although the commission has tried to write this guidance in everyday language, there are a number of technical terms it needs to use in places. This list explains some of them:

- applicable SORP is the term used to describe the SORP to be used by the charity to prepare its accounts on an accruals basis which is in effect for the financial year for which the accounts are being prepared. For financial years beginning on or after 1 January 2015 the trustees have a choice of which SORP to apply. The choice is between SORP FRS 102 and SORP FRSE. For financial years beginning prior to 1 January 2015 only SORP 2005 applies. SORP 2005 does not apply for financial years beginning on or after 1 January 2015
- breach of trust: a breach of any duty imposed on a trustee; for charity trustees, these duties may be found in the provisions of a charity's governing document, laws and regulations, or orders of the court or the commission
- charitable company: a company formed and registered under the Companies Act 2006 for exclusively charitable purposes; this definition includes charitable companies registered under the Companies Act 1985, or which were in existence before that
- the Charities Act: the Charities Act 2011
- conditional power of payment: where use of a power to pay trustees can only be used with the commission's prior written approval
- conflict of interest: in this guidance, this term is used to mean any situation in which a trustee's personal financial interests may (or may appear to) influence or affect the decisions made by a trustee for their charity.
- connected person: in the context of trustee payment, this is defined by s.188 of the Charities Act and broadly means family, relatives or business partners of a trustee; it also covers businesses in which a trustee has an interest through ownership or influence - the term includes a trustee's spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where a trustee or family member holds at least one-fifth of the shareholding or voting rights, if in doubt about whether a person or business is a connected person, refer to s.188, or seek advice from a solicitor or other person qualified to advise on the matter
- court: usually means the High Court, but can mean any other court in England and Wales with jurisdiction over charities
- governing document: a legal document setting out the charity's purposes and, usually, how it is to be administered; it may be a trust deed, constitution, memorandum and articles of association, will, conveyance, Royal Charter, scheme of the commission, or other formal document
- prohibition on payment: an express instruction against paying trustees. This would usually be couched in negative terms, for example: 'The trustees shall not pay...' or 'No trustee shall be paid...'. but a form of wording that says 'All trustees must act gratuitously' would also be a prohibition
- scheme: a legal document made by the commission or the court which either sets out all the rules for running a charity (and is therefore its governing document), or which amends the powers of a charity (thereby forming part of its governing document)
- the 2000 Act: the Trustee Act 2000

- trustee: a charity trustee; charity trustees are the people who are responsible for the general control and management of the administration of the charity. In the charity's governing document they may be collectively called trustees, the trustee board, managing trustees, committee members, governors or directors, or they may be referred to by some other title
- user trustee means any trustee who makes use, as a beneficiary of the charity, of the equipment, facilities, services or support that are provided as part of the charitable purposes of his or her charity

3. Payment of expenses to a trustee

This section explains the legal position with regard to trustee expenses. The law entitles charity trustees to claim legitimate expenses while engaged on trustee business. No separate authority is needed in the charity's governing document or from the commission.

3.1 What are trustee expenses?

The short answer

Expenses are refunds by a charity of legitimate payments which a trustee has had to meet personally in order to carry out his or her trustee duties. Expense claims should normally be supported by bills or receipts, except where it is impractical to expect this, for example, where very small amounts are claimed.

In more detail

Any reasonable costs that allow trustees to carry out their duties can be classed as legitimate expenses. So long as the charity only pays the trustee for the actual cost or expense, the payment is not taxable. The following are examples of expenses:

- the reasonable cost of travelling to and from trustee meetings, and on trustee business and events; this can include the cost of using public transport, taxi fares, and petrol allowances to the level permitted by HM Revenue & Customs (HMRC) before tax becomes payable
- reasonable refunds for the cost of meals taken while on charity business
- the reasonable cost of childcare, or care of other dependants (for example, an elderly parent) whilst attending trustee meetings
- the cost of postage and telephone calls on charity business
- the costs of a trustee's telephone rental and broadband subscription, so long as these are split to reflect the percentage of time relating to usage on behalf of the charity
- communication support: translating documents into Braille for a blind trustee, or into different languages; provision of alerting and listening devices, and other special aids for people with hearing impairment
- the costs of buying training materials and publications relevant to trusteeship
- providing special transport, equipment or facilities for a trustee with a disability
- cost of reasonable overnight accommodation and subsistence (including any essential care costs) while attending trustee meetings or other essential events such as voluntary sector conferences or specialist training courses

Payments which do not count as expenses

Sections 3.4 and 3.5 cover payments which are not expenses and which either cannot legitimately be made (3.4) or which can only be made if there is suitable authority (3.5).

It is also worth noting that reimbursement of trustees for purchases they have personally and properly made on behalf of the charity are not counted as expenses and are accounted for as part of the charity's general expenditure.

3.2 Do charities need an expenses policy?

The short answer

It is good practice for charities to have an expenses policy.

In more detail

Paying reasonable expenses is a good way of ensuring that the whole trustee board participates in running the charity and, more generally, of ensuring that being a trustee is open to all. For example, this might be particularly relevant when seeking to recruit younger trustees or to ensure that people on low incomes can participate. Unless by personal choice, no trustee should be 'out of pocket' as a result of carrying out their normal duties and responsibilities. Charities should have a written expenses policy, setting out what is recoverable as an expense and what is not, and they should ensure the policy is clearly understood by all the trustees. If trustee boards are in doubt about whether something qualifies as an expense, they should take advice. If the commission decides that an item is a trustee benefit rather than an expense, and there is no power in the governing document to make the payment, the commission may be able to approve it if it can be shown to be in the charity's interest to do so.

3.3 Can trustee expenses be paid in advance?

The short answer

Where they consider it useful, trustee boards can make arrangements for advance payment of reasonable out-of-pocket expenses.

In more detail

Repayment of expenses should be dealt with as quickly as possible and can be made in cash, particularly for smaller items. Advance payment can be particularly useful where the cost can be predicted, for example babysitting costs while attending a board meeting, a standing order for a broadband connection, or perhaps the cost of staying at a hotel when attending a conference. It will also be particularly helpful for trustees on low incomes or state benefits who simply cannot afford to wait for repayment.

If the actual cost of expenses exceeds the amount advanced, then adjustments can be made. But trustee boards must be clear that any pre-payment scheme they put in place has appropriate safeguards and does not constitute a private benefit. In particular, they should ensure that any sums not spent are returned to the charity.

Where payment exceeds actual cost: any payment kept by a trustee over and above the actual cost of the expenses will be an unauthorised private gain, and liable for repayment to the charity.

Entitlement to benefits: state benefit rules have clarified that entitlement to benefits will be unaffected by payment for expenses paid in the future. In case of any dispute, clear record keeping will enable a charity to show that such payments are a reimbursement, and not income for the trustee concerned.

3.4 What payments would not be legitimate trustee expenses?

The short answer

Expenses which are excessive, and/or which do not relate to legitimate trustee activities.

In more detail

The following are all examples of payments which are not legitimate trustee expenses or payments:

- payment of hotel accommodation or travel costs for spouses or partners who are not themselves travelling on charity business
- payment of private telephone bills for business unrelated to the charity
- payment of private medical insurance
- petrol mileage rates above the levels approved by HMRC for claimable expenses
- in the case of a trustee nominated by a local authority, expenses already allowed for under that authority's statutory or contractual arrangements

There are many other examples. Generally, charities should be wary of the risk of excessive or false trustee expense claims. Any misuse of charity assets for private benefit can damage public confidence in a charity, can affect the charity's ability to operate for the public benefit and is likely to amount to mismanagement or misconduct. The trustee may also be liable to repay the charity for any excessive or false trustee expense claims.

3.5 What legitimate payments not counted as expenses might need authority?

The short answer (legal requirement)

Some types of payment are often confused with expenses, when they are actually trustee benefits which HMRC will consider can be taxed as income. They can only properly be paid out of charity funds if there is suitable authority for doing so.

In more detail

The following are all examples of payments which are not expenses, and which the commission might need to authorise:

- compensation for loss of earnings whilst carrying out trustee business (see section 7)
- allowances: for example, a personal clothing allowance
- honoraria (small or token sums not intended to reflect the true value of the service provided - see section 5.8)
- payment for use of a trustee's property (or part of it) for storage and use of charity equipment

3.6 How should trustee expenses be accounted for?

The answer (legal requirement)

Charities that have to prepare accruals accounts must follow the applicable Statement of Recommended Practice (applicable SORP) which sets out accounting requirements for charities. In practice, this covers all company charities, as well as all other types of charity with gross yearly incomes of more than £250,000.

As part of the SORP requirements, charities must disclose as a note to their accounts:

- the total amount of trustee expenses
- the nature of the various expenses
- the number of trustees involved

For this purpose, expenses do not include purchases made on behalf of the charity for which a trustee has been reimbursed. If trustees have received no expenses, this should also be stated.

The commission recommends that all charities should follow this approach to accounting for expenses, even if they are not formally required to follow the SORP requirements.

4. Paying trustees for services

This section focuses on the power that allows charities to pay trustees for additional services they provide to their charity over and above normal trustee duties ('the statutory power'). This includes goods supplied in connection with the provision of services. Trustees must take this guidance into account before they enter into an agreement under this power.

Introduction

Trustees can be paid for providing services (and, in some cases, goods) to the charities for which they are trustees. The power to do this and the conditions which trustee boards must follow in deciding when payment is appropriate, are set out in the Charities Act. The power also applies to:

- payments for services and goods provided by 'connected persons' - broadly, family members or businesses connected with a trustee (see section 3.4)
- any trustees or nominees that may have been appointed simply to hold the title to a charity's property

The conditions that must be followed are outlined in section 4.3.

Situations not covered: charities cannot rely on the statutory power to pay their trustees where:

- the charity wishes to pay a trustee for serving as trustee (see section 5)
- the charity wishes to employ a trustee or a connected person under a contract of employment (see section 6)
- the charity's governing document has a strict prohibition against payment for services (see sections 4.2 and 4.10)
- the conditions for making the payment cannot be met (see section 4.3)

Terms used: for convenience, reference to services in the remainder of this guidance includes any goods provided to a charity, in connection with the provision of a specific service.

4.1 What services can a charity pay its trustees for?

The short answer

A charity can pay a trustee for the supply of any services over and above normal trustee duties. The decision to do this must be made by those trustees who will not benefit. They must decide that the service is required by the charity and agree it is in the charity's best interests to make the payment and must comply with certain other conditions (see section 5.3).

In more detail

Examples of services that may be provided by a trustee in return for payment under the power in the Charities Act include:

- the delivery of a lecture
- a piece of research work
- the use of a trustee's firm for a building job
- the occasional use of a trustee's premises or facilities
- entering into a maintenance contract with a trustee's firm

- providing curtains or decorating materials for hall premises
- providing timber for a building
- providing specialist services such as estate agents, land agents, management and design consultants, computer consultancy, builders, electricians, translators, and graphic designers

The power cannot be used to allow payment for auditing services as a trustee cannot legally act as an auditor for his or her charity.

4.2 What if a charity already has a power to pay its trustees for services?

The answer

The statutory power to pay for services is additional to any other form of authority to pay a trustee which exists in law or in a charity's governing document.

Where a power in a charity's governing document is:

- more restrictive than the statutory power, for example, if it only allows payment for professional services, the charity can use the statutory power, provided there is no prohibition against payment for other services in the charity's governing document
- less restrictive than the statutory power, the charity can rely on its own power

Conditional powers: many charities have a power to pay trustees which requires the commission's prior written consent before it can be used. This is known as a conditional power. The need for the commission's consent has now been removed where charities can meet the conditions of the statutory power, which are explained in section 4.3.

4.3 What conditions must be met before paying a trustee for services?

The answer (legal requirement)

There are a number of conditions, all of which must be met before payment can be made validly. The conditions are that:

- there is a written agreement between the charity and the trustee or connected person who is to be paid (see section 4.4)
- the agreement sets out the exact or maximum amount to be paid (see section 4.4)
- the trustee concerned may not take part in decisions made by the trustee board about the making of the agreement, or about the acceptability of the service provided (see sections 4.4 and 5.5)
- the payment is reasonable in relation to the service to be provided (see section 4.6)
- the trustees are satisfied that the payment is in the best interests of the charity (see section 4.7)
- the trustee board follows the 'duty of care' set out in the 2000 Act (see section 4.8)
- the total number of trustees who are either receiving payment or who are connected to someone receiving payment are in a minority (see section 4.9)
- there is no prohibition against payment of a trustee (see section 4.10)

It is also a condition that, before entering into this type of agreement, trustees must 'have regard to' the commission's guidance on the subject. The commission has used section 4 to provide this guidance and trustees must be able to show that:

- they are aware of this guidance
- in making a decision where the guidance is relevant, they have taken it into account
- if they have decided to depart from the guidance, they have a good reason for doing so

4.4 Can the written agreement to pay for a service simply be a record in the charity's minutes? If not, is there a standard format for the agreement?

The short answer (legal requirement)

No, recording the proposed arrangement in the charity's minutes will not be enough to meet the conditions for an agreement. There must be a separate written agreement which must cover certain issues, but there is no set format. This will depend on the nature of the service being provided, and the level of detail needed to cover it. Legal advice should be sought if an arrangement is likely to continue for some time, or if it is particularly complex.

In more detail

Content of the agreement: although there is no set format, there are certain elements the agreement must contain:

- an accurate description of the service to be provided
- the name of the trustee or connected person (including a business) who will receive the payment
- details of the amount, if a 'one-off' or fixed-term payment, or else the maximum amount for services to be provided over the duration of the agreement. Where the benefit is a 'payment in kind', details of the benefit and its approximate value must be given

As a matter of good practice, it should also contain the following statements to show that the trustee board has considered these factors and has therefore complied with its duties when reaching a decision (see sections 4.6 and 4.7):

- a statement that the trustee concerned (including one who is connected to a person providing a service) will withdraw from any discussion of the trustees which has any bearing on the terms of the agreement or the acceptability of the standard of service provided; this should not, however, prevent a trustee or connected person from providing information which the trustee board may need in order to reach a decision
- a statement that the trustee concerned will not vote on any of these matters, and must not be included when deciding whether a quorum exists at a meeting to discuss them
- Signing the agreement: the agreement must be signed by someone authorised by the trustees to do so. This could be one or more of the trustees who do not stand to benefit under the agreement, or someone who is not a trustee but who has a sound knowledge of the matter. The agreement should also be signed by the trustee or connected person who is to be paid.

Keeping a record of the agreement: as the agreement forms part of the charity's accounting records, it must be retained for at least 3 years in the case of a charitable company (6 years is recommended for best practice), and 6 years in the case of a non-company charity.

4.5 Why are there requirements for withdrawing from meetings and not voting, and should these be recorded in the agreement?

The short answer (legal requirement)

The requirements are designed to ensure that any trustee who stands to benefit cannot influence the trustees' decisions relating to that benefit. Including a statement in the agreement that these requirements apply is not required by law but can help demonstrate to those who fund or use the charity that proper steps are being taken to manage the conflict of interest.

In more detail

Requirement to manage conflict of interest: one of the conditions that must be met when using the power is that the trustee concerned must not take part in any discussion or vote on any decision of the trustee board in setting the terms and conditions of the payment, or any decision to allow or continue with the payment.

It will not be a breach of this requirement if, before its discussion, the trustee board simply asks the person concerned to provide any information necessary to help make a decision.

Breach of condition: if this condition is not met, the commission can require the repayment of all or part of any money received, including the monetary value of any 'payment in kind'. The commission can also require the charity to withhold further payment.

If the condition is breached, it will not affect the validity of the services provided.

Further advice: **Manage a conflict of interest in your charity** provides more detailed advice about managing conflicts of interest.

4.6 What constitutes a 'reasonable payment'?

The short answer

There are a number of factors to take into account, relating to affordability, price and quality. In terms of price and quality, trustee boards should normally test the market and use comparisons for similar work to ensure they are paying no more than the 'going rate'.

In more detail

Factors to consider: when considering whether a payment is reasonable, trustee boards should consider:

- whether the charity can afford the payment
- the value to the charity of the services provided by the trustee
- the quality of the service and the reliability of the supplier
- any costs previously paid by the charity in obtaining those services
- how much other organisations pay for similar services in similar circumstances
- the implications for the reputation of the charity with its donors, funders, members and supporters, and with the general public

Making comparisons: trustee boards should obtain quotations from other suppliers, unless the amounts involved are very small. Proper records should be kept of these, and of any other information used in making comparisons. Generally, the higher the costs, the more trustee boards need to be able to show they have properly tested the market and have obtained value for money. And where a charity has a policy on procurement and purchasing, trustees should ensure they comply with its terms when paying for services from a trustee.

Tendering may not be required: a full tendering exercise (ie obtaining bids from interested suppliers) will not always be economic or appropriate - for example, if the transaction is relatively small, and a good quality service can be provided quickly and at low cost. Trustee boards should ensure a proper record is kept of the basis for their decision, including why the level of payment is considered reasonable - preferably by reference to payments in similar situations.

4.7 How do trustees decide that this sort of payment is 'in the best interests of the charity'?

The short answer

Before making a decision, trustee boards must be satisfied that the arrangement is in the best interests of the charity. This means they should be satisfied that the service is required by the charity. They should also be able to show there is a clear advantage to the charity in using one of its trustees instead of someone else. In many cases, this will involve a simple financial advantage, but there can be other factors that might influence a decision to pay a trustee. These should be weighed against any likely disadvantages; for example, that the person would be barred from contributing to decisions about the scope of the service and its terms and conditions.

In more detail

Value for money: the service must be needed by the charity, and the trustee concerned must be sufficiently experienced and skilled or qualified to deliver it. There may be a cost advantage in using a trustee, but this does not always mean work should be done 'on the cheap'. Quality is important, and speed of delivery might also be a factor. Trustee boards must be satisfied that the charity will be receiving value for money, and that there will be no adverse affect on its reputation, or levels of support and funding. The board must ensure that the charity can afford the cost of the service, without any adverse impact on the charity's activities.

Knowledge of the charity: a particular knowledge of the charity and its working environment can sometimes be an advantage. A trustee board may decide that for less - or no more - than the market rate, it can use the skills of a trustee who knows the specific requirements of the charity, and is perfectly competent to do the work in question.

Purchase of goods: where goods are supplied by a trustee in connection with a service provided, again there must be a clear advantage. This will normally mean items being supplied at a favourable rate. Where quality is also a factor, there should still normally be a significant 'value for money' advantage to the charity.

When there is no advantage: where there is an unfavourable financial comparison with an outside supplier, and no weight of special expertise or knowledge that would tip the scales, the charity should use the supplier who is not a trustee. There would be no clear advantage in using the trustee, because of the need to manage the conflict of interest (see sections 4.4 and 4.5).

4.8 What is meant by the 'duty of care' and how does it influence the decision to pay trustees for the provision of a service?

The short answer (legal requirement)

The statutory power requires trustees who use the power to follow the duty of care set out in the 2000 Act. This means that the trustee board must act honestly and in good faith, and must exercise all reasonable care and skill in reaching their decision.

In more detail

Exercising all reasonable care and skill means allowing for:

- any special knowledge or experience a person has or says they have
- any special knowledge it is reasonable to expect from a business or professional person when acting in either capacity

The level of competence and proficiency required of a trustee will vary according to the level of expertise the person has.

In order to fulfil their duty of care when deciding to pay one of their trustees, the commission would expect trustee boards to:

- exercise the power responsibly in the best interests of the charity
- take professional or other appropriate advice when in doubt
- be clear that payment of a trustee can be justified
- ensure that conflicts of interest are properly and openly managed
- ensure that agreements are complied with and that any poor performance is identified and addressed
- retain the agreement as part of the charity's records as required by law
- disclose the payments in the charity's accounts

4.9 How many trustees can be paid at any one time for providing services?

The answer (legal requirement)

The statutory power can only be used if, at the time in question, the total number of trustees receiving payment from the charity's funds will be in a minority on the trustee board.

When assessing this, the trustee board needs to take into account the number of trustees who are receiving directly or indirectly (through a connected person) any trustee payment as defined in section 4.2. This means they need to include:

- any trustees connected to persons or businesses receiving payment
- any trustees who are receiving payment for serving as trustees
- trustees who are also paid employees of the charity
- trustees receiving any other form of trustee benefit

For the purpose of deciding if the meeting is quorate, those trustees who face a potential conflict of interest as a result of the issue being discussed should be excluded.

If there are only two trustees, the new power cannot be used, since paid trustees would not then be in a minority. If there is no other authority for the payment, either the commission's approval will be needed, or, if the governing document allows it, the trustees can appoint an additional unpaid trustee, which would then allow the new power to be used.

4.10 Can a charity pay one of its trustees for services even if its governing document prohibits this?

The short answer (legal requirement)

No. In these cases, payment can only be made after the prohibition has been removed by the commission or, in some cases, by the charity itself. The effect of removing the prohibition will be to enable a charity to use the statutory power to pay trustees for services: it would not allow any other form of trustee payment.

(See 4.2 for the position where there is a conditional power, rather than any outright prohibition.)

In more detail

When a charity can remove a prohibition: a charitable company may remove a prohibition on payment by amending its governing document without involving the commission so long as:

- there are enough members (who are not also trustees) to form a quorum to consider the alteration

Members who are also trustees should not vote on the resolution to remove the prohibition (but they can vote to adopt a power that goes no further than the statutory power, if there is no prohibition).

When the commission's consent to the removal of a prohibition is needed: an unincorporated charity cannot use the power of amendment set out in the Charities Act. An unincorporated charity will either need to:

- apply to the commission for a short scheme to remove the prohibition
- approach the commission for written consent if its governing document already contains a suitable power of amendment which can only be used with the commission's prior consent

Where a charitable company does not have any members, or enough members who are not trustees to form a quorum to consider an amendment to remove a prohibition, the commission's consent will be needed. In this case, the trustees will need to apply to the commission for an order.

When the commission is asked to provide consent or make a scheme or order in these cases, it will take into account any evidence about the reasons for including the prohibition and whether the change will be in the charity's interests.

4.11 Can the agreement to pay a trustee for a service be amended?

The short answer

Yes - by a majority decision of the trustees who do not stand to gain. It is also necessary in these cases either for the trustee being paid to agree the change or for the contract to provide for such a change.

In more detail

Any change to the terms and conditions of the agreement must be discussed and approved by a meeting of the trustee board in the absence of the trustee who is providing the service (or who is connected to someone doing so). The new terms must be in the best interests of the charity, and they must be agreed by a majority vote of the trustee board - again excluding the trustee concerned, who must not form part of the quorum for the purpose of the meeting. The trustee board's decision to vary the terms should be recorded in the minutes of the meeting at which that decision is taken. (As with the original agreement, the trustee concerned can be asked to provide information to the trustee board ahead of any discussion.)

An agreement can usually only be varied with the agreement of all the parties. If this is the case, an amended written agreement should be made.

4.12 Must these payments be mentioned in the charity's accounts?

The short answer (legal requirement)

Yes, in the case of accounts prepared on an accruals basis - in other words, charitable companies and those other types of charity with a gross yearly income of more than £250,000.

In more detail

Under the applicable SORP accounting framework, charities that prepare their accounts on an accruals basis must give details of payments and other benefits to charity trustees and connected persons - including family members and businesses. They are also required to say under what legal authority the payment is made, together with the reason for it.

Although there is strictly speaking no need for this in the case of charities that prepare accounts on a receipts and payments basis, the commission recommends, as best practice and to enhance transparency, that similar details are provided. This can help protect trustees from accusations that they are benefiting in some hidden way.

See **Charity reporting and accounting: the essentials (CC15b)**

4.13 What if a charity wants to pay for a service to be provided by a trustee or connected person, but cannot comply with all of the conditions of the statutory power?

The answer

If not all of the conditions set out in section 4.3 can be met, trustee boards are advised to contact the commission with the details before making any payment, to see if it can give its approval. The commission will not approve any proposal involving excessive costs, or which will result in an unacceptable personal benefit, or anything else clearly against the interests of the charity. But if a proposal is reasonable in terms of cost, conflicts of interest are managed and it represents a clear advantage to the charity, rather than to the individual concerned, the commission will usually authorise it. It will take into account the overall level of trustee payment, and any other relevant circumstances when assessing such cases including whether such a payment is expressly prohibited.

5. Paying for trusteeship

This section explains the limited circumstances in which trustee boards can pay a trustee for carrying out trustee duties.

5.1 What is the difference between paying a trustee for the provision of a service and paying for trusteeship?

The short answer

While there is a general power to pay a trustee for providing services, there is no such general power to pay a trustee for carrying out trustee duties. Charities cannot do this unless they have a suitable authority, either in the charity's governing document, or one provided by the commission or the court.

In more detail

Paying a trustee for the provision of a service usually involves a charity making a one-off or occasional payment to a trustee who is to provide it with a specific service that is quite separate from his or her normal trustee duties. Many charities already have a specific power to do this in their governing documents. If not, they can usually rely on the statutory power contained in the Charities Act, described in section 4 of this guidance.

In contrast, payment for trusteeship means that a trustee receives payment from a charity for carrying out his or her normal trustee duties. In some cases, payment will be made on a continuous basis whenever these duties are carried out; or it may take the form of a periodic or annual allowance; or it may be made on an occasional basis, intended to reflect only a certain aspect of the trustee role, or to enable a trustee to attend a specific meeting or event.

Crucially, there is no general power in charity law for trustee boards to make such payments, and normally they cannot do so unless their governing document specifically allows it, or unless they have authority from the commission or the court. (There are only very limited exceptions to this - occasionally where charities may be regulated primarily by legislation other than the Charities Acts.)

Without such authority, any such trustee payment is a breach of trust (see section 4.2) - even if the charity benefits from the transaction. As this might mean the trustee board or the individual trustee who has been paid being made liable to repay all or part of the payment, trustee boards without a suitable power should seek authority before any payment is made. Unauthorised payments may be evidence of misconduct or mismanagement.

5.2 Is paying for trusteeship contrary to the voluntary principle?

The short answer

Unpaid trusteeship has always been a distinctive feature of charitable activity, and greatly enhances public confidence and trust in charities. There is a general expectation that charity assets should be used directly for the purposes of the charity. As a consequence, any departure from this position is only likely to occur in exceptional circumstances and needs to be fully justified by trustee boards as being clearly in the interests of their charity.

In more detail

There are circumstances where payment may be justified (see section 5.3), but trustee boards need to be clear they can justify a decision to pay one or more of their trustees, and that they can also manage the risks involved in doing this. A major risk area will be the need to manage conflicts of interest. The more trustees who stand to benefit, the bigger the risk and potential disadvantage, particularly in terms of conflicts of interests.

Trustee boards should consider carefully whether there is likely to be any adverse effect on the reputation of the charity amongst its supporters and users - the charity might attract criticism if payment appeared to be excessive and widespread. An open and transparent approach to explaining the reasons for payment, and to accounting for them, will help reduce the level of risk.

Trustee payment must only be incidental to the purposes of a charity, and if a charity appears to be becoming a vehicle for trustee payment, the commission will use its powers to protect its assets. In an extreme case, charitable status could be placed in jeopardy.

5.3 When can paying for trusteeship be justified?

The short answer

When there is a clear and significant advantage to the charity that will outweigh any disadvantages.

In more detail

If the commission is asked to approve a payment, it will normally only do so where a charity's complexity of operation has led to an unusually high burden of trusteeship. This will usually involve a trustee exercising a higher degree of responsibility and supervision in a complex field of activity, perhaps because of the breadth and range of activities undertaken by the charity.

It is often argued that payment can overcome difficulty in recruiting new trustees. There are, however, many methods of recruitment, including targeted advertising and online publicity, use of specialist agencies and trustee brokerage services, and use of open selection processes. Before considering payment, the commission advises charities to review the effectiveness of their recruitment mechanisms; see the guidance **Finding new trustees (CC30)**.

In many cases, simply paying legitimate reasonable expenses may be all that is needed to reassure potential recruits that they won't be out of pocket by taking on trusteeship; generally, the commission recommends that all charities have a written expenses policy (see section 3).

But if trustee boards are convinced that only payment of a more direct benefit will enable them to obtain the skills, experience, and diversity they need for the charity, the commission will consider a reasoned case based on the factors set out in section 5.4. This includes payment where compensation for loss of earnings is a factor (see section 7).

Case study

A large grant-making charity applied for remuneration for future chairs and certain trustee posts on the basis of the high level of time and commitment involved. The charity felt that, without offering payment for the time commitment and for the responsibilities that come with oversight of a multi-million pound organisation, it could not attract the right calibre of candidate, and would be likely to attract only those who were retired or 'well-off'. It provided evidence that, even with a well targeted recruitment campaign, it was struggling to attract the right calibre of candidate.

The commission approved payment for chairs, but rejected an application for payment of five other trustee posts, for which the charity wished to attract experts in its field. There was little similarity in time commitment compared with the chair, and no evidence that these posts were difficult to recruit for; indeed, previous recruiting campaigns suggested the opposite was the case, as a number of well-qualified candidates had come forward.

There are many reasons for becoming a trustee - financial reward rarely ranks among them. Identification with a particular cause or purpose, a sense of serving the community, or the opportunity for personal development, can all attract people to trusteeship. Where this is the case, charities should find no difficulty filling trustee vacancies. Generally the commission advises that trustee boards look at a number of recruitment methods before they consider trustee payment as an option: the commission would need to see evidence that there is a lack of volunteers with the right skills.

It is likely that a charity will expect a trustee who is paid to have special knowledge and experience and that consequently the level of care and skill expected of that trustee will be higher than for someone who is not paid.

5.4 What factors should trustees cover when applying to the commission to approve a payment?

The short answer

The trustee board should show why the charity will not be as effective without payment. If it is proving difficult to recruit new trustees without payment, the board should normally provide evidence that it has made a serious attempt to recruit trustees on an unpaid basis. It is not in the interests of a charity to pay a trustee if it is easy to appoint one with the right skills and competence to act without payment.

In more detail

Main factors to consider: The trustee board needs to show:

- what steps have been taken to recruit trustees without payment - if none, then reasons should be given
- why it considers there are clear and significant advantages to the charity in paying a trustee rather than, for example, spreading duties among other trustees, or increasing the number of unpaid trustees (if the governing document allows it)
- whether the functions to be carried out are genuinely those of a trustee - as distinct from functions of an employee or a consultant; has the charity made the right balance between its executive and non-executive functions?
- that the payment can be shown to be reasonable and affordable, and will not affect the charity's ability to carry out its objects
- what risks they have identified and how they will manage them (see section 5.2)

- how the unpaid trustees will be able to review performance (including dealing with poor performance), judge value for money and, if necessary, bring the payments to an end
- how the conflicts of interest will be managed, so that the 'conflicted' trustee can still take an effective role in the governance of the charity

In cases where the commission is able to provide authority, it would normally expect to give this where the number of trustees benefiting is in a minority.

Applying for approval: all applications for authority to make payments to a charity's trustees should be made using the **trustee payments application form**. Using the form will ensure that the commission are given all the necessary information in one submission, avoiding the need for additional rounds of correspondence.

Making comparisons: to manage or help avoid conflicts of interest and to provide objective evidence, charities may find it useful to consider 'benchmarking' (testing what is the 'going rate' for a similar job in a broadly similar organisation), or using review mechanisms - such as payment committees or outside bodies - to review pay scales.

In some cases, the commission may include provisions for benchmarking or review in its payment authority.

Consultation: in some cases, particularly where larger charities wish to pay significant numbers of trustees (for example, payment of chairs and regional chairs, payment of whole boards), the trustee board may wish to consider whether it would help to consult with those with a significant interest in the charity or any of its stakeholders. 'Stakeholders' can include anyone with a direct interest in the charity's operation: funders, donors, users and beneficiaries, members, staff, volunteers, business/operating partners, and other relevant regulators or agencies.

Case study

A large educational trust running a group of schools had expanded considerably, and was looking to extend its operations still further into Academy schools. The trust was attempting to recruit a new chair with a commitment of around 60 days per year; it sought authority for reasonable payment in recognition of the increased time commitment and complexity the role of chair now demanded.

The commission was satisfied the trust had conducted an extensive advertising campaign, including use of a leading recruitment agency. The results showed considerable reluctance to undertake the commitment required on an unpaid basis. It agreed the proposed remuneration of the chair, subject to its further approval to any subsequent increases in the agreed rate of payment.

5.5 Can charities offer trustee benefits to help improve the diversity of their boards?

The short answer

It is more and more the case that charities wish to attract trustees from a wide variety of age ranges and social and economic backgrounds. In urging charities to seek greater diversity on their trustee boards, the commission recognises the advantages of recruiting and retaining trustees who have a particular knowledge of the communities and areas in which their charity operates. It supports the view that people should not be excluded from trusteeship because of their economic circumstances. Not every trustee will always be able to give their time freely, and the commission accepts that in some cases, particularly where loss of earnings will cause hardship, an element of financial compensation might be justified.

In more detail

A trustee board that reflects the composition and diversity of a changing society and of its beneficiaries is something all charities should strive to achieve. A diverse board is more likely to contain a broader range of skills, knowledge and experience than one which is more narrowly based. Effective recruitment and induction are key to this. Where charities need to draw on a wider trustee base, with new skills, ideas, and abilities to help them deliver better services to their communities, they may need to look at introducing new practices to encourage more diverse recruitment. These might include some of the factors mentioned in section 5.4, and also in the guidance **Finding new trustees (CC30)**.

But where it is clear that the potential loss of earnings are preventing promising candidates from applying, charities can consider whether some reasonable financial assistance will help with their recruitment. The commission does not suggest, though, that paying trustees should be seen as an automatic solution to widening the trustee base.

Expanding diversity: when preparing to recruit new trustees, a charity should, in general, seek to increase or at least maintain the diversity of its trustee board. On one level, this may involve enabling the users of the charity's services to be properly represented on its trustee board. Provision of special facilities or equipment may help with this (see the guidance **Users on Board: Beneficiaries who become trustees (CC24)**).

But in a much wider sense, having a more diverse board means taking positive steps to recruit trustees from parts of the community which may not traditionally have played a large role in charity governance: for example, young or unemployed people, people from ethnic minority communities, or people with disabilities. Some charities may have a specific need to recruit trustees who are on low incomes or from economically deprived areas. The commission believes it is important that people in this position should not be prevented from becoming charity trustees because of financial hardship.

Use of expenses: direct payment for being a trustee is not necessarily the best way to secure wider representation on the trustee board. Wherever possible, charities should ensure they can offer reasonable upfront expenses for the cost of transport, meals, childcare, and accommodation when on charity business. It is important that no-one fears they will be out of pocket by becoming a trustee. This is especially the case where young people, the elderly, and people on state benefits or low incomes are concerned; the commission recommends advance payment of expenses where cost is likely to be an obstacle to anyone carrying out trustee duties. See section 3 for further details on the use of a clear expenses policy.

Loss of earnings: in more problematic cases, it may be more than simply a question of being able to rely on expenses. Changing working patterns mean there is no standard working day for many people. This can mean some trustees are unable to attend meetings outside conventional working hours, and some may find it difficult to get paid time off work to attend meetings. Ideally, trustee meetings should be held at times that are most convenient to all, and at readily accessible venues; but the commission recognises this may not always be possible. In some instances, particularly where prospective trustees are self-employed or on low incomes, and are likely to lose out financially when acting on charity business, some level of financial compensation for loss of earnings may be a practical option to support their continued involvement. This issue is discussed in more detail in section 7.

Case study

A charity providing social care and support across a wide spectrum of social need, including disability, wished to appoint a disabled person who was in employment as a consultant to serve on its trustee board. The board felt it important to secure the services of the person concerned in order to give a wider perspective on its work. To avoid financial hardship as a result, the commission authorised reasonable payment to the new trustee as a direct replacement of loss of earnings while active on trustee business.

5.6 What if the person is receiving state benefits?

The short answer

Care should be taken where a trustee is receiving state benefits. The rules governing benefits and tax credits are complex, and charities will want to ensure that payment of a trustee does not result in a reduction in their entitlement to benefits.

In more detail

Any trustee who feels this might be a concern (either to them or to a member of their household) should obtain written advice from the relevant benefits office. Where it would help to clarify the position, the charity should be prepared, with the consent of the trustee, to contact the benefits adviser on the trustee's behalf.

Further details: **Volunteering while on benefits** (GOV.UK website)

5.7 What is the position of sole trustees?

The short answer (legal requirement)

Where a charity has a single or 'sole' trustee (which might be an individual, or a corporation such as a local authority, or a bank or insurance company), payment decisions cannot be taken without a conflict of interest. Realistically, there is little advantage to any charity in its sole trustee being paid to act as trustee. It will be significantly more difficult to make a case for payment, particularly where statutory funds might also be available to administer the charity.

In more detail

The commission will not normally authorise a proposed payment where a fee-charging company requests a provision that reflects its published commercial scales of payment, rather than a rate that reflects the value of work actually done for the charity. Where the commission are required to approve a payment provision, its authority will limit payment to a reasonable charge in relation to that work.

A sole trustee may not profit from any charges it makes to a charity. For example, if it costs a local authority £150 per hour to employ a solicitor, it can charge any trust it administers up to £150 per hour. It cannot charge £200 per hour, even if that is the rate a solicitor in private practice would charge the trust - unless the charity's governing document or the commission has authorised charging on this basis.

5.8 Is authority needed for small payments or gifts?

The short answer (legal requirement)

In the interests of proportionality and the best use of the commission's powers and resources, the commission does not usually require charities to seek its authority where the total value of all trustee payments (excluding expenses) is less than £1,000 in any financial year. The trustees still need to be satisfied that these payments are in the best interests of the charity. The commission would, however, expect trustees to apply for authority in cases where, for example, it is addressing issues of mismanagement with them.

In more detail

Are total trustee payments below £1000 per annum? Generally, the commission does not expect charities to seek any authority for a small trustee payment where the payment will still mean that total payments (excluding expenses) to all their trustees during the financial year will not exceed £1000. This includes where trustee boards wish to make a small one-off payment (often known as an honorarium) to a trustee, for which there is no strict legal entitlement and no agreed amount, but which represents a gesture of appreciation and goodwill for services rendered to the charity - perhaps for long service. Payments that would result in the charity exceeding the £1,000 threshold are treated the same as payments for being a trustee, and will need the commission's approval. The trustees still need to be satisfied that payments below the £1,000 threshold are in the best interests of the charity.

Gifts to retiring trustees: this approach includes gifts to trustees who are retiring or leaving to take up another post, usually involving token payments or small gifts. It is difficult to place hard and fast rules on what is an acceptable value of gift in these situations; it is for the trustee board to judge whether a person's length of service and quality of contribution to the charity should be acknowledged with a leaving gift directly out of charity funds, taking account of any possible effect on the charity's reputation.

Tax and benefits: a small one-off honorarium would not normally be classed as income by HM Revenue and Customs, and should not be taxable. But a large, regular or 'expected' honorarium can be classed as taxable earnings, and can also affect benefit claims. If such payments are not authorised by the charity's governing document, the trustee board must seek the commission's authority if the total trustee payments to all trustees will be more than £1,000 for that year.

Further information is available on HMRC website www.hmrc.gov.uk

6. Employing a trustee or connected person

This section explains when the commission's express authority is required where a trustee, former trustee, or connected person takes up paid employment with his or her charity. It also covers circumstances where an employee of a charity becomes a trustee, and the potential need for the commission's authority when the spouse or partner of a trustee, or any other connected person, is employed by the charity.

6.1 Can a trustee also take up a separate position as an employee?

The short answer

Charity trustees may become employees of their charities in a variety of circumstances. Charities need to be aware, though, that the employment may need to be approved by the commission.

In more detail

Sometimes a charity might need to employ someone for a particular job on a full or part-time basis, and the trustees may feel one of their number is ideally suited, through knowledge or motivation, to take on the job.

Need to justify decision: a trustee may be in a strong position to provide the necessary skills and experience, but because charities rely on the confidence of the public (donors and beneficiaries alike) and must comply with the law on trustee benefits it is essential they are open and transparent about the processes and decision-making which lead to the employment. Any decision to employ a trustee or former trustee must be completely justifiable, and must be made without favouritism or improper influence. This means a trustee or former trustee should not gain an 'inside track', or any unfair advantage because of their position, and potential conflicts of interest must be properly and openly managed. (See section 6.4; see also section 2 of this guidance, and **Manage a conflict of interest in your charity**.)

6.2 When must the commission's approval be obtained to the separate appointment of a trustee as an employee?

The short answer (legal requirement)

If decisions about the recruitment or appointment were made while the individual was (or continues to be) a trustee, the commission's approval to the employment must be obtained if there is no other express authority for it. Without an express authority, there may be a liability for the employee-trustee to repay earnings to the charity or for the trustees who authorised the appointment to reimburse the charity. This does not occur very often, but it can arise in the event of a legal challenge from a third party (either within or outside the charity), or as the result of a commission inquiry.

In more detail

No authority is needed if there is already a suitable express power. But otherwise, the commission's authority will be needed if:

- the person takes up the employment while still a trustee
- the job offer is made while the person is a trustee, even though he or she later resigns as a trustee

- the person resigned as a trustee before the formal job offer was made and took part in an open recruitment process, but played a major part in the trustees' decision to create or retain the post, or in devising the recruitment process

The last point covers any situation where a trustee or ex-trustee lobbied or canvassed for a post, or was involved in devising the job specification or any other major aspect of the recruitment process, including advertising. It also covers involvement in agreeing terms and conditions for the post.

6.3 How should trustee boards apply for approval?

The short answer

All applications for authority to make payments to a charity's trustees should be made using the online application form on GOV.UK. Trustee boards should note that the commission cannot authorise any payments retrospectively, but can only authorise new or continuing payments.

In more detail

When applying for authority, trustee boards need to show that the post is genuinely required for the effectiveness of the charity, and has not been created or tailored to meet the needs of the trustee or former trustee. The person appointed should not have gained any 'inside track' advantage in securing the post, and there should not have been any lobbying, undue influence, or collusion in relation to the appointment.

Main factors to consider in all cases: trustee boards need to satisfy to the commission that the post is genuinely required, and is not weighted towards the experience of a colleague or ex-colleague. When explaining why they consider the employment is in the charity's interests, the trustees need to show that:

- the charity has a need for the work to be carried out
- the person has the appropriate knowledge and skills for the job
- payment for the job is reasonable in relation to the work being carried out; how does it compare with payment for similar duties elsewhere? Is the charity obtaining value for money?
- the risks identified in section 5.2 have been considered and managed
- (usually) the job has been subject to an open and transparent selection process
- (where relevant to the charity) stakeholders have been consulted (see section 5.4)

If the person is to continue as a trustee, the commission needs to know why this is necessary, and what arrangements are in place for managing any conflict of interest. How will performance be assessed? Does the trustee board have independent and objective mechanisms for appraisal in place?

Recruitment process: the trustee board needs to ensure the selection criteria properly meet the needs of the charity, and that there is a good balance in the job specification between skills, experience, and qualifications. An open recruitment process will help to show that the post has not been created simply to benefit the trustee.

If the commission is asked to authorise an arrangement with no open recruitment process, and where there may be doubt about the suitability of a trustee or ex-trustee to do the job, or evidence of improper influence on the selection process, it may require a proper recruitment exercise to be conducted, and for the post to be openly and properly advertised.

6.4 Can an employee become a trustee?

(This section also applies where employees or paid directors of subsidiary trading companies owned by the charity are appointed to its trustee body.)

The short answer

If an employee becomes a trustee, their employment usually occurs before their trusteeship and so is not a benefit arising from the trusteeship. Accordingly, there is no liability to repay any earnings received before the start of the trusteeship. In view of the potential conflict of interest after the start of the trusteeship, however, it can be helpful to obtain authority to permit the trustee-employee to retain any increases in payments made after that date where these are not within an agreed employee pay structure - see section 6.6.

In more detail

Points to consider: whilst combining the role of trustee and employee can occasionally be advantageous for the charity, the benefits would need to clearly outweigh the difficulties that can come with this dual role. The trustee board should be particularly clear why it is not sufficient for the relevant employee simply to attend their meetings (in a non-voting capacity) in order to contribute to discussion. If this sort of arrangement is established, there will need to be clear procedures for managing the potential conflict of interest.

Declaring an interest: the person concerned may be said to have an economic interest in retaining the employed post, and with enhancing its terms and conditions. In order to properly manage this potential conflict of interest, the commission recommends the trustee board ensures the person concerned declares an interest, and that this is clearly recorded in the minutes and any register of interests the charity keeps.

Withdrawal from discussion: the trustee-employee should take no part in collective discussion or voting on the contractual terms and conditions of the employed post, or in any review of performance relating to it. This also includes any decision on whether it is in the charity's interests to continue with the post. For greater transparency, the commission recommends any withdrawals from relevant meetings by the trustee-employee are clearly minuted. For the most influential posts within a charity, however, this can be problematic as the following case study demonstrates.

Case study

The case of one charity highlighted what can sometimes be a difficulty with this type of arrangement, as the commission refused to renew a power of remuneration that would have allowed the chief executive officer to continue as a trustee. The person concerned was also the founder of the charity, and the commission's main concern was that the trustee board was not taking adequate steps to strengthen its governance, so it could take decisions independently of the CEO and review his performance.

A key aspect of this case study was the need for stronger governance arrangements so that decisions could be made in the interests of the charity by the whole trustee body, free from the influence of the paid chief executive. Where the governance arrangements are strong - for example, they include clear procedures for managing conflicts of interest in an open and transparent manner - concerns about conflict of interests and undue influence are greatly reduced.

For example, the governance model for many church charities allows or requires the priest, pastor or vicar to be a trustee because it can be important for those in such a pivotal role within these charities to be involved in their strategic oversight and leadership. So long as the potential conflicts of interest which they face are properly declared and managed, this type of arrangement can be beneficial to the charity.

6.5 Is the commission's approval required?

The answer

Without an express authority, the validity of the trustee-employee arrangement described in section 6.4 could be susceptible to a legal challenge - either by the commission, or by a third party. In practice, it may be very unlikely that an arrangement that is open, transparent, and clearly in the interests of the charity, would be challenged. But if trustee boards are in doubt about whether they have a suitable authority, they should contact the commission for approval in order to reduce the risk of a challenge which, even if unsuccessful, could cause financial and/or reputational damage.

Any authority the commission gives will be subject to its usual conditions designed to ensure the proper management of the conflict of interest, and that payment is reasonable in relation to the nature of the employment.

6.6 Is approval needed for future pay increases?

The answer

Where a trustee-employee is not being paid explicitly for being a trustee, negotiations in relation to pay and salaries should be completely outside the trusteeship role. The commission does not need to approve annual increases in salary or benefits for a trustee-employee which constitute a reasonable incremental progression within an established and transparent employee pay structure.

However, where salary increments, bonuses, or other tangible benefits are substantial, and not clearly justifiable by reference to any formal pay scale, the commission's authority would be required if trustee boards wished to avoid potential legal challenge.

Generally, trustee boards should be wary of agreeing to any payment or benefits which might be regarded as excessive in relation to the employment, and which might cause concerns about unacceptable levels of private benefit within their charity.

Applying for approval: if the trustees think that the commission's approval is required, they should apply using the online application form on GOV.UK.

6.7 What is the position where a trustee's spouse or partner or other 'connected persons' become paid employees of the charity?

The short answer (legal requirement)

The commission's approval must be obtained if there is financial interdependence between the parties and there is no other authority for the transaction.

In more detail

Contracted employment: if a trustee's spouse or partner becomes a paid employee on a full or part-time contract, then if they are financially interdependent, the trustee could profit from the employment. In law, this can be a trustee benefit, requiring express authority. This also applies to businesses owned by a trustee, or in which the trustee is a partner, a managing director, or has any financial interest. It can also apply to employment with a subsidiary owned by the charity.

Need for openness: trustee boards should be aware of the possible need for authority, and ensure no improper influence has been brought to bear in the charity's decision to employ a firm or individual. Any arrangement with a connected person should be open and transparent, so that it can be seen to be made in the charity's interests. The trustee board should ensure any potential conflict of interest is declared and recorded in its minutes, and that the trustee concerned does not take any part in the board's discussions and decisions concerning the terms and conditions of the connected person's employment.

Seeking the commission's approval: authority is only required where there is a potential financial dependency between a trustee and a connected person who is employed. If no such link exists, then no approval is needed - though any potential conflict of interest still needs to be managed. If trustee boards are in doubt about the need for authority, the commission recommends they take advice.

Where it is decided approval is needed, the trustees should apply using the online application form on GOV.UK.

7. Compensating trustees for loss of earnings

This section explains the commission's policy where a trustee board seeks to pay reasonable financial compensation to secure or retain the services of a trustee who might otherwise struggle to play a full trustee role.

7.1 When can payment be made to cover loss of earnings while on trustee business?

The short answer

As with other forms of trustee benefit, a charity can make these payments if there is suitable authority and if there is a clear and positive advantage to the charity in doing so.

In more detail

This type of payment is not a routine expense (see section 3) and must be treated as a trustee payment (see section 2.3). There must therefore be an express authority for it, either within the charity's governing document, or provided by the commission or the court. Some charities do have a suitable power to compensate for loss of earnings, but this is still relatively uncommon in governing documents. Where there is no suitable existing authority, the commission is prepared to provide one if the trustee board can show that payment is in the charity's interests.

Advantage to the charity: the circumstances in which a trustee board may wish to consider this type of payment are where a potential or existing trustee:

- brings particular skills or perspective which are valuable to the charity
- cannot afford to serve as a trustee because his or her employer does not pay for time spent on charity business during working hours
- is self-employed, and would lose out financially by carrying out trustee duties in normal business hours

The same considerations apply as for any payment of a trustee; when applying for authority using the online application form, the trustee board needs to show why it is clearly advantageous to the charity to pay for the services of the person concerned. This will depend on the abilities and experience the person concerned can bring to the trustee board. Details of any especially relevant skills, knowledge or expertise should be provided. In addition, the trustee board needs to consider whether the person could act as an unpaid adviser, or whether it would be possible to recruit a suitable replacement without the need for payment.

The trustee board also needs to show the basis on which the compensation is calculated, and explain why this is value for money.

Conditions of authority: if the arrangement is approved, the commission's authority will normally impose a condition that:

- reimbursement must be no more than:
 - the amount which could be regarded as reasonable payment for the work undertaken on behalf of the charity
 - the amount lost by the trustee

whichever is the lower

The trustee being compensated must not be a party to the application for authority. The person may have been required to provide factual information to the trustee boards, but it should be confirmed that he or she has not otherwise played a part in their decision to make the payment, or in setting the terms and conditions of the payment.

Case study

A leading disability charity wanted to ensure blind and visually impaired people are always able to have a voice on its trustee board. In this case, the charity wished to enable three trustees (including the chair) with valuable specialist skills to contribute regularly to the board, without any financial hardship to themselves as a result. One was self-employed, the other two had to forego fees from other work on a number of occasions when attending trustee meetings and acting on charity business.

The commission recognised the contribution made by these trustees, whose expertise ranged from IT support, disability employment services, Access to Work issues, and the needs of visually impaired people. The commission authorised payment by the charity to reflect their duties on the occasions when they would otherwise lose out. This was based on the charity's assessment of rates comparable to the chair and non-executive directors of NHS Trusts. As a result, the charity was able to retain the expertise of these 3 trustees, and further empower its users on the trustee board. The charity makes the point that it does not wish only to appoint trustees who can afford to be trustees.

7.2 Is there any set guideline for the level of loss of earnings to be compensated?

The short answer

There is no strict maximum or 'set' figure for compensation. Ultimately, it is for trustee boards to assess the level of payment in the light of the particular trustee's contribution to their charity, and whether the charity can readily afford the payment.

In more detail

Because there should be no question of a trustee profiting from trusteeship in these circumstances, the compensation payments should not necessarily be a full replacement of earnings, a highly paid trustee should not be reimbursed in full for lost salary. Rather, the payment should reflect the reasonable value of the work done on behalf of the charity or, if the loss to the trustee is less than that, the actual loss to the trustee. The payment should, in all cases, be the lower of these two figures. As with other trustee payments, the charity must ensure payment will not harm its ability to carry out its purposes in the interests of its beneficiaries. Charities with a limited income will need to be especially clear they can absorb the cost without any adverse effect on their activities. The commission would not normally expect a charity in financial difficulty to consider making compensation payments to its trustees.

7.3 Are there any risks in making payments for loss of earnings?

The answer

As well as the risks to be managed that are described in section 5.2 for paying a trustee, there are other potential disadvantages that charities might need to consider before making loss of earnings payments:

- only trustees who are employed or self-employed can benefit in this way; trustees who are unemployed, but still giving up their free time and energy for the charity, may view this as biased and unfair
- there may be problems where the trustee concerned believes the level of payment should reflect their actual loss of earnings, where the amount lost is more than the reasonable payment for the work carried out for the charity
- although payment may be effective on specific occasions, if it becomes a regular feature there it may remove the incentive to keep any loss of earnings to a minimum - eg by holding meetings outside of the trustees' usual working hours

7.4 Must there be a written agreement between the charity and the trustee concerned?

The short answer

Not in all cases, but there can be distinct advantages in having one.

In more detail

Where they are likely to be in operation on a regular basis, compensatory arrangements should be recorded in a written agreement, which should be kept as part of the charity's accounting records. This provides a mechanism for the trustee board to determine and monitor value for money, and otherwise protect the charity's interests. The commission does not expect a charity to meet exactly the same conditions for an agreement required when paying a trustee under the Charities Act power for the provision of goods or a service (see section 4). But generally, an effective agreement should address the amount and terms of payment, the level and type of task expected from the trustee, and also arrangements for performance review, assessment of continuing need, and the circumstances in which the arrangement will come to an end.

Are we financially strong enough to continue to provide services for our beneficiaries?

Have we reviewed any contracts to deliver public services?

Do we have adequate safeguards in place to prevent fraud?

What is our policy on reserves?

Are we an effective trustee body?

Are we making the best use we can of our property?

Have we reviewed our contractual commitments?

Do we know what impact the social and/or economic climate is having on our donors and support for our charity?

Are we making the best use of the financial benefits we have as a charity?

If we have a pension scheme, have we reviewed it recently?

How can we make best use of any permanent endowment investments we hold?

Have we considered collaborating with other charities?

What effect is the current economic climate having on our charity and its activities?

Are we making the best use of our staff and volunteers?

Are we satisfied with our banking arrangements and our current and future investment policy?



15 questions trustees should ask



CHARITY COMMISSION
FOR ENGLAND AND WALES



THE INSTITUTION OF CIVIL ENGINEERS

Royal Charter and By-laws

The Institution of Civil Engineers, One Great George Street,
Westminster, London SW1P 3AA

2021

ROYAL CHARTER AND BY-LAWS

ROYAL CHARTER AND BY-LAWS

CONTENTS

	<i>Page</i>
Introduction	1
Royal Charter of 11 June 1975	5
By-laws	9

ROYAL CHARTER AND BY-LAWS

ROYAL CHARTER AND BY-LAWS

INTRODUCTION

The Original Charter of Incorporation was granted to ICE by King George IV on 3 June 1828. Supplemental Charters were granted in 1887, 1896, 1922 and 1962, the last provided *inter alia* a procedure for amending earlier Charters instead of seeking Supplemental Charters when changes were needed. This procedure was invoked for some amendments in 1968 and 1972, but the Institution was then advised that the existing series of Charters should be superseded by one new consolidating Charter.

This new Charter (pp. 4-7) was approved by Her Majesty Queen Elizabeth II, and issued on 11 June 1975. It preserved the original date of incorporation of the Institution but revoked all the old Charters, which will, of course, be preserved in the archives of the Institution. It now incorporates amendments approved on 16 December 1981, 27 October 1982, 8 February 2000, 18 June 2001, 6 November 2007, 15 October 2009 and 11 November 2015 under the procedure laid down in Article 15.

The By-laws derive their authority from the Charter, and any amendments to them have to be approved first by the Corporate Members and then by the Privy Council. Regulations and Rules are made by the Council under the authority of the By-laws - Regulations have to be approved by the Corporate Members.

On 1 April 1984 the Institution of Municipal Engineers was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of both Institutions on 15 December 1983, and of the Privy Council on 15 February 1984. An Association of Municipal Engineers was formed as a sub-division of the Institution of Civil Engineers under its Charter and under the By-laws as amended at that date.

On 7 November 1989 the Society of Civil Engineering Technicians was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of the Institution of Civil Engineers and the members of the Society of Civil Engineering Technicians on 24 January 1989 and 26 January 1989 respectively. This was formalised by the Privy Council on 18 December 1989.

On 1 April 1994 the Institution of Works and Highways Management was merged with the Institution of Civil Engineers, following the approval in postal ballots of the Corporate Members of the Institution of Civil Engineers and the Corporate Members of the Institution of Works and Highways Management on 12 October, 1993 and 7 September, 1993 respectively. The merger was agreed by the Privy Council on 24 February 1994.

Following the approval in a postal ballot of the Corporate Membership on 2 June 1999 the By-laws were extensively amended and renumbered to take account of the findings of the Future Framework Presidential Commission in 1997, and to comply with modern practice. This was formalised by the Privy Council on 8 February 2000. Following the approval in a postal ballot of the Corporate Membership on 24 July 2000, the Charter and By-Laws were amended to grant corporate membership to Associate Members, with full voting rights and the eligibility for election as Vice President, to grant limited voting rights to Technician Members and to allow the election of two Graduate members to the Council. This was formalised by the Privy Council on 18 June 2001.

ROYAL CHARTER AND BY-LAWS

Following the approval in a postal ballot of the Corporate Membership on 7 August 2003 the By-Laws and Disciplinary Regulations were amended to ensure compliance with the Human Rights Act 1998 in relation to disciplinary and admission procedures. This was formalised by the Privy Council on 1 January 2004.

Following the approval in a postal ballot of the Corporate Membership on 31 July 2004 the By-Laws and Admission Regulations were amended to amend sponsorship requirements for membership applications and to alter the terms of service for Vice-Presidents. The amendments to the By-laws were agreed by the Privy Council on 1 October 2004.

Following the approval in a postal ballot of the Corporate Membership on 30 July 2005 the By-Laws were amended to simplify the By-laws relating to subscription, to update the membership framework and to allow for the immediate suspension of a member convicted of a criminal offence. The amendments to the By-laws were agreed by the Privy Council on 14 November 2005 and 19 December 2005.

Following the approval in a postal ballot of the Corporate Members on 30 July 2006 the Disciplinary Regulations and the By-Laws were amended to allow changes to the composition of the Professional Conduct Panel, the appointment of lay members to committees and the facility to vote in ballots electronically. The amendments to the By-Laws were approved by the Privy Council on 30 October 2006.

Following the approval in a postal ballot of the Corporate Members on 17 July 2007 the Royal Charter, Disciplinary Regulations, Admission Regulations and the By-Laws were amended to allow changes: arising from recommendations of the 2006 Governance Review relating to the composition of Council; relating to professional conduct and disciplinary matters; and replacing “class” of membership with “grade” of membership to reflect currently used terminology. These changes were approved by the Privy Council on 10 October and 6 November 2007.

Following the approval in a postal ballot of the Corporate Members on 15 July 2008 the Disciplinary Regulations and By-laws were amended to allow changes: to the orders that the Disciplinary Board may make, the right of the Professional Conduct Panel to call witnesses and to allow for the publication of details of improper conduct; clarification of By-laws in relation to Special General Meetings; clarification in relation to the setting of subscription increases. The amendments were approved by the Privy Council on 30 October 2008.

Following approval in a ballot of the Corporate Members on 14 July 2009 the Royal Charter and By-laws were amended to permit remote attendance at Council meetings. The By-laws were also amended in relation to the functions of the Professional Conduct Panel as well as to prevent resignation in any case where an allegation of improper conduct has been received. The foregoing amendments were approved by the Privy Council on 15 October 2009.

ROYAL CHARTER AND BY-LAWS

Following approval in a ballot of the Corporate Members on 12 July 2011 the By-laws were amended to allow changes in relation to the functions of the Professional Conduct Panel and also relating to the nomination of candidates for election to Council removing the requirement that there should be at least three nominations in the election of each regional member of Council and each international member. These amendments were approved by the Privy Council on 25 August 2011.

In a ballot of the Corporate Members which concluded on 10 July 2012 the following changes to the By-laws and Disciplinary Regulations were supported: governing the functions of the Professional Conduct Panel; the composition of the Disciplinary Board; allowing the Disciplinary Board to adjourn a hearing and to refer the case back to the Professional Conduct Panel; providing for a third Graduate member on Council. These amendments were approved by the Privy Council on 27 September 2012.

Following the approval in a ballot of the Corporate Members on 9 July 2013 the By-laws were amended to allow an increase from one to two, the number of candidates for election to the ICE Council that members may be permitted to nominate. This amendment was approved by the Privy Council on 16 August 2013.

In a ballot of the Corporate members which concluded on 14 July 2015 the Royal Charter was amended to permit the use of designatory letters “MICE” by Technician Members. The By-laws and Admission Regulations were also amended to include a new regulation on “Unspent Conviction”. The By-laws and Disciplinary Regulations governing disciplinary procedures were also amended to allow for the establishment of an ICE Appeals Tribunal. These changes were approved by the Privy Council on 21 October and 11 November 2015.

Following the approval in a ballot of the Corporate Members on 12 July 2016 the Royal Charter, By-laws and Admission Regulations were amended to re-designate Associate Members as Non-Corporate Members. The Royal Charter and By-laws were also amended to incorporate the entitlement to the use of designatory letters “GMICE” by Graduates. The Admission Regulations were also amended to align the application requirements for admission as Technician Members with the application requirements for Fellow and Members. These amendments were approved by the Privy Council on 12 October 2016.

Following the approval in a ballot of the Corporate Members on 10 July 2018 the Royal Charter, By-laws and Regulations were amended to change the governance structure to a Trustee Board supported by an Advisory Council. The By-laws were also amended to allow the Trustee Board to make, amend and rescind the Regulations. The Royal Charter and By-laws were also amended to move certain existing provisions governing the admission, qualification and training requirements of members into the Admission Regulations (re-named Admission, Qualification and Training Regulations) and to move certain existing provisions governing the discipline of members into the Disciplinary

ROYAL CHARTER AND BY-LAWS

Regulations. Changes to the By-laws and Admission Regulations were also made to incorporate new Continuing Professional Development requirements. These amendments were approved by the Privy Council on 10 October 2018.

In a ballot of the Corporate members which concluded on 14 July 2020 the By-laws were amended to change the balance of the Trustee Board and the method of appointing and electing its members, to allow for the provision for the Trustee Board to dismiss a Trustee for justifiable reasons and to change the rules for attendance and voting at a Special General Meeting. These amendments were approved by the Privy Council with effect from 3 November 2020.

Following the approval in a ballot of the Corporate Members on 13 July 2021, the Royal Charter and By-laws were amended to re-designate Technician Members as Corporate Members with full voting rights. The By-laws were also amended to extend the voting rights for Graduate members and to permit Graduate members to requisition the Trustee Board to convene a Special General Meeting. The By-laws were further amended to delete the grades of 'Vice Patrons' and 'Companions' and to insert the correct use of capital letters. The By-laws were also amended to delete the power of the Disciplinary Board to fine a member and to delete the clause 'any other conduct which is unbecoming to a member'. These amendments were approved by the Privy Council with effect from 30 November 2021.

ROYAL CHARTER AND BY-LAWS

ROYAL CHARTER

11 June, 1975

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS under or by virtue of a certain Charter or Letters Patent bearing date at Westminster the third day of June in the ninth year of the reign of His Majesty King George the Fourth, after reciting (*inter alia*) that Thomas Telford, of Abingdon Street, in the City of Westminster, Esquire, a fellow of the Royal Societies of London and Edinburgh, and others, had formed themselves into a Society for the general advancement of Mechanical Science, and more particularly for promoting the acquisition of that species of knowledge which constitutes the profession of a Civil Engineer, being the art of directing the great sources of power in Nature for the use and convenience of man, as the means of production and of traffic in states both for external and internal trade, as applied in the construction of roads, bridges, aqueducts, canals, river navigation and docks, for internal intercourse and exchange, and in the construction of ports, harbours, moles, breakwaters and lighthouses, and in the art of navigation by artificial power for the purposes of commerce, and in the construction and adaptation of machinery, and in the drainage of cities and towns: the Institution of Civil Engineers was incorporated as one body politic and corporate by the said Charter or Letters Patent with perpetual succession and a Common Seal and with the said Thomas Telford as its first President:

AND WHEREAS the Petitioners have represented unto Us that many important and public and private works and services in the United Kingdom and overseas which contribute to the wellbeing of mankind are dependent on Civil Engineers and call for a high degree of professional knowledge and judgment in making the best use of scarce resources in care for the environment and in the interests of public health and safety it is accordingly of importance that there should be a ready means as heretofore of ascertaining persons who by proper training and experience are qualified to carry out such works.

AND WHEREAS the Institution is now constituted according to the provisions of the aforesaid Charter (hereinafter referred to as "the original Charter") and certain Supplemental Charters (hereinafter referred to as "the Supplemental Charter") to wit:

- (i) Supplemental Charter dated the third day of August in the fifty-first year of the Reign of Her Majesty Queen Victoria;
- (ii) a further Supplemental Charter dated the twentieth day of March in the fifty-ninth year of the Reign of Her Majesty Queen Victoria;
- (iii) a further Supplemental Charter dated the twenty-fourth day of February in the twelfth year of the reign of His Majesty King George the Fifth; and

ROYAL CHARTER AND BY-LAWS

- (iv) a further Supplemental Charter dated the ninth day of August in the eleventh year of Our Reign.

AND WHEREAS the Institution has by an humble Petition represented unto Us that it now does actively carry out and continuously throughout its existence has carried out the main object of the original Charter and fostered and increased the knowledge of the art and science of the profession of Civil Engineering, yet time has overtaken many of the provisions of the original Charter and the Supplemental Charters and it is desirable for the better government of the Institution and the furtherance of its object that they should be revoked save with respect to the incorporation of the Institution and replaced by a Charter better fitted for the needs of this present time:

AND WHEREAS We are minded to accede to the prayer of such Petition:

NOW, THEREFORE, KNOW YE that We having taken the said Petition into Our Royal consideration, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors are graciously pleased to grant and declare as follows:

1. The provisions of the original Charter (except in so far as they incorporate the Institution and confer upon it perpetual succession and a Common Seal) and the Supplemental Charters shall be and are hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.
2. The persons now members of the Institution and all such persons as may hereafter become members thereof and their successors shall for ever hereafter (so long as they shall remain such members) continue to be one body corporate and politic by the name of "The Institution of Civil Engineers" and by the same name shall as heretofore have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may implead and be impleaded in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a body corporate.
3. The object for which the Institution is constituted is to foster and promote the art and science of Civil Engineering.
4. There shall be a Trustee Board of the Institution (hereinafter referred to as "the Trustee Board") consisting of such number of members with such qualifications and to be elected or constituted as members of the Trustee Board in such manner and to hold office for such period and on such terms as to re-election or otherwise as the By-laws for the time being of the Institution shall prescribe.
5. The government and control of the Institution, its property and affairs shall be vested in the Trustee Board subject to the provisions of these Presents and to the By-laws of the Institution. The business of the Trustee Board shall be conducted in such manner as the Trustee Board may from time to time prescribe.

ROYAL CHARTER AND BY-LAWS

6. The Institution shall have a President and such other Officers with such functions, tenure and terms of office as the By-laws of the Institution may prescribe. The revocation of the original Charter and the Supplemental Charters shall not affect the constitution of the Trustee Board, and all members of the Trustee Board and other Officers of the Institution shall remain in office as heretofore.
7. The Institution shall consist of: **(1)** Corporate Members which term shall include **(a)** Honorary Fellows who are Corporate Members **(b)** Fellows and **(c)** Members and **(2)** Non-Corporate Members which term shall include Associate Members and such other grades of Non-Corporate Member as may be prescribed by the By-laws.
8. Each Honorary Fellow shall be entitled to the use of the designatory letters "Hon FICE", each Fellow the designatory letters "FICE", each Member the designatory letters "MICE", each Associate Member the designatory letters "AMICE" and each Graduate the designatory letters "GMICE". Those Corporate Members who have satisfied the requirements of the Institution's Chartered Professional Review as prescribed by the Trustee Board from time to time (but no others) may describe themselves as Chartered Civil Engineers.
9. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of Corporate Members and of Non-Corporate Members shall be such as the By-laws and Regulations for the time being of the Institution shall prescribe.
10. The Trustee Board shall alone have power to decide conclusively respecting each person proposed for or seeking admission to any grade of membership or seeking transfer from one grade of membership to another of the Institution whether or not such conditions as are applicable have been fulfilled.
11. The property of the Institution shall be applied solely towards the object of the Institution as hereinbefore defined.
12. The members of the Institution shall have no personal claim on the property of the Institution and no portion of such property shall be paid or transferred to any person who at any time is or has been a member of the Institution provided that nothing herein contained shall prevent the payment in good faith of remuneration in return for any services rendered to the Institution or the reimbursement of out-of-pocket expenses properly incurred or prevent the giving of prizes or scholarships to members or prevent the payment of interest on money borrowed by the Institution from members at a rate not exceeding one per centum above the Bank of England's minimum lending rate.
13. The By-laws of the Institution shall be those of the Institution at the date of this Our Charter.
14. The Institution may by resolution passed in accordance with the procedure prescribed by the By-laws by not less than two-thirds of the Corporate Members voting thereon from time to time make such By-laws of the Institution as to it shall seem requisite and convenient for the regulation, government and advantage of the Institution, its members and property and for the furtherance of the object and purposes of the

ROYAL CHARTER AND BY-LAWS

Institution and from time to time revoke or amend any By-law or By-laws heretofore made so that the same be not repugnant to these Presents. Provided that no such By-law, revocation or amendment shall take effect until the same has been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

15. The Trustee Board may by resolution passed at any meeting by not less than two-thirds of the members of the Trustee Board present (or deemed by the By-laws to be present) and voting (being an absolute majority of the whole number of the members of the Trustee Board) and confirmed by not less than two-thirds of the Corporate Members voting thereon in accordance with the procedure prescribed by the By-laws amend or add to this Our Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as amended or added to in manner aforesaid.
16. The Institution may enter into Agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation is approved by a resolution passed by not less than two-thirds of the members voting thereon in accordance with the procedure prescribed by the By-laws and thereafter the members of such kindred society shall subject to such conditions as the Agreement may prescribe be members of the Institution. No Agreement entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council, of which allowance a Certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.
17. The Trustee Board may by resolution passed and confirmed as required by Article 15 hereof surrender this Our Charter and any Supplemental Charter and wind up its affairs. Provided that no such resolution shall take effect unless and until We, Our Heirs or Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.
18. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institution any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the eleventh day of June in the twenty-fourth year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

ROYAL CHARTER AND BY-LAWS

BY-LAWS OF THE INSTITUTION OF CIVIL ENGINEERS

As amended at a General Meeting of Corporate Members held on 11 June, 1974, and allowed by the Lords of Her Majesty's Most Honourable Privy Council on 11 June, 1975, and by postal/electronic ballots of Corporate Members on 29 June, 1981, 28 June, 1982, 15 December, 1983, 30 July, 1984, 16 June, 1988, 24 January, 1989, 15 January, 1991, 8 April 1992, 7 April 1993, 13 April 1994, 3 April 1996, 2 June 1999, 31 July 2004, 1 June 2005, 1 June 2006, 1 June 2007, 1 June 2008, 1 June 2009, 1 June 2011, 1 June 2012, 1 June 2013, 1 June 2015, 1 June 2016, 1 June 2018 and 21 July 2020 and allowed by the Lords of Her Majesty's Most Honourable Privy Council on 25 January, 1982, 27 October, 1982, 15 February, 1984, 6 February, 1985, 19 October, 1988, 18 December, 1989, 31 July, 1991, 19 March 1993, 4 August 1993, 11 March 1996, 6 January 1997, 8 February 2000, 18 June 2001, 1 January 2004, 1 October 2004, 14 November 2005, 19 December 2005, 30 October 2006 and 6 November 2007, 30 October 2008, 15 October 2009, 25 August 2011, 27 September 2012, 16 August 2013, 21 October 2015, 12 October 2016, 10 October 2018 and 3 November 2020 respectively.

Interpretation

1 In these By-laws, if not inconsistent with the context:

- (1) "2020 Amendments" means the amendments to the By-laws approved by the Corporate Members by post or electronic ballot on 21 July 2020.
- (2) "2020 Session" means the Session of the Institution beginning at 00:00:01am on the first Tuesday in November 2020 and ending at midnight on the first Monday in November 2021.
- (3) "Admission, Qualification and Training Regulations" means the Regulations made by the Trustee Board relating to the admission, qualifications and training of members pursuant to By-law 3.
- (4) "The Charter" means the Royal Charter of the Institution granted in the year 1975 and any amendments allowed or Charters granted supplemental thereto.
- (5) "Civil Engineer" means an individual who is engaged in the practice of Civil Engineering.
- (6) "Civil Engineering" means all or any of those branches of engineering science the advancement of which is recognized by the Trustee Board as being within the object of the Institution as set forth in the Charter.
- (7) "The Council" means the Council of the Institution.
- (8) "Continuing Professional Development" means the systematic maintenance, improvement and broadening of knowledge and skill, and the development of personal qualities for the execution of professional and technical duties throughout a person's working life, and the keeping of accurate and thorough written records of such development in accordance with the provisions of By-law 97.
- (9) "Council Appointee Member" means a member appointed to the Trustee Board by the Council pursuant to By-law 37.

ROYAL CHARTER AND BY-LAWS

- (10) “Disciplinary Regulations” means the Regulations made by the Trustee Board relating to all disciplinary matters relating to the conduct of members pursuant to By-law **13**.
- (11) “Effective Date” means the date and time of commencement of the 2020 Session or such later date as is specified by the Lords of Her Majesty’s Most Honourable Privy Council in the Order of the Council allowing the 2020 Amendments.
- (12) “Eligible Person” means any member of the categories of members set out in By-laws 2(1), 2(2)(a), and 2(3)(b).
- (13) “The Institution” means The Institution of Civil Engineers established on 2 January, 1818, and incorporated by Royal Charter on 3 June, 1828.
- (14) “International Area” means an association established by the Trustee Board as an International Area pursuant to By-law **62(1)**.
- (15) “member” means any person of any of the grades of member defined in By-Law **2** save where the context otherwise indicates.
- (16) “Month” means calendar month.
- (17) “Nominated Member” means a member who has been appointed to the Trustee Board pursuant to By-law **38**.
- (18) “Ordinary Member” means a member who has been elected by the Voting Members to the Trustee Board pursuant to By-laws **41** to **46** (inclusive).
- (19) “Professionally Qualified” in relation to a member means a member who has satisfied the requirement prescribed in By-Law **10**.
- (20) “Region” means an association established by the Trustee Board as a Region pursuant to By-law **62(1)**.
- (21) “Registered Address” means a member’s address recorded in the Roll.
- (22) “Regulations” means Regulations made by the Trustee Board pursuant to By-law **59**.
- (23) “Roll of the Institution” or “Roll” means the definitive record of each member’s name, address, grade of membership and other qualifications maintained by the Institution, including any such information recorded in electronic form.
- (24) “Rules” means Rules made by the Trustee Board pursuant to By-law **60**.
- (25) “Secretary” includes any deputy or assistant secretary and any person appointed by the Trustee Board to perform the duties of the Secretary temporarily.
- (26) “Senior Vice President” means a Vice President of the Institution who has been nominated by the Council to be “Senior Vice President” of the Institution for the relevant Session.
- (27) “Session” means a session of the Institution being the period of time beginning at 00:00:01am on the first Tuesday in November in one calendar year and ending at midnight on the first Monday in November of the next calendar year.
- (28) “Special Resolution” means a resolution to amend, add to or surrender the Charter or to Petition for a Supplemental Charter or to make, revoke or amend By-laws or to amalgamate with any kindred society and for a Special Resolution a two-thirds majority of those Corporate Members voting thereon shall be required.
- (29) “Sub-division” means a sub-division of a Region, International Area or other association established by the Trustee Board pursuant to By-law **62**.

ROYAL CHARTER AND BY-LAWS

- (30)** “Terms of Reference” means terms of reference made by the Trustee Board pursuant to By-law **61**.
- (31)** “The Trustee Board” means the Trustee Board of the Institution.
- (32)** “Voting Members” means Corporate Members and Graduate members, whose respective voting rights are described in By-Law **4(2)**.
- (33)** Words importing the masculine gender include the feminine gender; and words in the singular shall include the plural, and words in the plural shall include the singular.

Constitution

2 The Institution of Civil Engineers shall consist of:

- (1)** Corporate Members who shall be:
 - (a) Honorary Fellows who prior to their election to that grade of membership were Members or Fellows
 - (b) Fellows
 - (c) Members
- (2)** Non-Corporate Aspiring Members who shall be:
 - (a) Graduates
 - (b) Students
- (3)** Non-Corporate Special Members who shall be:
 - (a) Honorary Fellows who are not Corporate Members
 - (b) Associate Members
 - (c) Affiliate Organisations

The names of all Corporate Members and all such Non-Corporate Members shall be entered on the Roll of the Institution (hereinafter referred to as “the Roll”). All members changing their name shall inform the Secretary who shall amend the Roll accordingly. Members of all grades shall remain members of the relevant grade for as long as their names appear upon the Roll as such.

Admission, Qualification and Training of Members

- 3** The admission of all persons to any grade of membership of the Institution shall be determined by the Trustee Board. The criteria and process for admission to all grades of membership are set out in the Admission, Qualification and Training Regulations (as may be amended or rescinded from time to time).

Definition of the Voting Membership and Voting Rights

- 4 (1)** The Voting Members

ROYAL CHARTER AND BY-LAWS

Voting Members shall comprise:

- (a) Corporate Members
- (b) Graduate members

(2) Voting Rights

(a) **Corporate Members**

Corporate Members shall be entitled to vote on all matters for which a vote of members is required by the Charter and By-laws.

(b) **Graduate members**

Graduate members may vote:

- (i) on any resolution relating to subscriptions (By-law 14);
- (ii) in elections of Ordinary Members to the Trustee Board;
- (iii) in elections of members to the Council (including the sole entitlement to vote in the election of Graduate members to the Council);
- (iv) on any motions or resolutions (whether proposed to be passed at a Special General Meeting or by any other means or forum) provided that such motions or resolutions do not require the approval of a Special Resolution or relate to the professional qualifications or professional conduct of members; and
- (v) on such other matters as the Trustee Board shall determine from time to time.

Amalgamation Procedure

- 5** For the purpose of carrying into effect any amalgamation or union with the Institution of any other institution or body, whether incorporated or not, of engineers the objects of which comprise or include objects which are within the objects of the Institution, being an amalgamation or union approved by the votes of the Corporate Members in accordance with By-laws **80-82**, the Trustee Board shall, the consent of the Lords of Her Majesty's Most Honourable Privy Council being first had and obtained, notwithstanding anything in the other of these By-laws contained, give effect to the terms of such amalgamation or union as so approved and shall enter the names of the members of every grade of such other institution or body (other than Honorary Fellows thereof) on the Roll in accordance with such terms as Fellows, Members, Graduates, Students, Associate Members or Affiliate Organisations as such terms may require. Persons who in accordance with such terms are to be qualified to be elected into the grade of Honorary Fellow of the Institution shall for the purpose aforesaid be ipso facto qualified to be elected into such grade.

ROYAL CHARTER AND BY-LAWS

Qualifying examinations

- 6** The Trustee Board may conduct examinations or approve examinations in appropriate subjects to be conducted on its behalf for approved candidates for admission as Members, Associate Members, Graduates and Students.

The times and the place or places at which such examinations shall be held, the subjects which they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations, and the conditions under which candidates may be admitted thereto shall be prescribed by the Regulations laid down by the Trustee Board.

- 7** The academic standards and other conditions for admission to all grades of membership shall be determined by the Trustee Board but subject always to the provisions of these By-laws.
- 8** For the purpose of By-Law **7** the Trustee Board shall have power to recognize such university degrees or other academic qualifications or tests as after scrutiny it may deem to satisfy its requirements as laid down in the Regulations and to withdraw such recognition if after scrutiny it deems the standard to be below that which is required.
- 9** A candidate otherwise qualified for Corporate Membership but not possessing an academic qualification satisfying By-laws **7** and **8** shall take a recognized form of academic test as described in the Rules laid down by the Trustee Board.

Professional Review

- 10 (1)** Candidates for admission to the grade of Member shall: **(a)** be a civil engineer; and **(b)** be required to attend the Institution's Professional Review, or an equivalent arrangement approved by the Trustee Board. Candidates shall be required to meet such criteria as may be required by the Regulations laid down by the Trustee Board for the relevant grade of membership. Those candidates who satisfy these criteria shall be considered Professionally Qualified.
- (2)** The Trustee Board shall order the conduct of such Professional Reviews and arrange the time and place or places at which they shall take place and determine the fees to be paid or deposited by the candidates in respect thereof. The Trustee Board shall appoint such qualified person or persons as it thinks fit to review the candidates and shall fix the remuneration to be paid to such person or persons.

Designations

- 11 (1)** All **(a)** Honorary Fellows **(b)** Fellows **(c)** Members **(d)** Associate Members and **(e)** Graduates may use the designatory letters of the grade of membership stated in accordance with the abbreviated forms described in the Charter.
- (2)** A Corporate Member entitled to use the designation Chartered Civil Engineer and practising in partnership with any person who is not so entitled under the title of a firm shall not use or authorize to be used after the title of such firm the

ROYAL CHARTER AND BY-LAWS

- designation Chartered Civil Engineer or Chartered Civil Engineers or describe or authorize the description of such firm in any way as Chartered Civil Engineers.
- (3)** A Corporate Member entitled to use the designation Chartered Civil Engineer practising or acting in a professional capacity under the title of, or as a director, officer or employee of, a company, whether such company shall be authorized or not to carry on the profession or business of a Civil Engineer in all or any of its branches, shall not use or authorize to be used after the title of such company the designation of Chartered Civil Engineer or Chartered Civil Engineers, or describe or authorize the description of such company in any way as Chartered Civil Engineers.

Professional Conduct

- 12** No person who has ceased to be on the Roll is entitled to make use of any designation implying connection with the Institution. A member may not use a designation to which the member is not entitled.
- 13 (1)** All members are required to order their conduct so as to uphold the dignity, standing and reputation of the Institution and of the profession of civil engineering.
- (2)** No member shall act in a way that shall constitute "improper conduct" as defined in sub-paragraphs **(a)** to **(d)** below:
- (a)** any breach of the provisions of the Charter or of these By-laws or any Regulations or Rules or directions made or given thereunder; or
 - (b)** failure to comply with the requirements imposed under Disciplinary Regulation **5** within the time limits prescribed; or
 - (c)** failure to pay any order for costs imposed under Disciplinary Regulation **5** within the time limits prescribed; or
 - (d)** failure to pay an order for costs imposed under Disciplinary Regulation **6** within the time limit prescribed.
- (3)** For the purpose of ensuring the fulfilment of the requirements of this By-law, the Trustee Board shall from time to time make (and shall be entitled to amend and rescind):
- (a)** Rules of Conduct which shall prescribe the standards of conduct required of members, and such Rules of Conduct shall apply to, and shall be observed by, all members; and
 - (b)** Regulations which shall prescribe procedures for the conduct of disciplinary proceedings in respect of any complaint made against a member for any action that is contrary or prejudicial to the aims, objects and interests of the Institution, or for conduct unbecoming of a member, and such Regulations shall include powers to warn, reprimand, suspend

ROYAL CHARTER AND BY-LAWS

or expel a member and which shall conform to the principles of natural justice, and the Trustee Board may establish a Disciplinary Board, Professional Conduct Panel and such other committees as it sees fit for the conduct of such procedures.

The Trustee Board may also issue guidance on the interpretation and application of such Regulations or Rules of Conduct (as the case may be) or guidance on any other matter pertaining to the fulfilment of the requirements of these By-laws.

Contributions to the funds

- 14** The annual subscriptions, transfer and entrance fees, and life composition fees payable by members shall be at rates determined by resolution of the Trustee Board, provided that no increase in the rate of any such subscription or fee shall take effect unless:
- (1)** it is confirmed by resolution of the Voting Members approved in accordance with By-laws **80-82**; or
 - (2)** the increased rate is not to take effect less than a year after the rate that it replaces took effect and it is not to exceed the subscription or fee that it replaces by more than 10%.

No more than three successive increases in the rate of any subscription or fee determined by the Trustee Board may take effect pursuant to paragraph (2) of this By-law.

- 15** All annual subscriptions shall be due on 1 January in each year for the year then commencing. The acceptance of an annual subscription from a person who has ceased to be a member shall not create any presumption as to membership of the Institution.
- 16** Honorary Fellows, whether Corporate Members or not, shall not be required to pay any subscription or fee.
- 17** Every member shall be liable for the payment of the annual subscription determined by the Trustee Board until the member's desire to resign has been signified to the Secretary in writing, the member having previously paid all arrears, including the subscription for the year current at the date of the notice, or until the forfeiting of the right to remain in, or be attached to, the Institution.
- 18** A member may not resign nor shall membership be forfeited in accordance with Admission, Qualification and Training Regulation **9** in any case where an allegation of improper conduct against the member has been received by the Professional Conduct Panel, or where the Professional Conduct Panel has reason to suppose that the member may have been guilty of improper conduct, or where an Order of Suspension has been made against the member pursuant to Disciplinary Regulation **5 (1)**, until all the proceedings against the member under the

ROYAL CHARTER AND BY-LAWS

Disciplinary Regulations and these By-laws have been concluded (including any appeal).

- 19** Subject to By-law **18**, a member of any grade may by notice in writing to the Secretary resign membership of the Institution after payment of all sums due in respect of subscriptions or otherwise.
- 20** Any member whose subscription for the current year shall not have been paid by 28 February, shall not be entitled to receive publications until one month after such subscription has been paid. An administration fee may be levied. A single reminder shall be sent by the Secretary drawing attention to the provisions of this By-law and of By-law **22**. The date of receipt of the first instalment under an agreed Direct Debit arrangement shall be deemed the date of payment for the purpose of this By-Law and of By-Law **22**.
- 21** The Trustee Board shall determine what portion (if any) of the composition, transfer and entrance fee shall be invested. The remainder of the fee, together with the income for the time being arising from the investments which the Trustee Board have made, or may make, out of moneys received in respect of composition, transfer or entrance fees, shall be appropriated to the current expenditure of the Institution. The Trustee Board may also, at any time, sell the whole or any part of such investments and appropriate the proceeds of such sales to such current expenditure.
- 22** The name of any member who has been sent a reminder in accordance with By-law **20** whose subscription remains unpaid on 30 April shall be removed from the Roll, but the Trustee Board shall have the power in exceptional circumstances to extend this date for any member.
- 23** Where the Trustee Board in its discretion considers that the advanced age and long period of membership of any member justifies its doing so, the Trustee Board may maintain the member's name on the Roll without payment of further subscriptions. The Trustee Board may also, where in its opinion it is desirable to do so, remit the whole or any portion of the annual subscription payable in any particular case or class of case.
- 24**
 - (1)** All the moneys of the Institution not required to meet the current expenditure of the Institution may be invested in the purchase, or on the security, of any stocks, shares, debentures, debenture stock, land buildings or other property of any nature and in any part of the world, as the Trustee Board may determine, and the Trustee Board shall have power to vary such investments.
 - (2)** The Trustee Board may:
 - (a)** appoint as the investment manager for the Institution a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
 - (i)** an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or

ROYAL CHARTER AND BY-LAWS

- (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s45(1)(j) of that Act.
 - (b) delegate to an investment manager so appointed power at the investment manager's discretion to buy and sell investments for the Institution on behalf of the Trustee Board in accordance with the investment policy laid down by the Trustee Board. The Trustee Board may only do so on terms consistent with this By-law.
- (3)** Where the Trustee Board makes any delegation under this By-law it shall:
- (a) inform the investment manager in writing of the extent of the Institution's investment powers;
 - (b) lay down a detailed investment policy for the Institution and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by the manager of the manager's delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding twenty-four months as it thinks fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustee Board shall decide and as are consistent with this By-Law, provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee Board.
- (4)** Where the Trustee Board makes any delegation under this By-law it shall do so on the terms that:-
- (a) the investment manager shall comply with the terms of the investment manager's delegated authority;
 - (b) the investment manager shall not do anything which the Trustee Board does not have the power to do;
 - (c) the Trustee Board may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this By-law; and
 - (d) the Trustee Board shall give directions to the investment manager as to the manner in which the investment manager is to report to the Trustee Board all sales and purchases of investments made on its behalf.
- (5)** The Trustee Board may:-
- (a) make such arrangements as it thinks fit for any investments of the Institution or income from its investments to be held by a corporate body which is incorporated in England or Wales (or which has established a

ROYAL CHARTER AND BY-LAWS

- branch or a place of business in England or Wales) as the Institution's nominee; and
- (b) pay reasonable and proper remuneration to any corporate body acting as the Institution's nominee in pursuance of this By-law.

Reinstatement

- 25** The Trustee Board may if it finds good reason to do so, reinstate under such conditions as it may see fit, any person who has been a member and whose name has been removed from the Roll.

The Officers

- 26** The Officers of the Institution shall be a President, three Vice-Presidents and other members of the Trustee Board to be elected or nominated under these By-laws, who shall constitute the Trustee Board to direct and manage the concerns of the Institution; also a Secretary, if there be one appointed. Such Officers shall be elected or appointed in the manner hereinafter directed.

The Trustee Board

- 27** In the 2020 Session and in each subsequent Session thereafter, the Trustee Board shall comprise the following members:
- (1) The President;
 - (2) Three Vice Presidents;
 - (3) Three Council Appointee Members;
 - (4) Four Ordinary Members; and
 - (5) One Nominated Member.

The Trustee Board shall be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its members.

Trustee Board – transitional provisions

- 28** The provisions below shall apply on and from the Effective Date to and including midnight on the first Monday in November 2022:
- (1) Any member of the Trustee Board:
 - (i) serving in the role titled Vice-President as at the Effective Date, shall, irrespective of the 2020 Amendments, retain the role and title of Vice-President until that member succeeds to another role on the Trustee Board or leaves the Trustee Board; and
 - (ii) newly elected prior to the Effective Date to serve in the role and title of Vice-President from the start of the 2020 Session (but who did not serve on the Trustee Board in that capacity in the 2019 Session) shall from the Effective Date be retitled, and serve as, an Ordinary Member until that member succeeds to another role on the Trustee Board or leaves the Trustee Board.

ROYAL CHARTER AND BY-LAWS

Vacancies created by members referred to in By-law **28(1)(i)** and **28(1)(ii)** leaving the Trustee Board (for any reason) shall (other than where the relevant member of the Trustee Board has succeeded to another role and title on the Trustee Board at the relevant time) be filled (if required) either by the election of an Ordinary Member (pursuant to By-laws **41 – 46** (inclusive)) or the appointment of a person to serve as an Ordinary Member.

- (2) On and from the Effective Date, the member of the Trustee Board serving in the role titled “Ordinary Member” in the 2019 Session shall be retitled as, and serve as, a “Nominated Member” in the 2020 Session and future Sessions until that person’s period of service in that role terminates.
- 29** Any person who is an employee of the Institution or who is prohibited by law from being a charity trustee shall not be eligible to be a member of the Trustee Board.
- 30** A year of office for the President (other than a President elected pursuant to By-law **48**), Vice-Presidents and other members of the Trustee Board shall commence at the beginning of the Session following their election and end at the beginning of the next following Session.
- 31** A President or Past-President who:

 - (1) being then the President, has held the office of President during the whole of the last preceding year of office, or
 - (2) having held the office of President for two consecutive years of office, last held that office less than three years previously shall not be eligible for election or re-election to the office of President.
- 32** No member may hold the office of Vice-President for more than five consecutive years of office.
- 33** The order of seniority of the Vice-Presidents shall be decided by the Trustee Board.
- 34** No member shall be eligible for election to the Trustee Board otherwise than as President or as Vice-President:

 - (1) who has served nine years in all on the Trustee Board;
 - (2) who is serving the second of two consecutive terms on the Trustee Board at the date fixed by the Trustee Board for the receipt of nominations for the next Trustee Board election.
- 35** With the exception of the President and the Vice-Presidents, each member of the Trustee Board shall be elected for a term not exceeding three years nor less than one year.
- 36** In each Session, the Trustee Board shall recommend to the Council an Eligible Person to fill any vacancy that will arise on the Trustee Board as Vice President at the end of that Session. Such Eligible Person shall be deemed appointed to the Trustee Board upon such recommendation being approved by the Council. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another Eligible Person or, in turn, other eligible individuals to the Council

ROYAL CHARTER AND BY-LAWS

until that vacancy as Vice President has been filled. Such process of appointment of any Eligible Person to fill any vacancy on the Trustee Board as a Vice President shall take place and be notified to members at least 12 weeks before the Annual General Meeting preceding that person's term of office as a Vice President.

- 37** In each Session, the Council shall notify the Trustee Board of the Eligible Person whom the Council is nominating to fill any vacancy that will arise on the Trustee Board as a Council Appointee Member at the end of that Session. Any such person must be a member of the Council at the time of their nomination and shall be deemed appointed to the Trustee Board upon such notification by the Council. The notification by the Council to the Trustee Board of an Eligible Person to fill any vacancy on the Trustee Board as a Council Appointee Member shall take place and shall be notified to members at least 12 weeks before the Annual General Meeting preceding that Eligible Person's term of office as a Council Appointee Member. A Council Appointee Member may only remain a Council Appointee Member of the Trustee Board for so long as they remain a member of the Council.
- 38** In each Session, the Trustee Board shall recommend to the Council an Eligible Person to fill a vacancy that will arise on the Trustee Board as a Nominated Member at the end of that Session. Such Eligible Person shall be deemed appointed to the Trustee Board upon such recommendation being approved by the Council. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another Eligible Person or, in turn, other Eligible Persons to the Council until that vacancy as the Nominated Member has been filled. Such process of appointment of any Eligible Person to fill any vacancy on the Trustee Board as the Nominated Member shall take place and be notified to members at least 12 weeks before the Annual General Meeting preceding that Eligible Person's term of office as the Nominated Member.
- 39** Subject to By-laws **31** and **48**, in each Session, the Trustee Board shall recommend to the Council an existing Vice President to be the President of the Institution for the following Session. Such Vice President shall be deemed appointed as President upon such recommendation being approved by the Council. Any Vice President recommended by the Trustee Board shall be a Fellow and shall have given significant service to the Institution during their career. If the Council does not approve any such recommendation, the Trustee Board shall be entitled to recommend another eligible Vice President to the Council until the Council has approved a recommendation. Such process of appointment of an existing Vice President to be the President of the Institution for the following Session shall take place and the result shall be notified to the members at least 12 weeks before the Annual General Meeting preceding that person's term of office as President.
- 40** The President, Vice-Presidents, Council Appointee Members and the Nominated Member of the Trustee Board shall be appointed and shall hold office for such period and on such terms as to re-election and otherwise as may be specified in Terms of Reference promulgated by the Trustee Board. The Trustee Board may from time to time supplement, vary or rescind such Terms of Reference provided that no such supplementation, variation or rescission to such Terms of Reference shall in any way be repugnant to the Charter and these By-laws. The Ordinary Members of the

ROYAL CHARTER AND BY-LAWS

Trustee Board shall be elected by the Voting Members in accordance with By-laws **41-46** (inclusive).

Election of Ordinary Members of the Trustee Board

Nomination of Candidates

- 41** In each Session of the ICE the Trustee Board shall, following wide consultation, subject to the reasonable discretion of the Trustee Board (given the nature of the vacancy), including with the Chairperson of Council, nominate Eligible Persons as candidates for election to fill the vacancies which will arise in the following session for ordinary membership of the Trustee Board. Nominated candidates are required to expressly accept a Trustee Role Description before standing for election. On the advice of the Nomination Committee, the Trustee Board shall publish the names of the candidates to be included in the ballot papers alongside their design and content.

Ballot for election of Ordinary Members of the Trustee Board

- 42 (1)** Prior to each Annual General Meeting and not later than thirty clear days before the date appointed by the Trustee Board pursuant to By-law **43**, the Trustee Board shall send to each member entitled to vote a ballot paper, which may be in electronic form, containing the names of all candidates duly nominated to fill any forthcoming vacancies for ordinary membership of the Trustee Board.
- (2)** If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected and no ballot papers shall be sent and no ballot of members shall be required.
- 43** The date for the return of the ballot papers shall be determined by the Trustee Board.
- 44** The Trustee Board shall choose two or more Corporate Members as Scrutineers for the purpose of the ballot. On or as soon as convenient after the date appointed for the return of the ballot papers in accordance with By-law **43**, the votes received by that date will be given to the Scrutineers who shall certify them to be correct, and the result may be published at any time thereafter and shall be reported to the Annual General Meeting.
- 45** In the event of a candidate named in the ballot papers ceasing by death or otherwise to be a member after the ballot papers have been prepared the ballot papers shall not be invalidated and the election shall proceed with respect to the remaining candidates.
- 46** The Trustee Board may make, vary and rescind rules governing the conduct of the ballot subject always to the provisions of the Charter and these By-laws.

Vacation of office

- 47 (1)** The office of a member of the Trustee Board shall be automatically vacated if:
(a) the Voting Members in General Meeting so resolve; or

ROYAL CHARTER AND BY-LAWS

- (b) notice is given in writing to the Trustee Board of the Trustee Board member's wish to resign and the Trustee Board accepts this resignation; or
- (c) the Trustee Board member ceases to be a member of the Institution; or
- (d) the Trustee Board member becomes bankrupt or of unsound mind and the Trustee Board resolve that it be vacated; or
- (e) the Trustee Board member is disqualified by law from acting as a charity trustee or the director of a company.

Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice.

- (2)** The Trustee Board may by a resolution passed by a two-thirds majority of the whole Trustee Board (excluding the Trustee that is the subject of the resolution) dismiss a Trustee, such dismissal to take effect from the date of the resolution or such later date as is set out in its terms:

(a) if such member is absent without good reason for three consecutive meetings of the Trustee Board; or

(b) if such resolution declares that the relevant Trustee:

(i) has failed to fulfil, or to be incapable of fulfilling, such member's proper functions as a member of the Trustee Board; or

(ii) has whether by act, omission or failure to act (or otherwise) caused (or risks) significant: (1) harm to the Institution's beneficiaries, staff, volunteers or others who come into contact with the Institution through its work; (2) loss to the money or assets of the Institution; (3) damage to the property of the Institution; and or (4) harm to the work or reputation of the Institution,

and accordingly, in the case of each of By-law **47(2)(b)(i)** and **(ii)**, it is in the best interests of the Institution that such person should be dismissed as a Trustee.

- 48** In the event of the death or resignation of the President or the President elect, the Trustee Board shall elect for that office a member of the present Trustee Board or a member of a former Council.

- 49** The Trustee Board may at any time during its year of office fill any casual vacancy by appointing a member who is qualified for election to the office in which the vacancy has occurred. A casual vacancy shall arise:

- (1)** in the case of the death of a member of the Trustee Board or the vacation of office by a member of the Trustee Board for any other reason;
- (2)** in the case of a successful candidate for election to any office ceasing by death or otherwise to be a member after the last date for the return of voting papers; or
- (3)** if for any other reason any office shall not be filled by the election thereto of a duly qualified member.

ROYAL CHARTER AND BY-LAWS

Provided that in the case of any casual vacancy occurring among members of the Trustee Board elected or appointed under By-law **27**, who are not Corporate Members, the vacancy shall be filled by a Non-Corporate member who is qualified for election to the office in which the vacancy has occurred.

Powers and proceedings of the Trustee Board

- 50** The government and control of the Institution, its property and affairs shall be vested in the Trustee Board, subject to the provisions of the Charter and these By-laws.
- 51** The decision of the Trustee Board on all matters dealt with by them in accordance with the provisions of the Charter, these By-laws and the Regulations and such resolutions as aforesaid, shall be final and binding on all members.
- 52** The Trustee Board shall meet as often as the business of the Institution may require. No resolution is to be voted on at any meeting of the Trustee Board (save for a resolution to call another meeting) unless a quorum is participating in that meeting. The quorum for the transaction of business at a meeting of the Trustee Board is:
- (1) 50 per cent or more of the members of the Trustee Board; and
 - (2) the President, or in the President's absence, the Senior Vice President, being, in each case, present at that meeting of the Trustee Board.

For the avoidance of doubt, the President or Senior Vice President (as the case may be) shall not count for the purposes of determining whether 50 percent or more of the members of the Trustee Board are present at a meeting as required by By-law **52(1)**.

- 53** A resolution shall be passed by the Trustee Board if a majority of the whole number of the members of the Trustee Board at the relevant time votes in favour of that resolution. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 54** If the Trustee Board so resolves, a person may participate in a meeting of the Trustee Board or a meeting of a committee of the Trustee Board by means of conference telephone, video link or similar form of communication equipment, provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other participants in the meeting, and, if the chairman of the meeting so directs, notwithstanding the accidental disconnection or other breakdown of the means of communication during the meeting. A member of the Trustee Board participating in a meeting in this manner shall be deemed to be present at the meeting and shall be entitled to vote and shall be counted in the quorum.
- 55** The Trustee Board may delegate any of its powers to Committees consisting of members of the Institution, or members of the Institution and non-members. All such Committees shall conform to any directions that may be given to them by the Trustee Board and, subject to such directions, may regulate their procedure as they think fit.
- 56** In the event of the absence of the President and of all the Vice-Presidents, the meeting may elect any member of the Trustee Board to take the chair at the meeting.

ROYAL CHARTER AND BY-LAWS

- 57** An annual statement of the funds of the Institution, and of the receipts and payments during the last financial year, shall be made, under the direction of the Trustee Board, and, after having been verified and signed by the Auditors, shall be laid before the Annual General Meeting.
- 58** The Trustee Board shall draw up a yearly report on the state of the Institution, which shall be presented at the Annual General Meeting.
- 59** The Trustee Board may make, amend and rescind Regulations for the purposes specified in these By-laws, but so that the same be not repugnant to the Charter or these By-laws.
- 60** The Trustee Board may make, amend and rescind Rules for the better ordering of any matter referred to in these By-laws, other than matters to be governed by Regulations, or otherwise for the better government of the Institution and its affairs, but so that the same be not repugnant to the Charter, these By-laws or the Regulations.
- 61** The Trustee Board may make, amend and rescind Terms of Reference for the purposes specified in these By-laws (other than for purposes to be governed by Regulations or Rules), but so that the same be not repugnant to the Charter or these By-laws.

Regions, International Areas and Sub-divisions

- 62 (1)** The Trustee Board may establish associations in, and by reference to, regions and international areas in any parts of the world where in the opinion of the Trustee Board there is sufficient demand for such associations to be established to advance the objects of the Institution. Such associations shall be known as Regions or International Areas or by such other titles as the Trustee Board shall from time to time decide, and the Trustee Board may from time to time frame the constitutions, objects and rules of such associations in such manner that is not repugnant to the Charter, By-laws and Regulations of the Institution as the Trustee Board may decide. Every member shall be allocated to an association that is appropriate to their Registered Address and they may elect additionally or alternatively to belong to one or more other associations, but members shall only be eligible to vote and to hold office in one association, and if a member wishes to be eligible to vote and hold office in an association other than that to which they have been allocated by reference to their Registered Address they must first make an election to that effect in such manner as the Trustee Board shall from time to time stipulate. Any election so made will continue to have effect until it is withdrawn or replaced by another election.
- (2)** The Trustee Board may also establish Sub-divisions within such associations by reference to smaller areas within the Region or International Area by reference to which the association exists, or by reference to discrete aspects of the art and science of civil engineering or such other criteria as the Trustee Board may decide. The Trustee Board shall frame the title, objects, constitution and rules

ROYAL CHARTER AND BY-LAWS

for each such Sub-division and shall have power to vary the same as it may deem fit subject always to the provisions of the Charter, By-laws and Regulations of the Institution. The Trustee Board may confer on any such Sub-division, either on its establishment or thereafter, such representation on the Trustee Board as it may think fit.

Council

- 63** (1) There shall be a Council of the Institution which shall have the right and responsibility first of tendering advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board.
- (2) The Council shall consist of such number of members, with such qualifications and be elected or constituted as such members of the Council and hold office for such period and on such terms as to re-election and otherwise as may be specified in Terms of Reference promulgated by the Trustee Board after consultation with the Council.
- (3) The Council's procedures and proceedings shall be governed in accordance with the Terms of Reference promulgated by the Trustee Board after consultation with the Council.
- (4) The Trustee Board may from time to time amend, vary or rescind any such Terms of Reference, provided that no such amendment, variation or rescission shall in any way be repugnant to the Charter or these By-laws.

The Auditors

- 64** The Trustee Board shall determine the procedures to be adopted for the investment and banking of the Institution's funds, and all withdrawals from the funds shall be authorized by the Trustee Board and effected by cheques or other authorizations signed by the Secretary or other persons authorized by the Secretary and approved by the Trustee Board.
- 65** An Auditor or Auditors shall be appointed by resolution of the Corporate Members at each Annual General Meeting to hold office until the next following Annual General Meeting. The Trustee Board may fill any casual vacancy in the office of Auditor. The Auditor or Auditors shall be a person or a firm eligible for appointment as a company auditor pursuant to Section 25 of the Companies Act 1989.
- 66** The Auditors shall have access at all reasonable times to the accounts of the pecuniary transactions of the Institution; and they shall verify and sign the annual statement of the accounts before it is submitted by the Trustee Board to the Annual General Meeting.

The Secretaries

- 67** The Secretary shall be appointed by the Trustee Board. The Trustee Board may also, from time to time, appoint an Honorary Secretary.

ROYAL CHARTER AND BY-LAWS

- 68** It shall be the duty of the Secretary, under the general direction of the Trustee Board, and either personally or through a duly appointed representative, to conduct the correspondence of the Institution; to attend meetings of the Institution, and of the Trustee Board, and of Committees; to take minutes of the proceedings of such meetings; to read the minutes of the preceding meeting and such communications as may be ordered to be read; to superintend the publication of such Papers as the Trustee Board may direct; to have charge of the Library; to direct the collection of the subscriptions and the preparation of the accounts of the expenditure of the funds and to present all accounts to the Trustee Board for inspection and approval; to engage, dismiss and be responsible for all persons employed by the Institution and to conduct all other ordinary business of the Institution.

The Seal

- 69** The seal of the Institution shall be affixed to such certificates, deeds and documents as require to be sealed, only in the presence of the President and the Secretary, or such other persons as they may respectively appoint in writing for the purpose; and the President and the Secretary or such other persons as aforesaid shall sign every instrument to which the seal of the Institution is so affixed in their presence.

The Session and Meetings

- 70** The Session of the Institution shall commence annually on the first Tuesday in November.
- 71** The meetings of the Institution shall be as follows:
- (1)** The Annual General Meeting;
 - (2)** Special General Meetings, for the purposes and under the arrangements described in By-laws **73-76**;
 - (3)** Ordinary Meetings.
- 72** The Annual General Meeting of the Institution shall be held at such convenient time, not being more than 15 months from the previous Annual General Meeting, as may be fixed by the Trustee Board, at such hour as may be appointed by the Trustee Board, to receive and deliberate upon the Report of the Trustee Board on the state of the Institution, with the Annual Statement of the Accounts and the report of the Auditors thereon, to receive a report on the election of the Trustee Board and of the Council and to appoint Auditors. Notice of the Annual General Meeting shall be given not less than twenty-eight clear days before the date fixed for the Meeting and shall be sent to each member.
- 73** The Trustee Board may at any time call a Special General Meeting of members for a specific purpose relative to the direction and management of the concerns of the Institution, and the Trustee Board shall at all times be bound to do so on a requisition in writing of sixty Corporate Members or sixty Graduate members. Such requisition shall state the matters to be brought before and the resolutions (if any) to be moved at such Special General Meeting. If the Trustee Board do not within 40 days from the delivery of the requisition duly convene a meeting the requisitionists may do so.

ROYAL CHARTER AND BY-LAWS

- 74** At least fourteen clear days' notice specifying the place, the day and the hour of the Special General Meeting shall be given to those members whose addresses for the time being appear on the Roll. The notice shall specify the general nature of the business proposed to be transacted and the resolutions (if any) to be moved. Only Voting Members (but in the case of Graduate members subject to the limits imposed by By-Law **4(2)(b)**) shall be entitled to vote. A member that is not a Voting Member shall be entitled to attend any Special General Meeting and shall be entitled to speak at such meeting (subject to any directions of the chairperson related to the orderly and efficient conduct of the relevant meeting).
- 75** Votes in respect of resolutions (if any) to be moved at a Special General Meeting may be cast electronically (subject to the last sentence of this By-law), by post or in person under arrangements specified by the Trustee Board. Members entitled to vote may do so at any time after receipt of the Special General Meeting notice but prior to the closing time detailed in the notice as agreed by the Trustee Board. Votes may only be cast electronically using the methods and at the times specified by the Trustee Board in the relevant notice or at the relevant meeting and in no other way.
- 76** No resolutions other than the resolutions as circulated in accordance with By-law **74** and no amendment or variation of any such resolution shall be proposed or voted upon at the meeting. Any resolution of a Special General Meeting which the Special General Meeting is competent to pass shall take effect subject to any contrary vote by the Voting Members voting pursuant to By-law **78**.
- 77** As soon as practicable after it is passed a resolution of a Special General Meeting, which the Special General Meeting is competent to pass, shall be considered by the Trustee Board which shall resolve either (1) to accept and, if required and subject to By-law **59**, to implement the resolution or (2) expeditiously, and in accordance with By-laws **80-82**, to put the resolution to a vote of the Voting Members entitled to vote thereon. The notice required by those By-laws shall be accompanied by a statement of the Trustee Board's reasons for not resolving to accept and implement the resolution of the Special General Meeting.
- 78** All proposals for amending, adding to or surrendering the Charter or for petitioning for a Supplemental Charter, for making, revoking or amending By-laws, made, amended or rescinded by the Trustee Board, shall be approved by the votes of the Corporate Members in accordance with By-laws **80-82**, whether or not the voting is preceded by a Special General Meeting.
- 79** In the event of the Trustee Board deeming it desirable that the votes of the Corporate Members on any matter should be taken into account the voting shall be conducted in accordance with By-laws **80-82**.
- 80** For the purposes of By-laws **5, 14, 59, 77, 78** or **79** a notice, which may be in electronic form, containing particulars of the resolution or resolutions to be voted on shall be sent by the Secretary to each Voting Member entitled to vote thereon, together with instructions for voting, addressed to each such Voting Member at the address of such Voting Member for the time being appearing on the books of the Institution.

ROYAL CHARTER AND BY-LAWS

- 81** The notice shall indicate the date by which the members voting, which may be in electronic form, must be received back by the Secretary, which date shall not be less than thirty clear days from the date and time of issue of the notice.
- 82** The votes recorded shall be counted under arrangements approved by the President, and the results shall be announced to the members as soon as possible thereafter. A resolution (other than a Special Resolution) shall be deemed to be approved if a simple majority of those Voting Members who vote are in favour of it.
- 83** The Ordinary Meetings shall be held on such Tuesdays and other days, and at such hours, as may be appointed by the Trustee Board.
- 84** Each member of whatever grade shall have the privilege of introducing strangers to be present at Ordinary and other meetings of the Institution, subject to such detailed provisos as may be laid down by the Trustee Board.
- 85** No question shall be discussed, or motion be made, at any Ordinary Meeting, relative to the direction and management of the concerns of the Institution, such direction and management being vested in the Trustee Board, subject to the provisions of the Charter and these By-laws, and of the resolutions of Special General Meetings.

Notices and Communications

- 86** (1) A notice or any other communication may be sent by the Institution to any member of any grade either personally or by sending it pre-paid through the post (whether as a separate communication or with one of the publications of the Institution) addressed to such member at the address appearing in the Roll of the Institution or by electronic means pursuant to paragraphs (3) to (6) of this By-law.
- (2) Any notice or communication sent by pre-paid post shall be deemed to have been served ten days after it has been posted and the class of mail used for posting shall be chosen with due regard to the address of the member and the subject of the notice or communication, and in proving such posting it shall be sufficient to prove that the notice or communication or the packet containing it was properly addressed, pre-paid and delivered to the carrier.
- (3) Any member may notify the Institution of an address for the purpose of his receiving electronic mail from the Institution on the understanding that use of that e-mail address is to be limited to the purposes for which consent has been given. If a member so notifies the Institution of his address the Institution may satisfy its obligation to give, deliver or send to him any notice or other document by:
- (a) sending it to him at that address by such form of electronic mail as the Trustee Board may from time to time determine; or
- (b) publishing such notice or other document on a website and notifying him by electronic mail to that address that such notice and other document has been so published, specifying the address on the website on which it has been published, the place on the website where the notice or other document may be accessed and (if any such notice relates to a meeting of

ROYAL CHARTER AND BY-LAWS

the Institution) stating (i) that the notice concerns a notice of a meeting of the Institution, (ii) the date, time and place of the meeting and (iii) whether the meeting is an Annual General Meeting, Special General Meeting or Ordinary Meeting.

- (4) The Institution may notify members in writing of an address for the purpose of its receiving from members such form of electronic mail as the Trustee Board may determine and may specify what notice or other document may be sent to it by electronic mail and having done so shall be deemed to have agreed to receive any such notice or other document from members by such form of electronic mail.
- (5) Subject to paragraph 7 of this By-law, any notice or other document sent in accordance with paragraphs (3) to (7) shall be deemed to be received within 24 hours of the time on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators for the time being in force) that a notice or other document was sent by electronic mail shall be conclusive evidence of such sending.
- (6) Electronic mail shall not be treated as received by the Institution or member, as the case may be, if it is rejected by computer virus protection arrangements.
- (7) The accidental failure to send, or the non-receipt by any person entitled to, any notice or other document relating to a meeting, poll, ballot or other proceeding under these By-laws shall not invalidate the relevant meeting, poll, ballot or other proceeding.

Procedure at meetings

- 87 The President, when present, shall be chairman at meetings of the Institution, and in the President's absence the Chair shall be taken by a member of the Trustee Board; but if no member of the Trustee Board is present and willing to act, the meeting shall elect a chairman from the Corporate Members present at the meeting, provided always that the President may in any case appoint a deputy to take the chair at that meeting.
- 88 Subject to the provisions of the Charter and these By-laws, the meetings of the Institution shall be conducted as prescribed by the Trustee Board.
- 89 No business shall be transacted at any meeting of the Institution unless a quorum is present when the meeting proceeds to business. Twenty Corporate Members shall be a quorum at an Annual General Meeting, and one hundred and fifty Corporate Members at a Special General Meeting. Ten members shall be a quorum at an Ordinary Meeting. If within twenty minutes after the time appointed for a meeting the requisite quorum is not present the meeting shall be dissolved.
- 90 Except as otherwise provided in these By-laws, at all meetings of the Institution questions shall be decided according to the majority of votes properly given thereat, and in the case of equality the President or other person presiding shall have a second or casting vote.

ROYAL CHARTER AND BY-LAWS

91 The Chairman may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, except that when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

92 In this By-law -

“oral contribution” means an oral contribution given at a meeting by any person in relation to a paper;

“paper” means any literary or artistic work and shall be construed to include:

- (1)** any drawing, picture, photograph, model, map, table, diagram or graph forming part of or appended to the paper, and
- (2)** any contribution submitted to the Institution by any person in relation to any paper, and
- (3)** the written record of any oral contribution; and

“proceedings” shall include any journals and other learned matter published by or on behalf of the Institution.

Unless there shall have been some previous arrangement to the contrary, every paper submitted to the Institution for publication in the proceedings of the Institution or in the proceedings of any meeting arranged by or on behalf of the Institution shall be considered to be the property of the Institution, and any person submitting such a paper shall be deemed to have granted a licence (but not to have assigned copyright) to the Institution to publish the paper in the proceedings for which it was intended, and in any republication, reproduction or translation of such proceedings or parts thereof, at such times and in such manner as the Trustee Board may think proper; but the Trustee Board shall be under no obligation to publish any paper.

Any person who makes an oral contribution in relation to a paper at such a meeting may withhold consent to the publication by the Institution of the written record of that contribution provided that the contributor notifies such withholding either to the chairman of the meeting before the end of the meeting at which the contribution is made or to the Secretary in writing within seven days thereafter.

No person who submits a paper to the Institution as aforesaid shall publish or consent to the publication in printed form of that paper elsewhere until:

- (a)** the paper has been published by the Trustee Board, or
- (b)** nine months from the date of submission of the paper, or
- (c)** following the rejection, for whatever reason, of a paper which will usually be notified within three months of submission, whichever shall first occur.

93 Subject to such variation as the Trustee Board may direct, the Library shall be open to all members, during such hours as may be determined by the Trustee Board. The Trustee Board shall afford facilities (subject to such reasonable restrictions as a meeting of the Institution may impose) for any Corporate Member to inspect during business hours the Roll and the books containing the minutes of proceedings of any meeting of the Institution. No member shall have any right to inspect any Institution

ROYAL CHARTER AND BY-LAWS

document, account, or book (other than books in the members' library), except as conferred by this By-law or authorized by the Trustee Board.

Donations and bequests

- 94** The names of all persons who have presented any additions to the Library, or to the collections of plans and models, or who have made any voluntary contribution to the funds of the Institution shall be recorded and published as benefactors to the Institution.

Provision of indemnity

- 95** Each member of the Trustee Board and each member of the Institution in the capacity of a member of any council, board, committee, panel or other body appointed pursuant to these By-laws or otherwise by or with the approval of the Trustee Board for the purposes of the Institution shall be accountable in respect of the member's own acts only, and shall not be accountable for any acts done or authorized to which the member shall not have expressly assented. And no member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorized, or suffered by the member, being done in good faith for the benefit of the Institution, whether or not in excess of the member's legal power.
- 96** Each member of the Institution referred to in By-law **95**, the Secretary and Honorary Secretary, if appointed, shall be indemnified out of the funds and property of the Institution from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or power imposed upon or given to them by the Charter or the By-laws of the Institution.

Continuing Professional Development

- 97** Continuing Professional Development shall be recorded and submitted in such form as the By-laws, Admission, Qualification and Training Regulations and / or the Trustee Board may from time to time prescribe.

ADMISSION, QUALIFICATION AND TRAINING REGULATIONS

Made by the Council under By-law **84** and approved by a Special General Meeting of the Institution held on 11 June, 1974, and in ballots of Corporate Members on 29 June 1981, 30 July 1984, 16 June 1988, 24 January 1989, 15 January 1991, 8 April 1992, 7 April 1993, 3 April 1996, 2 June 1999, 31 July 2004, 17 July 2007, 14 July 2015, 12 July 2016, 10 July 2018 and taking effect from 6 November 2018; further modified by the Trustee Board on 19 November 2019, 24 November 2020, 21 September 2021 and taking effect from 30 November 2021.

1. Expressions used in these Regulations shall have the meanings assigned to them by the By-laws of the Institution.

Admission Procedures

2. Every application for membership shall be:
 - (1) in such form as the By-laws, Admission, Qualification and Training Regulations, and the Trustee Board may prescribe
 - (2) signed by the candidate who shall agree to comply with the By-laws and Regulations and Rules of the Institution
 - (3) delivered to the Secretary who shall determine whether the candidate is eligible for admission into the appropriate grade for which application has been made
 - (4) Submitted to the Trustee Board.
3. The admission to all grades of membership shall be by the Trustee Board. A list of those candidates for Professionally Qualified membership whom the Trustee Board have decided are eligible shall be published as soon as possible. After the lapse of at least one month from the date of such publication, during which time the Secretary will be prepared to receive, for report to the Trustee Board, communications respecting the qualifications or character of any candidate, the Trustee Board, if satisfied that the candidate is a fit and proper person to become a Professionally Qualified member, shall declare the candidate admitted.
4. It shall be a condition of the admission of any member that any application or recommendation contains no untrue or misleading statement. The admission of any such person may be set aside by a resolution of the Trustee Board expressing the belief that the particulars given in the application or recommendation were in some respect untrue or misleading and declaring such admission to be annulled. The member concerned shall be notified of the intention to propose any such resolution and the Trustee Board shall first consider any statement or explanation in regard to the matter in question which such person may think fit to give, either orally or in writing and shall make such other investigation as it may think proper. Forthwith after the passing of any such resolution the name of the person to whom it relates shall be removed from the Roll.
5. Every application for admission, whether directly or by transfer, to the grade of Fellow or Member shall be supported by:
 - (1) One sponsor who shall be a member of the Institution of a grade that is the same as or senior to the grade of membership to which the applicant has applied to be admitted.

- (2) One further sponsor who may be a member of any professional institution as may from time to time be prescribed by the Trustee Board, of a grade that is, in the opinion of the Trustee Board, equivalent or senior to the grade of membership for which the applicant has applied to be admitted. They may be a member of the Institution qualified as in (1) above.
6. Every application for Member admission through the Technician route shall be supported by:
- (1) One sponsor who shall be a Corporate Member who has qualified through the Technician route.
- (2) One further sponsor who may be either: (a) a Corporate Member; or (b) a member of any professional institution as may from time to time be prescribed by the Trustee Board of a grade that is, in the opinion of the Trustee Board, equivalent or senior to the grade of membership for which the applicant has applied to be admitted.

Admission of Graduates, Students, Associate Members and Affiliate Organisations

7. The admission to the grades of Graduate, Student, Associate Member or Affiliate Organisation shall be of persons or, as the case may be, organisations qualified in accordance with By-laws **6–9**. The continuance of any person or, as the case may be, organisation as a Graduate, Student, Associate Member or Affiliate Organisation shall be subject to the Regulations.
8. No person with an Unspent Conviction relating to a Serious Criminal Offence will be admitted to any grade of membership unless there are special circumstances that show beyond reasonable doubt that the person is a fit and proper person to be admitted to membership of the Institution. Sponsors of such persons will be required to make a specific declaration that they are aware of such person's conviction and the nature of the offence of which the person was found guilty.
9. Sponsors supporting applications referred to in Regulations 5 and 6 shall certify that they recommend the admission of the candidate from personal knowledge of the candidate and are fully convinced that the candidate possesses the requisite qualifications and is in every respect a proper person to belong to the Institution.

Qualifications of Members

10. Honorary Fellows shall comprise those persons who have been elected to the grade of Honorary Fellow. They shall be either distinguished persons who from their position have been or are enabled to render assistance in the prosecution of public works, or persons eminent in science and experience in pursuits connected with the profession of a Civil Engineer, whether or not engaged in the practice of that profession.
11. The election of an Honorary Fellow shall be effected by the Trustee Board, and the person so elected shall be informed thereof without delay.

Fellows

12. Every candidate for admission or transfer into the grade of Fellow shall possess the following qualifications, that is to say,

- (1) **Occupation.** The candidate shall be or have been engaged in a position of responsibility in the promotion, planning, design, construction, maintenance or management of important engineering work. In the case of direct admission to the grade of Fellow, the candidate shall be actually engaged in such a position of responsibility.
- (2) **Attainments.** The candidate shall have one of the following groups of qualifications lettered respectively **(a)**, **(b)** or **(c)** that is to say,
 - (a) The candidate shall be a Professionally Qualified member and shall have held a position of significant responsibility in the promotion, planning, design, construction, maintenance or management of important engineering work; and shall have produced such career details up to the date of application as the Trustee Board may require.
 - (b) The candidate shall have high educational qualifications and either have made some outstanding or notable contribution to the science of engineering or have materially advanced the practice of engineering from the academic, research, technical or management standpoint; and the candidate shall occupy such a prominent position in the profession of a Civil Engineer that admission as a Fellow would in the opinion of the Trustee Board advance the interests of the Institution.
 - (c) The candidate shall have obtained a high reputation in the field of civil engineering sustained over a number of years, possess some tangible recognition of eminence and have made some significant contribution to civil engineering achievement, such that the candidate's admission as a Fellow would in the opinion of the Trustee Board advance the interests of the Institution.

For the purpose of **(a)** and **(b)** above, the Trustee Board may in any particular case accept in place of employment in the design of important engineering work either:

- (i) employment as a professor of engineering or as a senior member of the engineering staff in a University or College which has a regular course of study leading to an academic qualification approved by the Trustee Board, or
- (ii) employment in a responsible position on important engineering research or employment in a responsible position in management.

Members

13. Every candidate for admission into the grade of Member shall possess the following qualifications, that is to say,

- (1) **Occupation.** The candidate shall have been engaged, in a manner satisfactory to the Trustee Board, in the promotion, planning, design, construction, maintenance or management of such works as are comprised within the profession of a Civil Engineer, or in civil engineering research, or the teaching of engineering in a course leading to a qualification approved by the Trustee Board.

- (2) **Examinations.** The candidate shall possess the qualification prescribed in By-laws **6-8** or shall have passed an academic test as prescribed in By-law **9**.
- (3) **Practical experience.** The candidate shall have had such practical experience including experience in a position of responsibility as a professional engineer as may be required by the Regulations laid down by the Trustee Board and shall have satisfied the requirements prescribed in By-law **10**.

Graduates

- 14. Every candidate for admission into the grade of Graduate shall be a person who shall have neither satisfied nor been exempt from the requirements prescribed in By-law **10**. They shall with respect to their educational attainments, their practical training, their employment and otherwise comply with such of the Regulations as apply to Graduates.
- 15. Upon producing evidence of possessing the qualifications prescribed in By-laws**6-8**, a person who satisfies the Trustee Board as being in course of obtaining experience in the promotion, planning, design, construction, maintenance or management of such works as are comprised within the profession of a Civil Engineer with a view to qualifying as a Member or Technician Member may be admitted as a Graduate on the recommendation of the engineer under whom the person is serving or the lecturer responsible for the person's post-graduate study, or a Corporate Member. A Student member who possesses the graduate qualification prescribed in By-laws **6-8** and is actively seeking an approved course of training or an appointment where such appropriate experience may be gained may, at the discretion of the Trustee Board, be admitted as a Graduate member on the recommendation of the lecturer responsible for the person's course of study. Such persons may remain Graduates of the Institution at and during the pleasure of the Trustee Board and in accordance with the Regulations laid down by the Trustee Board, provided that no person shall be entitled to remain a Graduate who shall be qualified for admission as a Member or a Technician Member.

Students

16. Every candidate for admission into the grade of Student shall be a person who, with respect to their age, their educational attainments, their intended avocations and otherwise, comply with such of the Regulations as apply to Students.
17. Upon producing such evidence as the Trustee Board may approve, having received an adequate general education, a person who follows a course of study leading to an approved qualification or to an unassessed qualification acceptable to the Institution as prescribed in By-laws **6-8** or to any other qualification achieved by examination for the time being recognized by the Trustee Board, may be admitted as a Student on the recommendation of the tutor under whom the person is studying; and may remain a Student of the Institution at and during the pleasure of the Trustee Board. An unassessed qualification must be assessed before a Student may transfer to the next senior grade.

Graduates and Students

18. The practical training of Graduates and Students shall conform to the Regulations. The forms of agreement or undertaking for use in connection with such training shall be in accordance with such forms as may be approved and issued by the Trustee Board.
19. The forms of academic and practical training, qualifications and professional assessment for these grades shall conform to the Regulations and to the criteria laid down by the Trustee Board.

Associate Members

20. Associate Members shall comprise either:
 - (1) those candidates who possess the following qualifications, that is to say:
 - (a) **Occupation.** The candidate shall have been engaged, in a manner satisfactory to the Trustee Board, in a profession that directly supports or is closely aligned with the profession of a civil engineer; and
 - (b) **Examinations.** The candidate shall possess the qualification prescribed in By-laws **6-8**; or
 - (2) those persons who with respect to their educational attainments, their intended avocations and otherwise comply with such of the Regulations as apply to them.
21. Upon producing evidence prescribed by the Trustee Board, of engagement or an interest in civil engineering or in matters connected therewith, a person may be admitted as an Associate Member and may remain an Associate Member of the Institution at and during the pleasure of the Trustee Board.

Affiliate Organisations

22. Affiliate Organisations shall comprise those organisations which have been admitted into the grade of Affiliate Organisation. They should comply with such of the Regulations as apply to Affiliate Organisations.
23. Upon producing evidence of possessing the qualification prescribed by the Trustee Board, and of engagement in the Construction Industry, in Civil Engineering or in matters connected therewith, an organisation may be admitted as an Affiliate Organisation and may remain an Affiliate Organisation of the Institution at and during the pleasure of the Trustee Board.

Appeals Against Refusal of Admission to any Grade of Membership

24. A person who has been refused admission to any grade of membership of the Institution shall have a right of appeal to the Appeals Tribunal which shall have the power to recommend to the Trustee Board of the Institution, if it sees fit, that the person so appealing should be admitted to the grade of membership for which he or she had applied.

Certificates

25. Every Fellow and Member who has been admitted or transferred from one grade to another and has made the proper payments shall on request receive a certificate to that effect. The certificate shall remain the property of the Institution, and in the event of the holder ceasing to be a member otherwise than by death or voluntary retirement shall on request be returned to the Institution.

Continuing Professional Development (CPD)

26. The following requirements are to be met for the continued admission as a professionally qualified member to the Roll; pursuant to By-law **97**:
- (1) Each Professionally Qualified member of the Institution is obliged:
 - (a) to keep a written record of their Continuing Professional Development activities in the form prescribed by the Institution from time to time ("CPD Record"); and
 - (b) on written request from the Institution, to submit to the Institution a copy of their CPD Record ("CPD Request").
 - (2) A CPD Request shall specify the date by which a CPD Record is to be submitted to the Institution by the Professionally Qualified member, such date being not less than 2 months after the date of that CPD Request.
 - (3) If a Professionally Qualified member has either:
 - (a) subject to Regulation **31(9)**, not submitted their CPD Record by the date specified in the relevant CPD Request; or
 - (b) submitted their CPD Record to the Institution in a form that is considered by the Institution (taking into account Continuing Professional Development requirements) to be unsatisfactory, the Institution shall send a reminder or a request for a new submission of the CPD Record (as the case may be) to that Professionally Qualified member ("Second CPD Request").
 - (4) A Second CPD Request shall specify the date by which the CPD Record is to be submitted to the Institution by that Professionally Qualified member, such date being not less than 2 months after the date of that Second CPD Request.
 - (5) If a Professionally Qualified member has either:
 - (a) subject to Regulation **31(9)**, not submitted their CPD Record by the date specified in the Second CPD Request; or
 - (b) not submitted their CPD Record to the Institution in the required form, the name of that Professionally Qualified member shall be reported to the Trustee Board.
 - (6) The Trustee Board may, on receipt of the name of a Professionally Qualified member pursuant to Regulation **31(5)** remove that Professionally Qualified member from the Roll and shall inform that Professionally Qualified member of its decision in writing.

- (7) The Trustee Board may, at its discretion, readmit a Professionally Qualified member removed from the Roll in accordance with Regulation **31(6)** if that Professionally Qualified member subsequently provides to the Institution their CPD Record in the required form.
- (8) A Professionally Qualified member removed from the Roll pursuant to Regulation **31(6)** shall not be entitled to a refund of any subscription fees paid by them to the Institution.
- (9) The Institution and the Professionally Qualified member may agree an alternative date for submission of the CPD Record for the purposes of Admission, Qualification and Training Regulations **31(2)** and **(4)**, and such date shall be the date by which the Professionally Qualified member is required to submit their CPD Record to the Institution pursuant to a CPD Request or Second CPD Request (as the case may be).

DISCIPLINARY REGULATIONS

Made by the Council under By-law **84** and approved by Special General Meetings of the Institution held on 19 March 1963, 19 March 1968, and 11 June 1974, and in ballots of Corporate Members on 29 June 1981, 3 April 1996, 2 June 1999, 30 May 2003, 1 June 2005, 1 June 2006, 17 July 2007, 15 July 2008, 14 July 2009, 10 July 2012, 14 July 2015, 12 July 2016 and 10 July 2018 and taking effect from 6 November 2018; further modified by the Trustee Board on 24 March 2020, 23 March 2021, 21 September 2021 and taking effect from 30 November 2021.

1. These Disciplinary Regulations are made pursuant to By-law **13(3)** and unless the contrary intention appears, expressions defined in the By-laws of the Institution have the same meaning in these Regulations and the following meanings shall apply:
 - (1) "Appeals Selection Panel" means the body recognised by the Trustee Board to select the members of the Appeals Tribunal and the Leave-to-Appeal Panel.
 - (2) "Appeals Tribunal" means the body recognised by the Trustee Board to adjudicate upon any appeal against a decision of the Disciplinary Board referred to it as a valid appeal by the Leave-to-Appeal Panel or against an order of Suspension made pursuant to Disciplinary Regulation **5** or against a decision pursuant to Admission, Qualification and Training Regulation **29** to refuse a person admission to any grade of membership.
 - (3) "Appellant" means a member who has made an appeal against a decision of the Disciplinary Board, or a person who has made an appeal against refusal of admission to any grade of membership.
 - (4) "Complainant" means any person who has made a written allegation of improper conduct against a member.
 - (5) "Expulsion" means the exclusion of a member from membership of the Institution and from the Roll other than such an exclusion, which constitutes a Suspension.
 - (6) "Independent Reviewer" means a person appointed on behalf of the Trustee Board to review any Professional Conduct Panel decision where a Complainant has requested such a review.
 - (7) "Leave-to-Appeal Panel" means the body recognised by the Trustee Board to determine if an appeal against a decision of the Disciplinary Board is a valid appeal and whether leave to appeal should be granted.
 - (8) "Notice" means any notification issued by or on behalf the Professional Conduct Panel or the Disciplinary Board in relation the investigation of, or adjudication upon, an allegation of improper conduct.
 - (9) "Order" means any order made by the Disciplinary Board pursuant to Disciplinary Regulation **5**.
 - (10) "Professional Conduct Panel" means the body recognised by the Trustee Board to investigate allegations of improper conduct by a member.
 - (11) "Serious Criminal Offence" means an offence involving dishonesty or deception or any offence punishable by a Court of competent jurisdiction by a term of imprisonment of 12 months or more (whether or not any custodial sentence is in fact imposed).
 - (12) "Session" means the annual period commencing on the first Tuesday of November and ending on the first Tuesday of November in the following year.
 - (13) "Suspension" means temporary exclusion of a member from membership of the Institution and from the Roll for a period specified by the Disciplinary Board or by the Chair of the Disciplinary Board pursuant to Disciplinary Regulation **5**.

- (14) "Unspent Conviction" means any conviction that is not a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974 (the "1974 Act") and any subordinate legislation for the time being in force made under the 1974 Act or any other legislation that may subsequently amend, extend, or supersede the 1974 Act. The principles of the 1974 Act will apply to those members outside the jurisdiction of the 1974 Act.
2. The Trustee Board shall recognise the following bodies, and their functions:
- (1) A Professional Conduct Panel to investigate allegations of improper conduct by a member;
 - (2) A Disciplinary Board to adjudicate upon any allegations of improper conduct referred to it by the Professional Conduct Panel.
 - (3) An Appeals Tribunal to adjudicate upon any appeal against a decision of the Disciplinary Board referred to it as a valid appeal by the Leave-to-Appeal Panel or against an order of Suspension made pursuant to Disciplinary Regulation 5.
 - (4) A Leave-to-Appeal Panel to determine if an appeal against a decision of the Disciplinary Board is a valid appeal and whether leave to appeal should be granted.
 - (5) An Appeals Selection Panel to select members of the Appeals Tribunal and the Leave-to-Appeal Panel.

Subject to these Regulations made thereunder any body appointed pursuant to this Regulation shall regulate its own procedure.

3. The Trustee Board shall make and may amend or rescind Regulations for the purpose of:
- (1) Determining the respective constitutions and membership of the Professional Conduct Panel and the Disciplinary Board (and sub committees thereof to whom investigations and adjudications (as the case may be) of allegations of improper conduct may be referred);
 - (2) Providing for the publication of decisions of the Disciplinary Board.
 - (3) Establishing, identifying or recognising, or causing to be established, identified or recognised a tribunal, the rules and operating procedures of which will have been approved by the Trustee Board, to which members found guilty of improper conduct shall have a right of appeal in accordance with Regulation 6;
 - (4) Dealing with any matter which may be relevant to the Professional Conduct Panel or the Disciplinary Board or the power of the Chair of the Disciplinary Board pursuant to Regulation 5 or any of the functions of any of them.
4. Any Regulations made pursuant to Regulation 3 shall be designed to secure that:
- (1) Any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by an impartial tribunal consisting partly of former members of the Council or the Trustee Board;
 - (2) Before being called upon to deal with any allegation of improper conduct a member shall know what is the allegation;
 - (3) The member shall be given a full and fair opportunity of being heard and of calling witnesses and cross examining any other witnesses testifying before the tribunal;

- (4) In all other respects the investigation shall be made and the proceedings conducted and the decision reached in accordance with natural justice and any decision shall be made known to members and others so far as may appear to be necessary or desirable with a view to the furtherance of the objects of the Institution.

5. The Disciplinary Board may take the following action:

- (1) The Chair of the Disciplinary Board shall have power to order the Suspension of a member who has been convicted of a Serious Criminal Offence for a period of three months pending inquiry by the Professional Conduct Panel and consideration by the Disciplinary Board under the Disciplinary Regulations. The Chair of the Disciplinary Board may order the continuation of the Suspension for a further period or periods of three months if he considers it necessary, or may revoke the order at any time. Before making, renewing or revoking an order for Suspension, the Chair of the Disciplinary Board shall first consult the Chair of the Professional Conduct Panel. A member whose Suspension has been ordered pursuant to this paragraph shall be automatically reinstated to membership of the Institution and to the Roll at the end of the period of such Suspension unless during that period the Disciplinary Board has ordered his Suspension or Expulsion and that order remains in force.
- (2) If a member shall have been found guilty of improper conduct, the Disciplinary Board shall have power to do all or any of the following:
 - i. to order the Expulsion of a member;
 - ii. to order the Suspension of a member
 - iii. to severely reprimand a member;
 - iv. to admonish a member;

 - v. to make an order as to the payment of costs against any member;
 - vi. to order the member to comply with such requirements concerning the member's future professional or business conduct as the Disciplinary Board may decide
- (3) The Disciplinary Board shall have the power to make an order for costs for all or any of the following:
 - (a) the costs incurred by the Professional Conduct Panel;
 - (b) the costs incurred by the Disciplinary Board;
- (4) The maximum payment of costs that may be imposed by the Disciplinary Board shall be an amount promulgated by the Trustee Board. Any costs that are ordered shall be paid within such period as the Disciplinary Board shall decide.
- (5) An order for the Expulsion of a member may not be made except by a majority of at least two-thirds of the members of the Disciplinary Board present and voting on the consideration of the case.
- (6) A member who has been suspended by order of the Disciplinary Board may be reinstated to membership of the Institution and to the Roll only in accordance with By-law 25 and the provisions for automatic reinstatement shall not apply in such a case.

6.
 - (1) Where a member has been found guilty of improper conduct, the Clerk to the Disciplinary Board shall refer to the Chair of the Disciplinary Board any evidence bearing upon that finding that was not available to the Disciplinary Board at the time of the hearing but which has come to light after the Disciplinary Board has made its finding.
 - (2) The Chair of the Disciplinary Board shall, if he deems the conditions in Regulation **6(1)** to have been fulfilled, appoint a Disciplinary Board Review Panel to decide whether, in the interests of natural justice, the finding of the Disciplinary Board should be reviewed at another hearing of the Disciplinary Board.
 - (3) If the Disciplinary Board Review Panel decides that another hearing of the Disciplinary Board should review the finding of the Disciplinary Board which found the member or former member guilty of improper conduct, the finding shall be reviewed by the members of the Disciplinary Board who made the original decision. If that is not practicable, one or more additional members may be nominated by the Chair of the Disciplinary Board so that the number of members on the Disciplinary Board remains the same. The Disciplinary Board shall have the power to revoke, vary or uphold the previous decision (including any order made under Regulation **5(2)** or Regulation **5(3)**).
 - (4) A member found guilty of improper conduct or who is subject to an order of Suspension made pursuant to Regulation **5** shall have a right of appeal to the Appeals Tribunal which shall have the power to revoke, vary or uphold the decision of the Disciplinary Board or of the Chair of the Disciplinary Board as the case may be. The Appeals Tribunal shall also have the power to make an order for the payment of the costs of the Appeals Tribunal. The decision of the Appeals Tribunal shall be final and conclusive.
7. The members of the Professional Conduct Panel and the Disciplinary Board shall hold office for such period as the Chairs of those bodies shall determine and may be re-appointed. Unless otherwise determined, one fifth of the members for the time being, or if their number is not a multiple of five then the number nearest to one fifth, shall retire from office annually at the end of the Session: the members to retire in each year shall be those who have been longest in office since their last appointment, and as between those who became members on the same day those to retire shall (unless they otherwise agree among themselves) be selected by lot. Nevertheless a retiring member who shall have entered on the investigation or hearing of a particular case of alleged improper conduct and shall not be re-appointed shall be deemed to continue as a member for the purpose of that particular case until the same shall have been finally concluded.
8. Subject to the By-laws and these Regulations each of the said bodies shall have power to regulate its own practice and procedure.
9. Upon the recommendation of the Nomination Committee, The Trustee Board shall appoint a Chair of the Professional Conduct Panel and (subject to Regulation **24**) of the Disciplinary Board. If the Chair of either body shall be ill or away or otherwise unable to carry out the functions under these Regulations, those functions shall be carried out by the Vice-Chair of that body. Should both the Chair and the Vice-Chair be ill or away or otherwise unable to carry out the said functions, the Trustee Board may appoint a member of the appropriate body to act as Chair until the Chair or Vice-Chair is again available and able to carry

out the functions. Subject as aforesaid any meeting of one of the said bodies may choose their own Chair. The Trustee Board shall cause two members of the Institution staff to be appointed by the Secretary to act as clerk or clerks to the Disciplinary Board and to the Professional Conduct Panel respectively. The Trustee Board shall cause the Institution to appoint a corporate member of a professional body licensed by the Engineering Council to be an Independent Reviewer following a request from a Complainant for an independent review.

- 10.** Any act done by a Vice-Chair or by a person whom the Trustee Board or the relevant body has purported to appoint under the preceding Regulation to act as Chair shall be valid and effectual and shall not be questioned on the ground that no occasion had arisen for a person to be so appointed or for the Vice-Chair (or a person so appointed) to act in place of the Chair.
- 11.** The members of the Professional Conduct Panel shall be appointed by the Chair of the Professional Conduct Panel and consist of not less than ten nor more than twelve Fellows, of whom at least six shall be past or present members of the Council or the Trustee Board. Three members of the Professional Conduct Panel, including at least one past or present member of the Council or the Trustee Board, shall be a quorum. The Chair of the Professional Conduct Panel may at any time appoint any three or more members of the Panel (who may, but need not, include the said Chair or the Vice-Chair) to deal with any particular complaint or allegation, and all acts, proceedings and decisions of the members so appointed shall be deemed to be the acts, proceedings and decisions of the Professional Conduct Panel.
- 12.** Subject to Regulation **13**, no order of Suspension may be made pursuant to Regulation **5**, unless the Professional Conduct Panel shall have sent written notice to the member of the grounds on which the Chair of the Disciplinary Board is contemplating making an order and shall have given the member not less than 21 days' notice of the date on which the matter will be further considered. The member shall be invited to put forward observations in writing to the Professional Conduct Panel, to be received not less than 7 days before that date. The Chair of the Disciplinary Board, after taking into account any observations made and consulting with the Chair of the Professional Conduct Panel, will notify the member of his decision within 14 days thereafter.
- 13.** If the Chair of the Disciplinary Board believes it to be in the public interest and in the interests of the Institution that the power in Regulation **5** be exercised immediately and within the 21 day period, he may do so with the approval of the Chair of the Professional Conduct Panel, who shall first consult the other members of the Professional Conduct Panel, and notice shall be given to the member to that effect, with brief reasons. In all other cases, the Chair of the Disciplinary Board may order the Suspension of a member only in accordance with Regulation **12**.
- 14.** In all cases where an order of Suspension has been made, the Chair of the Disciplinary Board shall, unless it sees special reason to the contrary, cause the fact of the order to be posted in the Institution and published.
- 15.** Any allegation of improper conduct on the part of a member, whatever its source, shall in the first instance be referred to the Professional Conduct Panel. The

Professional Conduct Panel may also initiate an inquiry where it has reason to suppose that a member may have been guilty of improper conduct, including a case where an order of Suspension has been made pursuant to Regulation 5, and may request the member and the complainant to appear before the Panel in person.

16. If any allegation does not appear to the Professional Conduct Panel to disclose any case to answer the Professional Conduct Panel shall dismiss the case.
17. In all other cases the Professional Conduct Panel shall send written notice to the member of the nature and particulars of the allegation and invite the member to put forward observations in writing to the Professional Conduct Panel. In addition, the Professional Conduct Panel may, if it sees fit, request the member to submit to the Panel a copy of his or her Record of Continuing Professional Development and any other information that the Panel considers is relevant to the allegation. The member shall at the same time be informed that there is no obligation to make any observations to the Professional Conduct Panel but that, if the member does not do so (or if the Panel does not regard any explanations as satisfactory), the matter will be referred to the Disciplinary Board, which will then give the member a full opportunity of presenting a case. The period within which the member shall be required to reply, if the member wishes to make any observations to the Professional Conduct Panel, shall be 28 days (or 14 days where an order of Suspension has been made pursuant to Regulation 5).
18. On receipt of any such observations the Professional Conduct Panel shall send written notice thereof to the complainant inviting any observations thereon to be put to the Professional Conduct Panel. Upon receipt of any such observations the Professional Conduct Panel shall send written notice thereof to the member inviting and informing the member in like terms to those stated in Regulation 17.
19. The period within which the member and the complainant shall be required to reply, if they wish to make any observations to the Professional Conduct Panel within the terms of this Regulation, shall be 14 days.
20. The Professional Conduct Panel may dismiss the case if satisfied that the allegation is unfounded or that there is no case to answer. In such a case the Professional Conduct Panel shall notify both the member and the complainant of the reasons for its decision. The Professional Conduct Panel may also dismiss the case if it considers that the alleged improper conduct is of such a nature that it calls for no action; and it may issue advice to the member regarding his or her professional conduct or any matter bearing upon the member's professional conduct and may inform the complainant of the advice that has been issued to the member.
21. In all other cases the Professional Conduct Panel shall, after such further investigation as may be necessary, refer allegations of improper conduct to the Disciplinary Board.
22. As soon as practicable after an allegation has been referred by the Professional Conduct Panel to the Disciplinary Board, the Professional Conduct Panel shall arrange that:

- (1) notice shall be given to the member concerned that the allegation has been referred to the Disciplinary Board, and;
- (2) the member shall be informed of the date of the meeting of the Disciplinary Board at which (subject to any observations of the member with regard to the date) the allegation will be dealt with, and:

information shall be given to the member as to the practice of the Disciplinary Board in relation to the hearing of allegations and the manner in which the member may be represented before that Board.

23. The Professional Conduct Panel shall reconsider any decision it has made that has been referred back to it by the Independent Reviewer as provided for under Regulation 9.

- (1) In respect of any decision by the Professional Conduct Panel to dismiss all or part of the Complaint, the Complainant shall, following a request in writing to the Clerk to the Professional Conduct Panel together with payment of a fee prescribed by the Trustee Board from time to time, be entitled to a review of the decision by an Independent Reviewer. The Complainant's entitlement shall be limited to one independent review during the course of any Complaint and the request must be made within 40 days of receipt by the Complainant of the decision of the Professional Conduct Panel.
- (2) Further submissions, material or evidence will not be admissible for the purpose of the independent review. The Independent Reviewer's conclusion shall be based on the same information that was before the Professional Conduct Panel.
- (3) The Independent Reviewer shall provide a conclusion in writing to the Clerk to the Professional Conduct Panel within 30 days of receipt of the relevant documents. The Independent Reviewer shall provide written reasons for their conclusion. The reasons shall be supplied to the Professional Conduct Panel only. The conclusion shall be signed and dated by the Independent Reviewer. The Clerk to the Professional Conduct Panel shall within one week of receiving the Independent Reviewer's written conclusion send a copy to the Complainant and the Member.
- (4) If the Independent Reviewer's conclusion shall be the same as the decision of the Professional Conduct Panel the Complaint or the relevant part of it shall be concluded. The decision shall be final.
- (5) If the Independent Reviewer's conclusion does not agree with the decision of the Professional Conduct Panel, the Complaint shall be referred back to the Professional Conduct Panel for reconsideration and decision. The Professional Conduct Panel should take into account the Independent Reviewer's reasons. The Professional Conduct Panel's decision following such reconsideration shall be final.
- (6) Any instance in which the Independent Reviewer's conclusion does not accord with the decision of the Professional Conduct Panel, shall result in a full refund of the fee paid by the Complainant.

- 24.** The Disciplinary Board shall consist of between sixteen and twenty members, appointed by the Chair of the Disciplinary Board. Twelve to fifteen of the members shall be past members of the Council or the Trustee Board (including at least five past Presidents or Vice-Presidents) but none of whom shall for the time being be members of the Professional Conduct Panel; the other four or five members shall not be members of the Institution. The Chair of the Disciplinary Board shall be a past President or Vice President and the Vice Chair shall be one of the remaining past Presidents or Vice Presidents who are members of the Disciplinary Board. In the absence of the Vice Chair any other past President or Vice-President who is a member of the Disciplinary Board shall be the Chair of the Disciplinary Board.
- 25.** Any allegation referred to the Disciplinary Board shall be dealt with by five or more members of the Board, to be nominated for the purpose by the Chair. The majority of the members of the Disciplinary Board considering any allegation shall be members of the Institution but at least one member of the Board shall not be a member of the Institution. The Disciplinary Board may, if it sees fit, appoint a practising barrister or solicitor of at least seven years' standing to sit with it for the purpose of advising as to the manner in which it should exercise its functions.
- 26.** On the hearing of any allegation the Professional Conduct Panel shall place before the Disciplinary Board such information as is available to it in relation to the allegation and may call such witnesses as it considers to be necessary and may, if it thinks fit, employ solicitors or counsel for the purpose or may nominate one of their members to conduct the case. The accused member shall be given the fullest opportunity of being heard and of calling witnesses and cross-examining any other witnesses testifying before the Disciplinary Board. The accused member shall be allowed to conduct his or her own case or (if preferred) to be represented by solicitors or counsel or by another person of the accused member's own choice.
- 27.** The Disciplinary Board may take into consideration and act on such information as may be available to it whether such information would or would not be admissible as evidence in a Court of Law.
- 28.** Any notice directed to be given by these Regulations shall be served by posting the same to a member by recorded delivery post at the member's last known postal address. If no reply shall be received from the member within fifteen days, or such other period of time as shall be prescribed by these Regulations, after the time when such letter might be expected to have been delivered and a reply received in the ordinary course of post, the Professional Conduct Panel or the Disciplinary Board may proceed in default. For the purposes of this Regulation air mail shall be deemed to be ordinary post, and delivery by air mail shall be deemed to be delivery in the ordinary course of post, where the member is overseas and air mail can conveniently be used. Provided that if the member shall, either before or after the allegation has been disposed of, satisfy the relevant body that any notice was not in fact delivered or was delivered later than delivery might have been expected in the ordinary course of post and that in consequence the member was ignorant (or ignorant until too late) of the proceedings being taken, the relevant body shall at the member's request reopen the proceedings notwithstanding that they may have been concluded.
- 29.** The Disciplinary Board may in any case where it appears just or expedient to do so extend the time for doing anything or may dispense with service of any notice and may adjourn the hearing and, in the event of new evidence being presented by the

accused member at the hearing which the Disciplinary Board considers to be material, may refer the case back to the Professional Conduct Panel for further investigation. If new evidence is presented to either the Disciplinary Board or the Professional Conduct Panel by the accused member after the case has been referred to the Disciplinary Board but before the date of the hearing, the Chair of the Disciplinary Board may, after consulting the other members of the Disciplinary Board who are to hear the case, refer the case back to the Professional Conduct Panel for further investigation prior to any hearing of the Disciplinary Board.

- 30.** In those cases in which the Disciplinary Board decides that a member has been guilty of improper conduct it shall, unless it sees special reason to the contrary, cause the fact and particulars of the order, and details of the improper conduct of which the member was found guilty, to be posted in the Institution and published. It may, and at the request of the accused member shall, similarly publish the fact that any allegation of improper conduct has been dismissed.
- 31.** If the Disciplinary Board decides that the allegation is established it shall have power to make all or any of the orders referred to in Regulation **5**.
- 32.** No reference may be made to the Chair of the Disciplinary Board pursuant to Regulation **6(1)** more than 14 days after the decision of the Disciplinary Board to which it refers is notified to the member against whom the decision is made, but the Chair of the Disciplinary Board may grant an extension of that period if in his opinion there are exceptional circumstances that justify an extension.
- 33.** A Disciplinary Board Review Panel convened in accordance with Regulation **6(2)** shall consist of the Vice-Chair of the Disciplinary Board, who shall be Chair of the Review Panel, a Past President or Past Vice-President and one other member of the Disciplinary Board, but shall exclude any member of the Disciplinary Board who made the decision in respect of which the reference is made. If the Vice-Chair of the Disciplinary Board is disqualified or otherwise unavailable, the Chair of the Disciplinary Board shall appoint a Past President or Past Vice-President to be Chair of the Review Panel.
- 34.** At a hearing of the Disciplinary Board called in accordance with Regulation **6(3)**, the member, or in the case of a member who has been expelled or suspended, the former or suspended member, found guilty of improper conduct shall be given the fullest opportunity of making representations in respect of the evidence not previously considered, or (if preferred) of being represented by solicitors or counsel or another person of the member's or former member's choice, or of making a written submission to the Board. The Professional Conduct Panel shall be informed of the decision to convene a hearing of the Disciplinary Board in accordance with Regulation **6(3)**, and may, if it sees fit, nominate one of its members to make representations on behalf of the Professional Conduct Panel in respect of the evidence not previously considered, or may, if it thinks fit, employ solicitors or counsel for the purpose.
- 35.** The Leave-to-Appeal Panel shall consist of one Past President, who shall be the Panel's Chair, a past member of the Council or the Trustee Board and a person who is not a member of the Institution.

36. The Appeals Tribunal shall consist of one Past President, who shall be the Panel's Chair, a past member of the Council or the Trustee Board and a person who is not a member of the Institution. No person who has been a member of the Leave-to-Appeal Panel considering the case shall be a member of the Appeals Tribunal.
37. The members of the Leave-to-Appeal Panel and the Appeals Tribunal shall be nominated by the Appeals Selection Panel. No current member of the Disciplinary Board or Professional Conduct Panel, or past member of either body who participated in the consideration of the original case, shall be a member of the Appeals Selection Panel, the Leave-to-Appeal Panel or the Appeals Tribunal.
38. The Appeals Selection Panel shall consist of one Past President, who shall be the Panel's Chair, the President and a Vice-President.
39. In all cases which are subject to an oral hearing where the Appellant is legally represented, the Appeals Tribunal shall appoint a legal advisor who shall be a practising barrister or solicitor of at least seven years' standing to sit with it for the purpose of advising as to the manner in which it should exercise its functions. In all other cases, a legal advisor may be appointed at the Chair's discretion.
40. A member may appeal to the Appeals Tribunal within 28 days of the date on which the Disciplinary Board's decision is notified to the member, or in the case of a Suspension under Regulation **5(1)**, the date on which the order is notified to the member. An appeal received after 28 days of the date of the notification of the Disciplinary Board's decision, or after 28 days of notification of an order of Suspension under Regulation **5(1)**, will be an invalid appeal unless the Leave-to-Appeal Panel considers that there are exceptional circumstances that justify an extension.
41. An appeal to the Appeals Tribunal shall be made in writing and delivered to the Institution's registered address.
42. There shall be an administrative charge for making an appeal which must be paid no later than 28 days after the date on which the Disciplinary Board's decision, or order of Suspension under Regulation **5(1)**, is notified to the member. If the charge is not paid the appeal will be invalid. The amount of the administrative charge shall be an amount promulgated by the Trustee Board.
43. The administrative charge shall be refunded if the appeal is upheld.
44. An appeal against a decision of the Disciplinary Board may be made on one or more of the following grounds:
 - (1) Jurisdiction, i.e. whether the alleged improper conduct was within the scope of the provisions of the By-laws or the Rules of Professional Conduct;
 - (2) Procedure, i.e. there was a serious breach of the procedure stipulated in the By-laws and Disciplinary Regulations;
 - (3) Perversity, i.e. the decision was perverse in the light of the evidence;
 - (4) Proportionality, i.e. the order of the Disciplinary Board was disproportionate to the gravity of the improper conduct of which the member was found guilty.

The reasons must be stated for each of the grounds given for the appeal. Neither the scope of the appeal nor the grounds stated shall be amended except with the consent of the Appeals Tribunal appointed to hear the appeal.

- 45.** The Leave-to-Appeal Panel shall consider separately the reasons given in relation to each stated ground for appeal, and each ground shall be judged on its own merit. Unless the Leave-to-Appeal Panel determines that the appeal is invalid, leave to appeal shall be granted if it is satisfied that there is an arguable case on one or more of the grounds set out in Regulation **44**.
- 46.** The decision of the Leave-to-Appeal Panel to grant or refuse leave to appeal shall be notified to the member as soon as practicable. If the Leave-to-Appeal Panel decides that an appeal is invalid, or that leave to appeal should be refused, it shall give the Appellant reasons for its decision.
- 47.** The decision of the Leave-to-Appeal Panel shall be final. There shall be no right of appeal against a decision of the Leave-to-Appeal Panel.
- 48.** At its hearings the Appeals Tribunal shall consider written submissions on behalf of the Appellant and on behalf of the Disciplinary Board. An oral hearing shall be convened at the request of the Appellant.
- 49.** The Appeals Tribunal shall only consider arguments in support of the grounds admitted for the appeal by the Leave-to-Appeal Panel. No other evidence or arguments shall be considered.
- 50.** An appeal shall be in the form of a review only and not a rehearing. Oral hearings of the Appeals Tribunal shall follow the same principles and procedures as the Disciplinary Board, but with no witnesses being called. The Appellant may represent himself/herself or the arguments to be presented on his/her behalf may be presented by another person or by the Appellant's legal representative.
- 51.** The decision of the Appeals Tribunal shall in all cases be published.
- 52.** These Regulations shall be construed so as not to conflict with Regulation **4** and **5**.

Audit Committee Terms of Reference

Responsibilities

The overriding responsibility of the Audit Committee is to provide an oversight of all systems, controls and processes that may have an impact on the Institution's ability to meet its objectives. The Audit Committee ensures that:

- Effective audit functions are in place (both external and if necessary, internal)
- Adequate risk management processes are in place
- An adequate internal control environment is established and maintained
- Oversight is provided for the delivery of the relevant sections of the ICE three-year Plan.

Specifically the Audit Committee is:

1. To submit to the Trustee Board an annual report in advance of their approval of the Annual Report and Accounts.
2. With regard to the ICE's annual report and financial statements to (i) monitor the integrity of reporting, (ii) review significant financial reporting issues, disclosures and judgments (iii) review and approve the statements in the report concerning internal controls, risk management and (iv) recommend the report for approval by the Trustee Board.
3. To draw up an annual programme for reviewing the activities and processes of the Institution and its subsidiaries and to review all such reports including appointment of internal auditors and/or other experts as appropriate.
4. To review the annual report from the external auditors and to meet with them, at least once a year without management being present.
5. To recommend to the Trustee Board the appointment of external auditors.
6. To audit and scrutinise, as the Audit Committee sees fit, any aspect of the ICE group.
7. To keep under review the adequacy and effectiveness of the ICE's internal financial controls and its systems and processes for the identification and management of risk identifying specific areas of risk requiring greater scrutiny.
8. To review processes and procedures for procurement including tendering and how "value for money" is achieved.
9. To review the effectiveness of the governance of the ICE Group.
10. To review arrangements for insurance.
11. To review the adequacy and security of the ICE's "Whistleblowing" Policy, to ensure these arrangements allow proportionate and independent investigation of matters raised and appropriate follow up action.
12. To review the procedures for detecting fraud and corruption and receive reports on all discovered or suspected fraud, corruption, major errors or control failures.

13. To review the ICE's systems and controls for the prevention of bribery and receive reports on non-compliance.
14. To approve changes to the Staff Authorisation Procedures.
15. To monitor compliance with the Institution's own Charter and By-Laws as well as relevant statutes, regulations and Charity Commission guidance.
16. To oversee the development and maintenance of policies in all areas impacting on statutory compliance, internal control and risk.
17. To have due regard where appropriate to the recommendations of the Charity Finance Group and the Financial Reporting Council.
18. To ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Membership

There will be up to eight members, at least five of whom will be ICE members as well as members of Council on first appointment to the Audit Committee. One other member may be appointed on the basis of relevant financial experience and two further ICE members may be appointed who are not necessarily on Council at time of appointment

The Chair of the Audit Committee will be nominated by the NOMCO and approved by the Trustee Board. Other members of the committee will be appointed by the Chair of the Audit Committee, and if deemed necessary, the assistance of NOMCO can be sought.

In approving members of the Audit Committee, the NOMCO, Trustee Board and the Chair of the Audit Committee shall have due regard to the need for diversity and independence from management, and no members of the Audit Committee should also be on the Trustee Board.

Any three members, along with the Chair (or a deputy appointed by the Chair, form a quorum.

Each member shall be appointed for a term not exceeding three years. No member may be re-appointed who has served two consecutive terms of office.

Other

There shall normally be four meetings a year plus further meetings if appropriate.

The Group Finance Director and one other member of the secretariat will normally attend all meetings.

The Audit Committee can require any member of the Trustee Board, Council or staff to attend meetings, in whole or in part, at the discretion of the Chair. All such members of the Trustee Board, Council or staff shall be required to co-operate with any reasonable request by the Audit Committee.

The Audit Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of external advisers with relevant experience and expertise, in each case if it considers this necessary.

At least once a year, the Audit Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.

Communications Committee

Terms of Reference

This document sets out the purpose, composition, terms of service, and requirements of the ICE Communications Committee.

Task and Purpose

Ensure quality, effectiveness, and performance of ICE's strategic communications in conjunction with the DG&S, and in line with the ICE three year plan, set the strategic direction for the ICE's long term communications activity

Responsibilities include:

1. Benchmarking, reviewing and providing recommendations for strategic ICE communications delivery.
2. Identifying potential themes for communications activity.
3. Evaluating and monitoring ICE engagement across the range of stakeholders to include external and internal audiences, making recommendations where appropriate.
4. The Communications Committee will ensure that ICE communications activity reflects the Institution's commitment to the economic and social well-being of the world's population, sustainable development, and equality, fairness, inclusion and respect for all.
5. Ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.
6. The Communications Committee acknowledges cultural and geographical differences across the UK and the world and will guide ICE's communications activity to reflect those sensitivities.

Composition of Committee

The committee will have a minimum membership of six and a maximum of 10. The Committee will be chaired by the trustee responsible for oversight of communications. This is currently Liz Waugh. Other members will include:

- The chair of the Policy and External Affairs Committee (or nominated deputy)
- A regional member of Council
- At least two graduate members
- A member of the Fairness Inclusion and Respect Panel
- A member based overseas

Other representatives of ICE committees may be invited dependent on agenda items.

Terms of service

- Members serve for a term not exceeding three years.
- Members who do not attend three consecutive meetings will be asked to stand down from the Committee.
- At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.

Meetings

- Meetings do not need to be physical; however, at least one a year should be in person.
- The Communications Committee will meet at least four times a year.
- Quorum: At least half the Committee membership plus one which must include the Chair or Deputy Chair.

Secretariat

Director of Communications will act as Secretary

ICE Council - Terms of Reference

1. Role

- 1.1 The ICE Council supports the trustees in ensuring ICE is considered a global centre of excellence championing the role civil engineering plays at the heart of society. The ICE Council is advisory, but it has an essential role to represent the views of the membership to the Trustee Board.
- 1.2 The ICE Council is the pinnacle of the Institution's Learning Society and drives the agenda 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. The ICE Council hosts open, inclusive and passionate debates on a range of issues that affect society.
- 1.3 The ICE Council also tenders advice to the Trustee Board concerning the conduct of the ICE's affairs generally and on any other matters referred to it by the Trustee Board.

Trustee Board consultation with the ICE Council

- 1.4 The Trustee Board consults Council on a number of matters of particular significance:
 - 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.

2. Composition

- 2.1 The Council consists of no more than 38 members. They shall be elected as currently. Council may invite attendance by others as they see fit but only elected members may vote at Council. The elected members shall come from UK regions, International regions, graduate membership, and general members from UK and overseas as currently.

2.2 The Council shall consist of the following members:

- (1) The President;
- (2) The Senior Vice President;
- (3) The Immediate Past President;
- (4) Fifteen General members, comprising Corporate Members elected by the Corporate Members. The General members shall include at least one member of each of the following grades unless that cannot be achieved for want of an election candidate in each grade:
 - (a) Fellows or Honorary Fellows who are Corporate Members;
 - (b) Members who have passed the Institution's Chartered Professional Review;
 - (c) Members who have passed the Institution's Member Professional Review;
 - (d) Members who have passed the Institution's Technician Professional Review.
- (5) Three members who are Graduate members at the time of their election to be elected by the Graduate membership;
- (6) Regional members, consisting of one Corporate Member representing each Region;
- (7) International members consisting of one Corporate Member representing each International Area.
- (8) Representatives of Sub-divisions accorded representation under By-law **62(2)**.

The Council shall be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its members.

2.3 The Council shall be chaired by the President of the Institution. In the President's absence, or should there be a conflict of interest between the Council and the Trustee Board, the Deputy Chair of Council (elected annually by Council from within its members and who is not a Trustee) shall chair Council. Council shall be quorate if more than 50% of the Council members are present, *and* the President, or in the President's absence, the Deputy Chair of Council, is present.

2.4 If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Council 'physically present and eligible to vote'. Observers and other members in attendance are not permitted to vote. In the case of equality of votes the Chair has a second or casting vote.

2.5 The Learning Society Committee and its Panels shall report to the Council and the Trustee - Learning Society shall attend meetings of the Council as well as the Trustee Board;

2.6 One of the Trustees elected by the Council should hold the portfolio of Trustee for the Council promoting good two-way communications between Trustee Board and Council;

- 2.7 The Council shall elect a subcommittee from amongst its membership to oversee the Council agenda and ensure the smooth procedure of Council business. The chair of that subcommittee should liaise closely with the President and the Director General and Secretary to ensure that Council meetings are properly prepared and administered.
- 2.8 The Director General and Secretary, Managing Director of Thomas Telford Limited, and the Group Finance Director shall attend all meetings of Council. The Director General and Secretary is to provide a report to Council on the progress of the Institution against the Trustee Board Plan and shall provide secretariat support to Council.

3. Election of members of Council

3.1 Nomination of Candidates

- (1)** Any five Corporate Members (but not more than five) may nominate any Corporate Member as a candidate for General member of Council;
- (2)** Any five Graduate members (but not more than five) may nominate any Graduate member as a candidate for Graduate member of Council;
- (3)** Any five Corporate Members (but not more than five) having voting rights within a Region may nominate any Corporate Member having voting rights within that Region as a candidate for Regional member of Council for that Region;
- (4)** Any five Corporate Members (but not more than five) whose Registered Address is within an International Area may nominate any Corporate Member whose Registered Address is within that International Area as a candidate for International member of Council for that International Area;
- (5)** Candidates for election as representatives of Sub-divisions accorded representation under By-law **62(2)** shall be Corporate Members nominated for that purpose in accordance with each Sub-division's rules.

3.2 Nomination papers for candidates for election as members of the Council shall be sent to the Secretary, together with the written consent of the candidate, by a date fixed by the Council. The names of the members nominating a candidate shall be given in the ballot papers, and no member shall be permitted to nominate more than two candidates.

3.3 If a Sub-division accorded representation under By-law **62(2)** fails to inform the Secretary of its nominations for election as its representative in accordance with its rules at least six weeks before the date appointed for the dispatch of the ballot papers, the Council shall nominate the Corporate Members whose names are to appear in the ballot papers for election as representative of that Sub-division.

3.4 The Council shall ensure that the list of candidates for the General members of the Council as detailed in **2.2(4)** shall include the names of at least one Fellow, at least one Member who has passed the Institution's Chartered Professional Review, at least one Member who has passed the Institution's Member Professional

Review, at least one Member who has passed the Institution's Technician Review and has not served on the Council during the current year or the preceding year.

- 3.5** Subject to the provisions of **3.1-3.4** the Council shall determine the form and content of and the names of candidates to be included in the ballot papers.
- 3.6. Ballot for Council Elections**
- (1)** Prior to each Annual General Meeting and not later than thirty clear days before the date appointed by the Council pursuant to **3.8**, the Council shall send to each Voting Member a ballot paper, which, at the Council's discretion, may be in electronic form, containing the names of all candidates duly nominated to fill the forthcoming vacancies for members of Council.
 - (2)** Ballot papers for the election of General members of Council shall be sent to all Corporate Members and Graduate members.
 - (3)** Ballot papers for the election of Graduate members of Council shall be sent to all Graduate members.
 - (4)** Ballot papers for the election of Regional members of Council shall be sent to all Corporate Members and Graduate members having voting rights within the appropriate Region.
 - (5)** Ballot papers for the election of International members of Council shall be sent to Corporate Members and Graduate members having voting rights within the appropriate International Area.
 - (6)** Ballot papers for the election of representatives of Sub-divisions shall be sent to Corporate and Graduate members having voting rights within that Sub-division.
- 3.7** The ballot papers shall specify in respect of each vacancy the length of the term which each candidate will serve. Subject to the provisions of **3**, the length of such term so specified shall be in the absolute discretion of the Council but shall not exceed three years.
- 3.8** The date for the return of the ballot papers shall be appointed by the Council.
- 3.9** The Council shall choose two or more Corporate Members as Scrutineers for the purpose of the ballot. On or as soon as convenient after the date appointed for the return of the ballot papers in accordance with **3.8**, the votes received by that date shall be given to the Scrutineers who shall certify them to be correct, and the result may be published at any time thereafter and shall be reported to the Annual General Meeting.
- 3.10** In the event of a candidate named in the ballot papers ceasing by death or otherwise to be a member of the Institution after the ballot papers have been prepared the ballot papers shall not be invalidated and the election shall proceed with respect to the remaining candidates.
- 3.11** The Council may make, vary, and rescind rules governing the conduct of the ballot subject always to the provisions of these Regulations.

4. Vacation of office

- 4.1** The office of a member of the Council shall be vacated if the Corporate Members in General Meeting so resolve, or if notice is given in writing to the Council of the Council member's wish to resign and the Council accepts this resignation, or if the Council Member ceases to be a member of the Institution; it shall also be vacated if the Council member becomes bankrupt or of unsound mind and the Council resolve that it be vacated. Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice.
- 4.2** The Council may at any time during its year of office fill any casual vacancy by appointing a member who is qualified for election to the office in which the vacancy has occurred. A casual vacancy shall arise:
- (1)** in the case of the death of a member of the Council or the vacation of office by a member of the Council for any other reason;
 - (2)** in the case of a successful candidate for election to any office ceasing by death or otherwise to be a member after the last date for the return of voting papers; or
 - (3)** if for any other reason any office shall not be filled by the election thereto of a duly qualified member.

Provided that in the case of any casual vacancy occurring among members of the Council elected or appointed under **2**, who are not Corporate Members, the vacancy shall be filled by a Non-Corporate member who is qualified for election to the office in which the vacancy has occurred.

5. Duties

- 5.1** The duties of the Council are to:
- a. Meet at least three times per year 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. The ICE Council shall also host open, inclusive and passionate debates on a range of issues that affect society;
 - b. Approve, or not approve, annually, the appointment of the Trustees. This will ensure that the membership retains control of the direction of its Institution;
 - c. Directly appoint three members of Council to the Trustee Board. This will allow Council to appoint a Council member every year thereby ensuring continuity;
 - d. 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;
 - e. Directly appoint three members of Council to the Nomination Committee. Council appointed members on NOMCO are not required to step down when their term of office finishes on Council thereby ensuring continuity;

- f. 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;
- g. Communicate views that are representative of the range of views of members of the ICE on these and other matters to the Trustee Board;
- h. Monitor the governance of the ICE and promote a culture of continuous improvement.

6. Tenure

- 6.1 Elected Council members shall be elected for a three-year term. Terms of office for incoming Council members shall be coincident with the term of office of ICE Presidents, i.e. starting on the first Tuesday of November. In total Council members may serve for three terms, each of a maximum of three years, but only two terms can be served consecutively.
- 6.2 No Council member shall serve more than nine years on the Council.



Finance, Assurance & Risk Committee Terms of Reference

1	Constitution
1.1	The ICE Trustee Board has directed that the Institution establish a Finance, Assurance and Risk Committee to report to the Trustee Board. The Committee is separate to the ICE Audit Committee.
2	Purpose and Responsibilities
2.1	Budgeting and financial performance
	Scrutinising the annual budget and operational plan prepared by the Director General & Secretary and management team and advising the Trustee Board on their adoption. (This is to include a review of the Quest Fund budget and advice to the Trustee Board on its adoption)
	Reviewing management accounts and balance sheet and monitoring performance against the objectives approved in the Business plan and budget.
	Considering the budgetary impact of proposed variations to activities through restructuring, acquisition/disposal or other significant changes, and reporting to the Trustee Board.
	Monitoring the financial position and future prospects of the Institution, including the income levels of Thomas Telford Ltd. to ensure that the Institution can meet its ongoing financial and non-financial commitments and strategic objectives.
2.2	Financial strategy, planning, and policy
	Provide oversight and challenge effectiveness of financial modelling to support Trustee Board in strategic decision making and resource allocation.
	Reviewing the financial strategy of the Institution over a 3 to 5 year horizon and advising the Trustee Board on its approval. Monitoring and reporting on any subsequent changes.
	Provide challenge and oversight to procedures that seek to ensure that all available resources of the Institution, including buildings and estates, are

	maximised in attaining the goals set by Trustee Board.
	Review business plans for significant investment proposals including new business lines, new geographical locations and major capital expenditure.
	Provide oversight of the management of the investment portfolios (main, Trusts and Quest Fund) as part of the available resources of the Institution and maximise the utility of the portfolio in achieving the goals of the Institution.
	To keep all financial investments continually under review in light of current market conditions; formally notify the Trustee Board of matters concerning the on-going management of the portfolio, and; ensure the Statement of Investment Policy is fit for purpose.
	To maintain a continual and active dialogue with the investment manager.
	In response to requests from the ICE Pension Fund, ICE Foundation (QUEST), and ICE Benevolent Fund, to give the ICE view on investment strategy, and to suggest suitable providers of investment advice.
	To ensure the Committee is in compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.
2.3	Assurance and Risk
	To recommend the reserves level of the Institution to protect the Institution against drops in income or to allow it to take advantage of new opportunities.
	Reviewing the financial strategic risks over a 3-5 year time horizon.
	The ICE Audit Committee retains responsibility for ensuring effective audit functions are in place (both external and if necessary, internal); monitoring risk management processes, and; ensuring that an adequate internal control environment is established and maintained.
	To monitor statutory reporting of Human Resources information and reports to Trustee Board.
	To challenge effectiveness and and provide Anof risk control in all areas of Management Information and to monitor compliance with GDPR and data security.
3	Membership, Attendance and Secretariat
	The Chair of the Finance, Assurance & Risk Committee shall be appointed by the Trustee Board. It would be usual for the Trustee Board member that has been allocated the portfolio for Finance to Chair the Finance, Assurance and Risk

	Committee.
	The Chair of the committee shall have the authority to appoint and remove members of the committee in consultation with Trustee Board and have sole discretion as to who shall attend its meetings other than agreed members of the Committee.
	<p>The Committee shall seek to typically operate with 7 or 8 members but shall be able to have a maximum of 10 members to allow for continuity as members leave Trustee Board or Council. The committee will include:</p> <p>The Committee Chair (usually Trustee with finance portfolio) A member of the Trustee Board at the time of appointment ¹ An ICE member who is a member of Council at the time of joining FARC ² Three or Four other ICE members providing broad coverage of the membership One or two lay-members with a generally recognised accountancy qualification or significant investment experience.</p> <p>¹ FARC will endeavour to maintain 2 current Trustees at all times. Should one of the two Trustee members cease to be a member of the current Trustee Board they may be asked to remain as a member of FARC for continuity purposes but the chair of FARC will seek to appoint another current Trustee as soon as one can be found.</p> <p>² FARC will endeavour to maintain a link to current Council membership. Should the existing members of FARC leave Council they may be asked to remain as members of FARC for continuity purposes even if this leaves FARC without a current Council member.. However when the next FARC committee vacancy arises FARC will seek to recruit from the current (or newly elected) Council members.</p>
	<p>Each member shall be appointed for a term not exceeding 3 years, unless their term of office extends beyond their appointment to another representative body (e.g. Council) at which point the member may be asked to relinquish their post.</p> <p>No member may be re-elected who has served 2 consecutive terms of office, unless otherwise agreed by Trustee Board.</p>
	The Director General and Secretary, Deputy Director General and Managing Director, Thomas Telford, and the ICE Group Finance Director shall, <i>ex officio</i> , attend meetings.
	The Group Finance Director shall appoint either the Financial Controller or Finance Manager to act as secretary to the Committee.
4	Quorum

	The Quorum shall be three members of the Finance, Risk & Assurance Committee including the Chair.
5	Frequency of Meetings and Notice
	The Committee shall meet at least four times in a calendar year. Additional meetings shall be convened as required.
	Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be sent to each member of the Committee and to any person required to attend, no later than 5 days before the date of the meeting. Supporting papers shall be sent to Committee members and as appropriate to other attendees at the same time.
6	Effectiveness and Reporting Responsibilities
	At least once a year, the Finance, Assurance & Risk Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.
	The Secretariat shall minute the points of agreement and approvals from Committee meetings. This shall be circulated to the Chair for approval prior to being circulated to the members of the Committee.
	The Committee members shall report to the ICE Trustee Board at each Trustee Board meeting. The Finance, Assurance and Risk Committee shall provide an annual report on the financial performance of the Institution, the future outlook of the Institution and the performance of investments and other financial instruments and assets. The Annual Report and Audit could constitute this formal report.

International Committee

Terms of Reference

1. To be responsible for the Institution's representation and interests with international organisations and with the ICE's international areas.
2. To provide oversight of the delivery of the relevant sections of the ICE three-year Plan.
3. To ensure effective consistent support by all ICE functional divisions to the ICE's international areas.
4. To develop ICE's international strategy and activities for approval by the Trustee Board and to monitor its implementation.
5. To approve the appointment of ICE International Representatives.
6. To ensure there are forums for ICE members to discuss global issues and ICE policy towards them.
7. To provide a forum for the discussion of international regional issues affecting the ICE.
8. To advise on and review the establishment of international bodies and groups which may affect the ICE's operations and the interests of ICE members.
9. To develop and maintain effective and appropriate relations with governments, global organisations and national institutions, and inform their policy (as appropriate).
10. To monitor projects and programmes for ICE international areas.
11. To be responsible for the appointment of the Brunel International Lecturer.
12. To approve the ratification of new Agreements of Co-operation, or those with substantive changes, on behalf of the Trustee Board. Agreements of Co-operation with no change to be recorded as a Part Two item.
13. To ensure the Committee's compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Membership

Trustee Board member holding the portfolio of International – Chair
Chairs of International Regional Committees
International Members of Council
International Representatives present in the UK at the time of the meeting (by prior arrangement and as invited observers)

Ex Officio

Chair of ICE's International Development Panel
ICE's representatives to supranational engineering organisations including, but not limited to, the following:

Commonwealth Engineers Council (CEC)
Engineering Council International Advisory Panel (EngC IAP)
European Council of Civil Engineers (ECCE)
World Federation of Engineering Organisations (WFEO)

The Chair may co-opt other members to join the committee for specific issues should the need arise.

Meetings

The Committee will normally meet four times a year, usually prior to ICE Council meetings.

Other

At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.

Learning Society Committee Terms of Reference

Introduction

The ICE vision is for an Institution that is an externally facing, global beacon of excellence respected for being exciting, trusted, authoritative, insightful, proactive, ethical, fair, and above all, independent.

The commitment is to draw on learning from across the world to build a body of relevant, reliable knowledge created through experience, analysis, insight and science to enhance the technical competence and understanding of our members so that they can, in turn, identify and shape the engineering solutions needed to solve the challenges we face.

The critical priority is to collaborate with others to realising the achievement of the UN Sustainable Development Goals. Therefore, over the next five years ICE will build a knowledge programme around five key themes:

- Placing the **decarbonisation** of our industry at the heart of our agenda;
- Working with others to adapt and provide **resilience** to the significant effects of climate change;
- Transforming the availability of potable **water & sanitation** and **clean energy** across the world;
- Transforming the **productivity** of our industry by driving **modern methods of procurement and manufacture**, establishing **data and digital technology** at the heart of global infrastructure, and with a particular focus on **mobility** and access to **safe and affordable transport**;
- Enhancing the **technical** knowledge, **insight** and **ethical understanding** of engineers wherever they work across the world.

Council, as the pinnacle of the ICE's Learned Society function, will drive development of these programmes. Each of these programmes will be led by a senior member, supported by volunteers and a dedicated member of the knowledge team. Each programme will be supported by relevant Communities of Practice, associated Specialist Knowledge Societies and project-based task and finish groups, with contributions co-ordinated and directed by Community Advisory Boards.

It is intended that this combination provides every ICE Member with at least one engaging, informative and authoritative digitally delivered CPD knowledge event per week. This programme will also support production of the ICE's annual State of the Nation report and the development of a new lessons learned programme.

The Learning Society Committee provides a key auditory role, monitoring delivery and in particular monitoring effective dissemination of a lessons learned programme.

Purpose

The Learning Society Committee's (LSC) key role is provide oversight of the delivery of the relevant sections of the ICE three-year Plan and to monitor the effectiveness of the ICE's knowledge programmes with particular reference to what they achieve, rather than just the production of reports and studies. The LSC will review, every year, how ICE reports and recommendations have been incorporated into day to day institutional business, and how they have been implemented by the membership.

Council, advised by DEK and D Policy, will determine the specific outcomes to be achieved from each programme. The LSC has delegated authority by Council to establish Community Advisory Boards to co-ordinate each knowledge programme. The DG has delegated authority by Council to create, monitor and fund task & finish groups to undertake specific knowledge projects as requested by Trustees, Council and the Policy and External Affairs Committee.

The LSC has delegated authority to monitor progress of each programme, providing constructive feedback, making suggestions for improvement and producing an annual audit for presentation to Council.

The LSC also has delegated authority by Council to manage the funding distribution of the ICE Research and Development Enabling Fund, to monitor and report performance of the dispute resolution service, and to monitor and report performance of ICE Independent Expert Advisory Panels.

Governance

The LSC is responsible to Council for ICE's knowledge transfer function. Formal reporting lines are through Council. It has formally delegated responsibility for the delivery of ICE's knowledge activity programme for Council approval as part of the ICE Plan.

The LSC shall ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Operation

Function

The LSC will meet on a quarterly basis to agree, review and feedback on the LS knowledge programme and resource allocation, providing strategic direction to knowledge activities. Its key functions are to:

- a) Direct:
 - Strategic knowledge research, campaign themes and programmes
 - Constitution of Community Advisory Boards
- b) Monitor:
 - Progress of knowledge programmes against the ICE Plan
 - Progress of projects funded by the R&D Enabling fund
 - Activities of ICE Communities of Practice

- Performance of dispute resolution service
- Performance of Independent Expert Advisory Boards
- c) Fund:
 - Distribution of the ICE Research and Development Enabling funds.
- d) Communicate:
 - The outputs and outcomes of the knowledge programme
 - Opportunities to get involved; and
 - Engagement and collaboration with other institutions.

Structure

The LSC reports to Council. It is chaired by the Trustee who holds the portfolio of Learning Society and sits on the Trustee Board and is composed of members who are infrastructure experts identified to effectively perform its core function and purpose as stated above. Three members shall be elected members of Council. One member shall be the chair of the ICE Research and Development Enabling Fund Committee. Two members shall be elected from Community Advisory Boards. Five members shall be independent infrastructure experts/stakeholders. Secretariat is provided by the Director Engineering Knowledge.

Quorum

The LSC quorum will be half of the committee's membership + one.

Learning Society Sub-committees

The LSC reserves the right to appoint and disband sub-committees which it designates as necessary to fulfil its core functions and purpose. These sub-committees include the Research & Development Enabling Fund sub-committee, the State of the Nation Advisory Panel and the Sustainability Leadership Team.

Communities of Interest Advisory Groups

The LSC will oversee the establishment and disbandment of issue or sector-focused Communities Advisory Groups (e.g. Transportation & Mobility) which play a key co-ordinating role in supporting delivery of the knowledge programme, encouraging content creation from relevant communities of practice (e.g. Walking & Cycling COP) and associated Specialist Knowledge Societies (e.g. Transport Planning Society) and then disseminating content to broad Communities of Interest (Cols) (e.g. transport & mobility).

Project Groups (task and finish)

The LSC will also oversee task & finish Project Groups (PGs) to tackle specific issues in response to external stimulation (e.g. government consultation, regulatory intervention).

PGs will be created to deliver outputs upon agreement of a project concept/business case, which support the ICE strategy and Plan. Each PG will be time limited and will disband upon completion of its knowledge exchange objectives as stated in its LSC-agreed business case.

A Chair for each PG will be appointed to lead activity. The PG Chair will work together with the director of engineering knowledge to:

- develop the initial project concept;
- develop Terms of Reference;
- appoint the PG members; and
- deliver the output/s as part of ICE's knowledge programme.

The DEK will provide updates to the LSC at agreed stages.

Learned Society Forum

The LSC shall work with ICE staff to support the delivery of the Learned Society Forum (LSF), which provides the opportunity for Learning Society stakeholders to coalesce and discuss current and future plans and issues together. The LSF shall take place twice, annually.

Invitees to the Forum may vary, but will generally be composed of CoP leaders, PG Chairs and members, SKS Chairs, and other interested infrastructure professionals.

Learned Society Knowledge events

Learned Society Knowledge events will be delivered with a digital-first approach, to ensure every member, wherever they are located, has the opportunity to engage in at least one relevant, informed knowledge event a week. These will be free knowledge events for ICE members and associated infrastructure professionals, designed to incubate knowledge ideas, carry out knowledge transfer, enable and encourage broader engagement, encourage Presidential engagement, and enable stakeholder engagement. The knowledge shared during events must be captured wherever possible. The Library and Archives are a key resource, and whilst much of its material is not available digitally, all its resources can be searched on-line.

Reporting

Learning Society Committee should submit and/or present an annual report to Council on learning society activities, focusing on the outcomes of each knowledge programme.

Other

At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval.

Resource

The LSC is supported by the Director and staff of the Engineering Knowledge Division. Senior staff members attend the LSC.

Membership Committee

Terms of Reference

1. Introduction

The Membership Committee is responsible to the Trustee Board for the role of the Institution as a qualifying body and for delivering the Qualifications, Education & Inspiration strategy strands and the implementation of CPD policy, guidance and audit. The Membership Committee admits, on the Trustee Board's behalf, persons to the Membership Roll at all grades in accordance with the Royal Charter and By-laws as set by the Trustee Board and the membership. The Membership Committee is also responsible for:

- ensuring that the Institution complies with, as appropriate, the registration requirements of Engineering Council, and the Society for the Environment (SocEnv).
- transfer between grades;
- reinstating former members where appropriate;
- providing the policy for, and guidance on matters pertaining to education and careers advice given to the pre-19 (school student) age group.

The Membership Committee deals primarily with policy matters. Functional matters are invariably delegated to Panels that report to the Membership Committee.

Delegated Powers

In accordance with By-law 49, the Trustee Board delegates its powers relating to the admission to, and transfer between all grades of membership excepting Honorary Fellows to the Membership Committee. The Membership Committee shall recommend criteria for the grades of membership for approval by the Trustee Board. Thereafter, the Membership Committee shall act on the Trustee Board's behalf in assessing applicants for admission to, and transfer between the grades of membership.

2. Mission

To develop clear and effective policies, and implement, efficiently these on behalf of the Trustee Board to:

- ensure the Institution is the qualifying body for a broad spectrum of activity in the built environment;
- monitor the competence of our professionally qualified members;
- ensure a sustainable supply of high-quality entrants to the profession;
- grow the membership

To determine clear and effective standards, policies and procedures for admitting persons to the Membership Roll, for approval by the Trustee Board. To implement, efficiently, these procedures on behalf of the Trustee Board.

3. Responsibilities

The Membership Committee is responsible to the Trustee Board for:

- Exercising the powers delegated by the Trustee Board by admitting persons to the Membership Roll at all grades and transferring members between grades. Reporting, annually, to the Trustee Board on the activities of the Committee and bringing to the Trustee Board's attention matters requiring the Trustee Board's approval.
- Providing oversight of delivery of the relevant sections of the ICE three-year Plan
- Ensuring compliance with By-laws and Admission, Qualification and Training Regulations relating to the admission and transfer into grades of membership.
- Making recommendations for changes to the Royal Charter, By-laws and Admission, Qualification and Training Regulations that the Committee considers necessary to govern effectively the Membership Roll.
- Compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.
- Setting and maintaining the standards of general education, practical training and continuing professional development for all the grades of membership.
- Approving the regulations that allow for the deferment or relief from subscriptions in appropriate cases.
- Validating the terms of reference of all supporting panels.
- Determining the number and scope of the Membership Committee's supporting bodies.
- Representing ICE's interests regarding the policies and operation of the relevant N/SVQ Awarding Bodies.
- Receiving an Annual Report from the QUEST Committee.
- Reinstating former members to the Membership Roll. Where a person's membership has been suspended or terminated as a result of an order of the Disciplinary Board, a recommendation should be sought from the Disciplinary Board regarding the former member's suitability for reinstatement.
- Developing effective policies that encourage people from all backgrounds to enter the profession and facilitate their entry.
- Developing effective policies for engaging and supporting members through their careers following professional qualification.
- Liaising with Engineering Council and SocEnv as required, on matters pertaining to activities controlled under license from these bodies, respectively.

4. Composition of Committee

The Membership Committee shall comprise of permanent members, which should include:

- The Chair who is the Trustee who holds the portfolio of Membership and sits on the Trustee Board
- A representative, normally the Chair, of the following supporting Panels
 - Education & Inspiration Advisory Group
 - Qualifications Panel
 - Professionalism Panel
- A representative, usually the Chair, of the Fairness, Inclusion and Respect Committee

- A representative of the following:
 - UKRAC
 - International Committee
 - Graduates and Students Network (GSNet)
 -

The committee should also contain:

- one Council member,
- one Member who shall be either an Incorporated Member, Associate Member or Technician Member,

These positions can also be represented by any of the individuals who qualify above.

Input from an Ethics Representative for specialist advice and support will be sought as and when required.

For decisions that affect the Registration of candidates, the majority of those voting shall be Registrants of the appropriate qualification and level.

The Committee's composition should meet the diversity aspirations as determined by the Fairness, Inclusion and Respect Committee.

5. Representation on other bodies

As Trustee who holds the portfolio of Membership, the Chair will be a member of the ICE Trustee Board

It is the responsibility of the Chair to bring any policy issues relating to the Membership Committee and its work to the attention of the Trustee Board.

6. Co-Option

The Chair shall have the power to co-opt additional members to the Committee as necessary for specialist advice and support.

7. Period of Appointment

See ICE Membership Manual, Section 4, Procedure 4.1 – appointment of Committee and Panel members - for details on the length of appointment for Panel members.

8. Record Retention

The ICE Retention and Archiving policy and schedule outlines the relevant documentation that is to be retained by the Membership Committee secretariat relating to the Committee and its meetings. This documentation is to be retained in accordance with the requirements outlined in the retention schedule.

9. Meetings

Normally two per year. Meetings will comprise at least one physical meeting per year. The remainder and any supplementary working group discussions, and ad hoc meetings will make use of remote meeting technology where possible.

Quorum: half the Committee plus one

If the Chair is unable to attend any meeting of the Panel, then the meeting is authorised to elect a chair for that meeting.

10. Secretariat

The Secretariat shall be provided by Director Membership

11. Other

At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.

Nomination Committee (NOMCO)

Terms of Reference

Role

The role of the ICE Nomination Committee is to make recommendations to the Trustee Board for the appointment of candidates for senior positions in the Institution. It also approves, on behalf of the Trustee Board, a number of specific appointments. In determining its recommendations, the Nomination Committee must ensure a balance of skills, demographics, diversity, sectoral knowledge and international membership.

Duties

The duties of the NOMCO are to:

- a. Provide oversight of delivery of the relevant sections of the ICE three-year Plan;
- b. Ensure that all selection processes are transparent, open, honest and fair;
- c. Recommend to the Trustee Board nominations for the position of ICE Vice President. This appointment requires the approval of the ICE Council. Should the Council not approve the recommendation the Nomination Committee is to provide an alternative nomination;
- d. Recommend to the Trustee Board nominations for the position of Nominated Member. This appointment requires the approval of the ICE Council. Should the Council not approve the recommendation the Nomination Committee is to provide an alternative nomination;
- e. Provide the ICE Council with a focused candidate list for the positions of Council Appointee Members on the Trustee Board. If there is a fine judgement as to a candidate's ability to meet the required profile, the Nomination Committee should give the candidate the benefit of the doubt. Final judgement for approval lies with the ICE Council.
- f. Provide the Trustee Board with a focused candidate list for the positions of Ordinary Members. If there is a fine judgement as to a candidate's ability to meet the required profile, the Nomination Committee should give the candidate the benefit of the doubt. Final judgement for approval lies with the ICE Trustee Board.
- g. Recommend to the Trustee Board a nomination for the position of Director General and Secretary. This appointment requires the approval of the Trustee Board;
- h. Recommend to the Trustee Board a nomination for the position of the Group Finance Director. This appointment requires the approval of the Trustee Board;
- i. Recommend to the Trustee Board a nomination for the position of Chair of the ICE Audit Committee. This

appointment requires the approval of the Trustee Board;

- j. Recommend to the Trustee Board a nomination for the position of Chair of Thomas Telford Limited. This appointment requires the approval of the Trustee Board;
- k. To oversee the process of elections to Council with particular emphasis on ensuring that the ICE Council is representative of the ICE membership and wider society;
- l. On behalf of the Trustee Board, to approve the membership of those committees directly subordinate to the Trustee Board;
- m. Recommend potential candidates for Honorary Fellowship of the Institution;
- n. Provide an annual report to the Trustee Board;
- o. Receive a report from the ICE FIR Committee annually.
- p. Ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Composition

The Nomination Committee shall consist of no fewer than nine and no more than twelve members of the Institution:

- 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).

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

In appointing members of the Nomination Committee, consideration should be given to ensuring that the Committee membership reflects the broad nature of the industry¹, the international and geographical diversity of the Institution.

Meetings

¹ There should be a mix of clients, contractors, consultants, academia etc.

Normally three per year. Meetings will comprise at least one physical meeting per year. The remainder and any ad-hoc meetings will make use of remote meeting technology where possible.

The Nomination Committee shall be quorate if over half of the committee members are present including the Chair of NOMCO or a nominated deputy.

The Director General and Secretary shall attend all meetings of the Nomination Committee and shall provide the Secretariat. The Director General and Secretary shall not vote on any appointment considered by the Nomination Committee with the exception of the appointment of the Group Finance Director on which appointment the Director General and Secretary shall vote.

Tenure

With the exception of the *ex officio* and Council members, all members of the Nomination Committee shall be appointed for a three year term and may serve a second consecutive term. No member shall serve more than six years on the Nomination Committee.

Council members may serve a second term provided they are still Council members upon their appointment.

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**

Vacancy – Council Member

Vacancy – 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 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.

Policy and External Affairs Committee

Terms of Reference

Purpose

The Policy and External Affairs Committee is involved in overseeing, directing and evaluating the Institution's policy and external affairs activities. The committee guides, shapes and evaluates the ICE's policy positions and external engagements to raise the profile of the institution and its work in the eyes of policymakers, opinion-formers, external stakeholders and with the public at large.

Tasks

1. To make recommendations to the Trustee Board on:
 - a. Strategic objectives for ICE's Policy and External Affairs activity
 - b. Priority subject areas and issues to be tackled through the Policy and External Affairs function
2. To identify annual programmes of Policy and External Affairs work for confirmation by the Trustee Board through the annual business planning process.
3. To provide oversight of delivery of the relevant sections of the ICE three-year Plan
4. To ensure that appropriate procedures are in place and are adhered to in the following areas:
 - a. Creation of ICE positions on public policy issues
 - b. Consistency of Policy and External Affairs activity with ICE's charitable status
 - c. Ensuring that ICE Policy and External Affairs activity is related to areas in which ICE has credibility and standing
 - d. Identification and management of any significant reputational, financial and business risks and opportunities arising from the ICE's Policy and External Affairs activities
 - e. Establishment and co-ordination of Policy and External Affairs strategies in the English regions, Devolved Administrations and internationally. This requires interaction with the UKRAC, which governs the regional delivery of Policy and External Affairs, and also the International Committee.
5. To ensure that the following are delivered to Trustee Board members to enable them to deliver their roles as ICE trustees:
 - a. An annual report to the Trustee Board on Policy and External Affairs issues
 - b. Briefing documents outlining the key recommendations of any report
 - c. Briefing documents on any profile-raising campaigns in advance of their launch
6. To ensure ICE policy work is effectively communicated to ICE members, policy makers, opinion formers, external stakeholders and the public at large through the support of the Communications Committee.
7. To ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Composition of Committee

The membership shall comprise of a minimum of 10 members, which should include:

- The Chair, who is the Trustee Board member that holds the portfolio of Policy and External Affairs

Ex-officio positions:

- A representative of UKRAC
- A representative of Graduate and Students Network (GSNet)
- A representative of Learning Society Committee

The committee should also contain:

- Two Council members who are not representatives from any of the above committees
- A geographic spread of Fellows
- Representation from the Presidential Future Leaders Alumni

Appointment is made by the Chair of the Committee.

Term of service

- Members serve for an initial term of three years and may be re-appointed for a second consecutive term
- Members who do not attend three consecutive meetings may be asked to stand down from the Committee as appropriate
- Not excluding either of the above, ex-officio members may only serve if they remain a member of that Committee
- No member may serve more than six years on the Committee, unless otherwise agreed by Trustee Board

Meetings

- It is expected that the Policy and External Affairs Committee will meet at least four times a year. Meetings will comprise at least two physical meetings per year with the rest making use of remote meeting technology where possible.
- Quorum: At least half the Committee membership plus one.
- The Trustee for Policy and External Affairs, as Chair, is authorised to appoint a meeting chair if they are unable to attend that meeting
- If the Chair is unable to attend a meeting, then the meeting is authorised to elect a chair for that meeting.

Secretariat

- The Secretariat shall be provided by the Director of Policy.

Other

- At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.

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.

UK Regional Affairs Committee Terms of Reference

Purpose

To steer ICE's UK regional strategy

Accountabilities

1. To develop ICE's UK regional strategy and policies for approval by the Trustee Board
2. To ensure that ICE's three-year Plan is delivered through the Regions appropriately or if not to implement change to ensure that it is supported
3. To review and comment on the proposed budget for ICE UK Regions for approval by the Trustee Board
4. To share best practice between ICE's UK Regions
5. To summarise requirements for civil engineering policy affecting the UK Regions
6. To resolve UK Regional issues and ensure the Trustee Board considers them in its deliberations.
7. To determine the strategic priorities for UK Regions. These priorities will guide preparation of Regional Business Plans
8. To coordinate relations with Regional Government and other Institutions/Organisations
9. To advise on policy relating to regional visits by the President and Senior Vice President
10. To initiate and oversee projects and programmes for ICE UK Regions as a whole, subject to budgetary constraint and in line with the ICE three year Plan
11. To provide the preferred conduit for communication between individual members (UK registered) and the ICE
12. To develop and maintain a model constitution for all UK Regions
13. To oversee the delivery of Public Voice strategies in the devolved and English regions, in compliance with ICE governance arrangements
14. To provide an annual report to the Trustee Board and Council covering its activities for each calendar year
15. To ensure compliance with ICE's Fairness, Inclusion and Respect (FIR) Action Plan Area of Operation - 1.1. Governance and Leadership.

Membership

Trustee Board member holding the portfolio of UK Regions (Chair)

Chairs of UK Regions

UK Regional Council Members

Corresponding member: Chair GSNNet

Term of service

Members serve as long as they are a Regional member of Council or a Regional Chair, as the case may be.

To provide continuity Regional Chairs will be invited to attend the UKRAC meeting immediately prior to them taking office as Chair and the one immediately following the end of their term of office.

Secretariat

Director Membership, Director UK Regions. Other Directors and staff attend in response to the agenda of the day.

Meetings

The committee will normally meet 4 times a year (November, March, June, September).

Other

At least once a year, the Committee should review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trustee Board for approval.



Diagram 1: ICE and related bodies

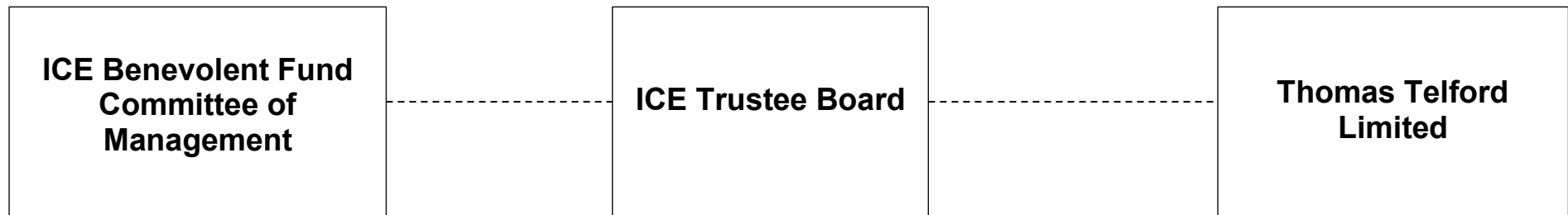
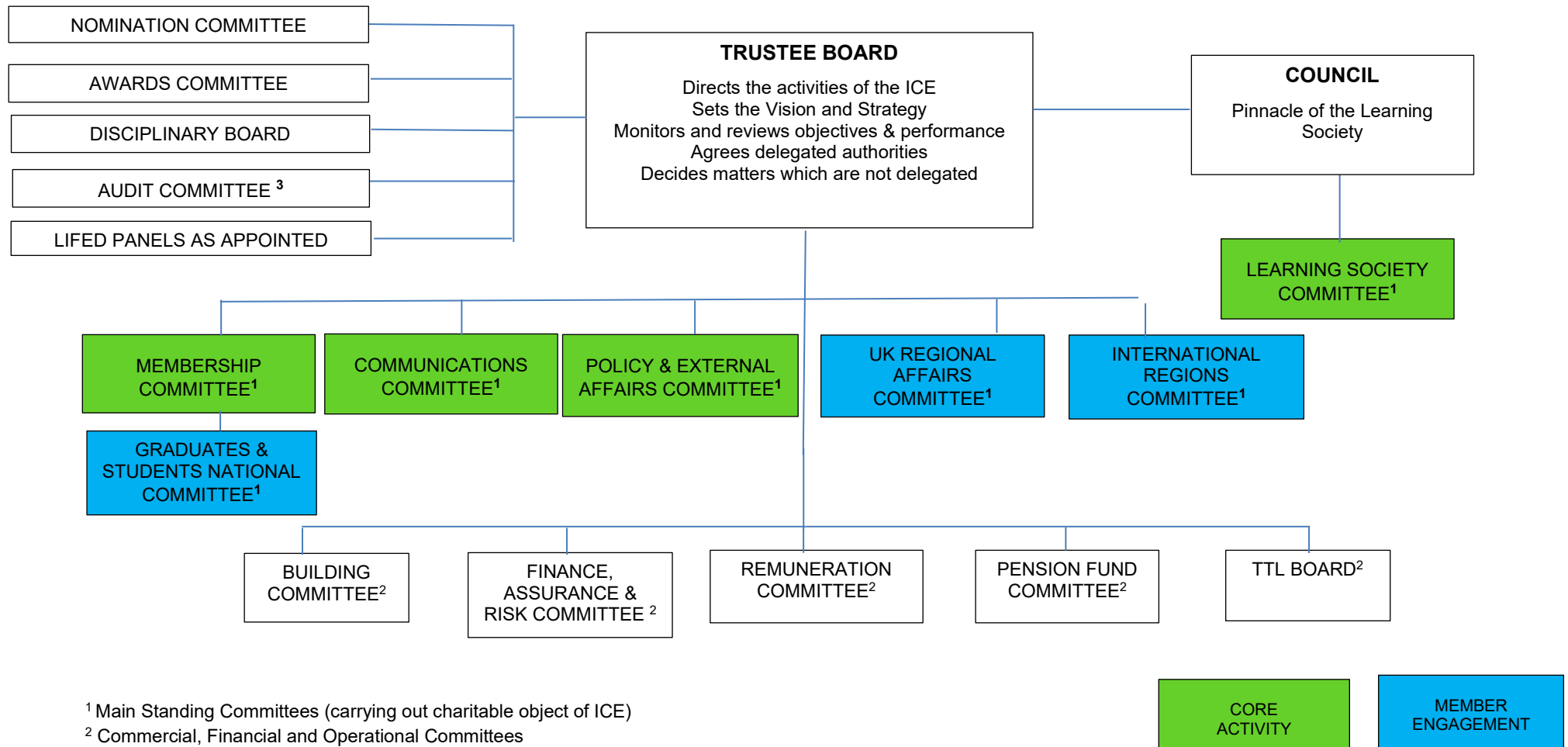


Diagram 2: ICE Standing Committees – Trustee Board Delegations



¹ Main Standing Committees (carrying out charitable object of ICE)

² Commercial, Financial and Operational Committees

³ Operational reporting line through Trustee Board whilst retaining independent monitoring and scrutiny role

Diagram 3: UK Regions and International Regions

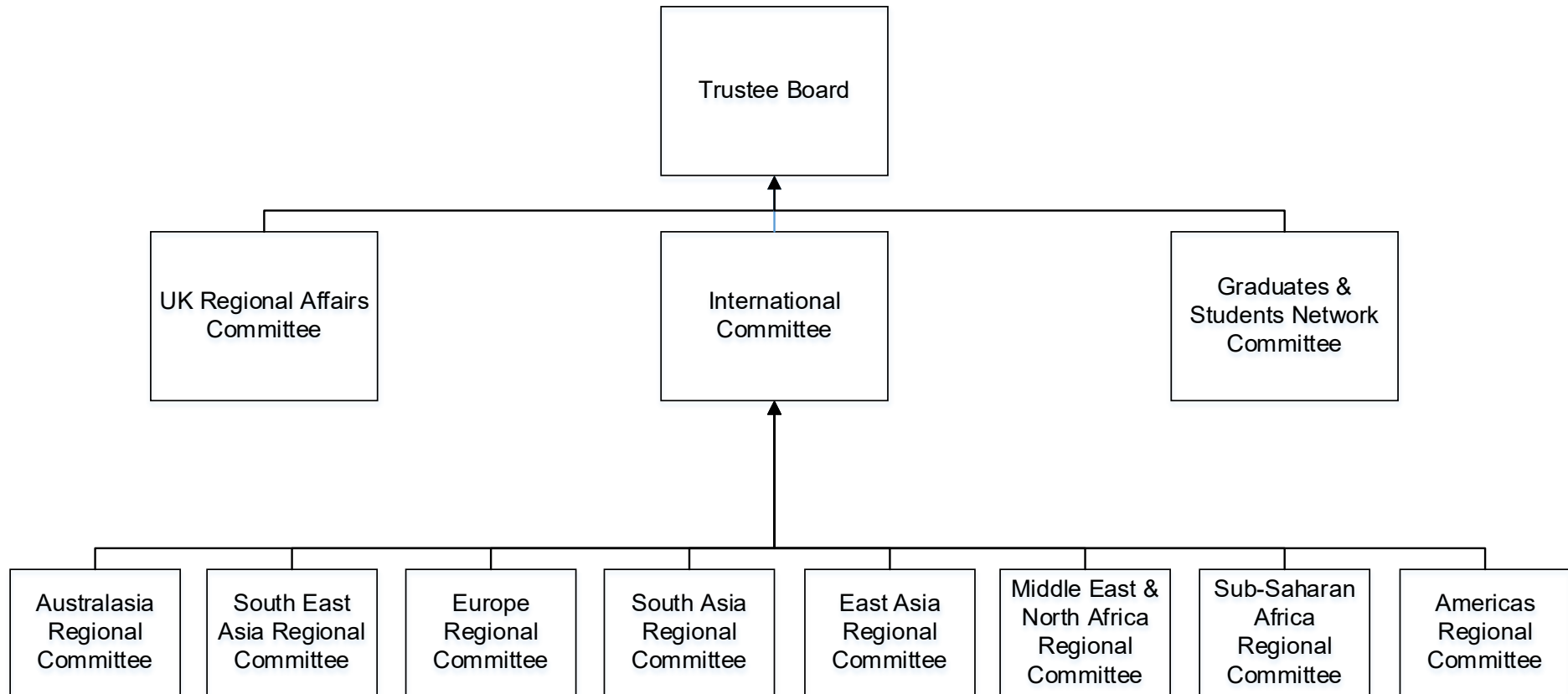
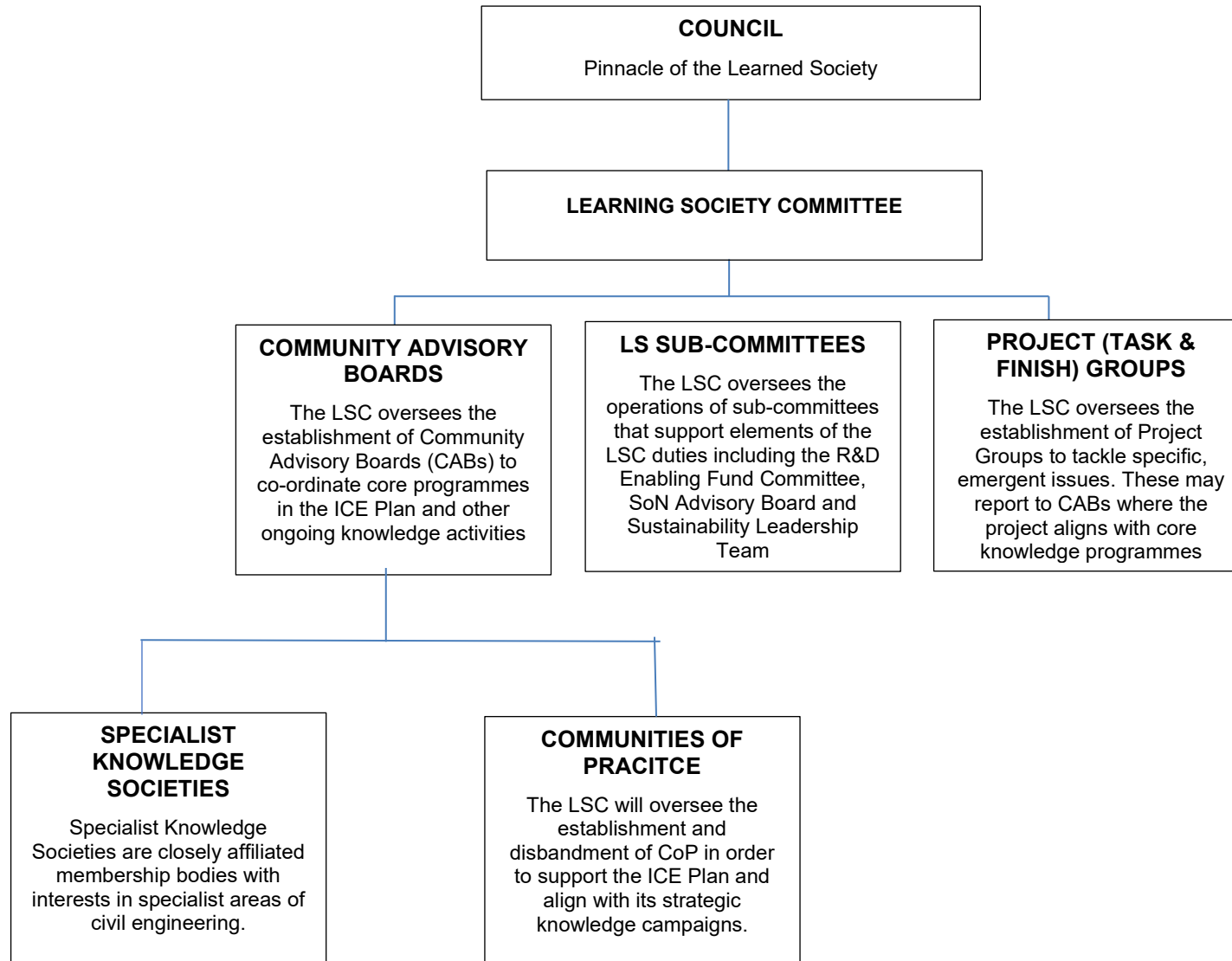
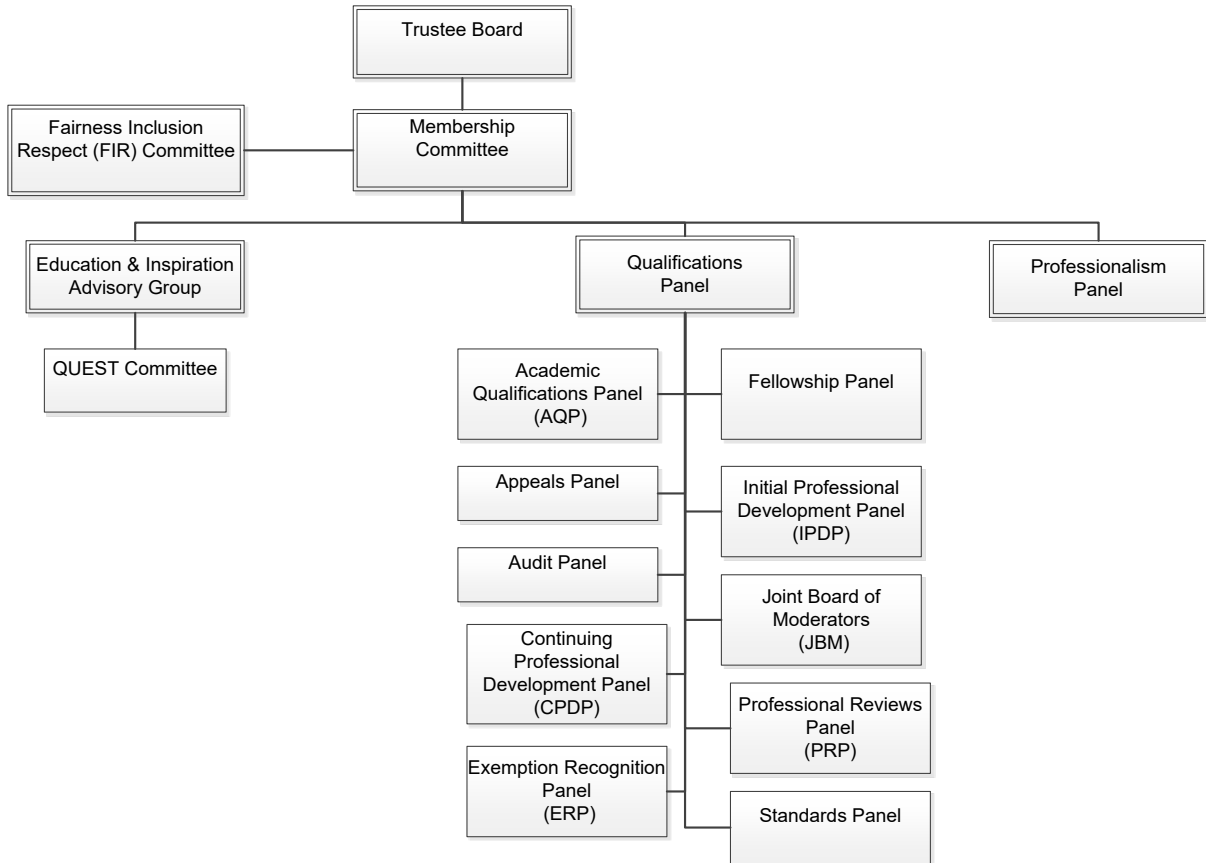


Diagram 4: Learned Society



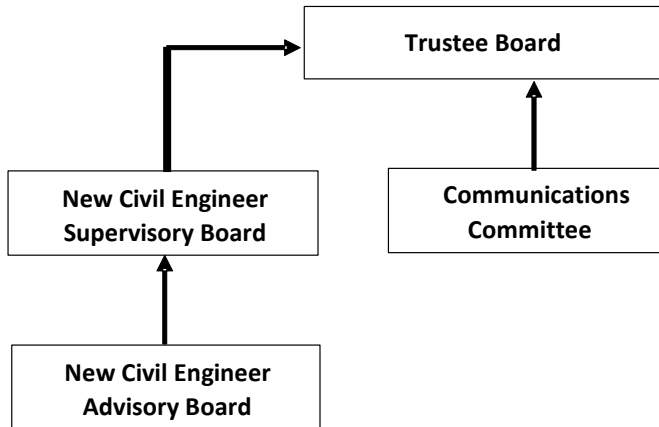
Annex D - Organisation Charts

Diagram 5: Membership



Annex D - Organisation Charts

Diagram 6: Communications



Annex E – Trustee Board and Council Members 2021-2022, Past Presidents & HonFICE

Trustee Board 2021 – 2022

President

Edward James McCANN BEng (Hons) MSc CEng FICE FRSA

Senior Vice President

Keith HOWELLS FEng CEng FICE FCIWEM

Vice-Presidents

To serve until November:

2022 Richard THRELFALL FICE - **Learning Society**

2022 Anusha SHAH BEng MSc CEng FICE – **President Designate – Membership**

2023 Professor Jim HALL FEng BEng CEng FICE – **President Designate – Carbon & Climate**

Trustee Board Members

To serve until November:

2022 Andy ALDER MEng MSc CEng FICE - **Council Member – Finance, Assurance & Risk**

2022 Richard BAYFIELD BSc (Hons) MSc CEnv CEng FICE FCI Arb - **Council Member – Prof. Conduct & Ethics**

2022 Julie Luzia BREGULLA Dipl. Ing PhD CEng FICE - **Council Member – Mbr Eng'ment & Relationship with Council**

2022 Liz WAUGH AMICE MCIPR MCI - **Nominated Member – Communications**

2023 Dr Sabih KHISAF CEng FICE – **Ordinary Member – International**

2024 Jonathan SPRUCE MEng MBA CEng FICE FCIHT **Ordinary Member – Policy & External Affairs**

2024 Paula McMAHON BEng CEng FICE FCMI **Ordinary Member – UK Regions**

Annex E – Trustee Board and Council Members 2021-2022, Past Presidents & HonFICE

Council 2021 - 2022

President *

Edward James McCANN BEng (Hons) MSc CEng FICE FRSA

Senior Vice President *

Keith HOWELLS FEng CEng FICE FCIWEM

Immediate Past President

Rachel Susan SKINNER BSc(Hons) MSc(Eng) FEng CEng FICE CTPP FCIHT

Members of Council

To serve until November:

- 2022 * Andy ALDER MEng MSc CEng FICE
- 2024 Jeffrey ASHURST CEng FICE MCIWEM CWEM MAPM **(ICE North West)**
- 2024 Yvonne AUST CEng MICE **(ICE West Midlands)**
- 2024 Rebecca BARKHAM MEng GMICE MWES **(Graduate Member)**
- 2022 * Richard BAYFIELD BSc (Hons) MSc CEnv CEng FICE FCIArb
- 2024 Edward Philip BINGHAM CEng FICE **(ICE East Midlands)**
- 2022 * Julie Luzia BREGULLA Dipl. Ing PhD CEng FICE
- 2022 Norman Frederick BRENT BSc Eng (Hons) FICE **(ICE South East England)**
- 2024 Philip BROWN BEng CEng FICE **(ICE Northern Ireland)**
- 2022 Kate CAIRNS BEng (Hons) DIC MSc CEng FICE
- 2022 Gillian H CASTKA BEng MSc CEng MICE MHKIE
- 2022 Norman CHAN BA (Hons) MA Fdsc Civil Engineering EngTech MICE
- 2024 David Randell COLES CDir CEng FICE FIOD
- 2023 Matthew James COLTON BEng (Hons) CEng FICE CPPM MAIPM MAICD **(Asia Pacific – non Hong Kong)**
- 2023 Njemile FAUSTIN BSc MSc DIC PhD MICE CEng
- 2022 Eur Ing David Michael HIRST BEng (Hons) MBA CEng FICE FEI **(ICE Yorkshire and Humber)**
- 2023 Ken HO JP FICE FHKIE RPE(Geotechnical) RPE (Civil) ACGI BSc(Eng) DIC MSc CEng Eurlng **(ICE Hong Kong)**
- 2023 Mark Esdaile JAMIESON BEng (Hons) CEng FICE **(Middle East and Africa)**
- 2023 Sarah JONES BEng CEng MICE **(ICE Wales)**
- 2023 Julian LINEHAM PE SECB F.SEI F.ASCE CEng FICE **(Americas)**
- 2022 Jose M. LORES BEng (Hons) MSc CEng MICE **(Europe and Central Asia)**
- 2024 Jim MARTIN MEng CEng FICE FStructE
- 2022 Paul MITCHELMORE BSc CEng MICE **(ICE East of England)**
- 2024 Dr. Priti PARIKH MPhil PhD CEng FICE FRSA
- 2023 David Norman PORTER BEng (Hons) MSc CEng FICE
- 2024 Lucy REW MEng (Hons) CEng FICE
- 2022 Steven Graeme ROBERTSON BSc (Hons) CEng MICE **(ICE Scotland)**
- 2023 Daaoud SHAFI MEng(Hons) GMICE **(Graduate Member)**
- 2024 Ivor M. H. THOMAS BEng LLB CEng FICE
- 2024 Katy TOMS MEng CEng MICE **(ICE South West England)**
- 2023 Sally WALTERS CEng MICE MIET
- 2022 Benjamin Jacob WELLER BEng MSc DIC GMICE **(Graduate Member)**
- 2023 Julie WOOD BSc (Hons) CEng FICE FRICS FCIM HonFAPM
- 2023 Graham YATES BEng (Hons) CEng MICE **(ICE North East)**
- 2022 Yan ZHOU CEng FICE **(ICE London)**

* Member of the Trustee Board

Annex E – Trustee Board and Council Members 2021-2022, Past Presidents & HonFICE

Past Presidents

Sir W Francis CBE LLD FREng FICE (1987-88)

Professor T M Ridley CBE PhD FREng FICE (1995-96)

D F Green FREng FICE (1996-97)

Sir Alan Cockshaw Hon DEng Hon DSc FREng FICE (1997-98)

R N Sainsbury MA FREng Hon IFASCE (1998-99)

Professor G Fleming BSc PhD FREng FRSE FICE FCIWM CEnv (1999-2000)

M Whitby BSc(Eng) FREng FICE FIStructE Hon FRIBA (2001-2002)

Professor A E Long OBE PhD DSc FREng FICE FIStructE FIEI FIAE FICT FACI (2002-2003)

D E Oakervee CBE FREng FICE FHKIE (2003-2004)

Dr C J Clinton BSc HonDSc CEng FICE FInstCES FIHT (2004-2005)

G G T Masterton OBE BA MSc DIC FREng FICE FIStructE FIES MCIWEM (2005-2006)

Q J Leiper CBE FREng CEng CEnv FICE (2006-2007)

D M Orr CBE FREng CEnv FICE FIAE FIHT (2007-2008)

Dr J Venables CBE FREng DSc MSc BSc (Eng) CEng CEnv FICE FCGI MCIWEM MCI Arb (2008-2009)

Professor P W Jowitt CBE FREng BSc (Eng) DIC PhD CEng FICE FIPENZ FRSA FCGI FRSE (2009-2010)

P G Hansford BSc MBA HonLLD FREng FICE FAPM HonFCInstCES FRSA MEWI (2010-2011)

R J Coackley BSc CEng FICE CWEM FCIWEM (2011-2012)

B G Clarke BSc PhD FGS CEng FICE (2012-2013)

G H French CBE BSc CEng FICE (2013-2014)

D J Balmforth BSc PhD CEng FICE FCIWEM (2014-2015)

Sir J Armitth CBE FREng FICE FCGI (2015-2016)

Professor T W Broyd BSc PhD FREng FICE FRSA (2016-2017)

Professor Lord R J Mair CBE FREng FICE FRS (2017-2018)

A Wyllie CBE FREng MBA BSc CEng FICE CCMI (2018-2019)

M P Sheffield CBE BSc CEng FICE (2019-2020)

R S Skinner BSc(Hons) MSc(Eng) FREng CEng FICE CTPP FCIHT (2020-21)

Current ICE Honorary Fellows

HRH The Prince of Wales KG PC KT GCB OM AK QSO ADC HonFICE

HRH The Duke of York KG GCVO CD HonFICE

HRH The Princess Royal GCVO HonFICE

HRH The Duke of Gloucester GCVO HonFICE

HE Mattar Al Tayer BSc HonFICE

Sir Michael Bear BSc MBA HonFREng FICE HonFICE

Professor John Boscawen Burland CBE FREng FICE FRS HonFICE

Dato' Ir Lee Yee Cheong DPMP KMN BEHons (Adelaide) PEng(M) PEng(S) CEng HonFICE HonFIE (Aust)

HonFIE (Mauritius) HonFIEM HonFIEE FIES Sr MIEEEE(US)

The Lord Deighton KBE HonFICE

Dr C E Fay FREng FRSE FICE HonFICE

The Rt Hon The Lord Foster of Thames Bank OM RDI FCSD HonFREng FRIBA FAIA HonFICE

Sir John Harman FRSA HonFICE

Professor Lord Julian Hunt CB PhD FIMA FRS HonFICE

R W Karn BS PE FASCE HonFICE

Carrie Lam Cheng Yuet-ngor GBS JP HonFICE

The Rt Hon The Lord Mackay of Clashfern HonFICE

Sir Francis McWilliams GBE BSc FREng FICE HonFICE

Gordon Stopford Millington OBE CEng FICE FIStructE FIEI FIHT HonFICE

Douglas Edwin Oakervee CBE FREng CEng FICE FASCE FHKIE HonFICE

Raymond Gabriel O'Rourke KBE HonFREng FICE HonFICE

Steven Plate BS HonFICE

The Rt Hon Nick Raynsford HonFICE

The Rt Hon Lord Sainsbury of Turville Hon FREng Hon LLD HonDSc HonFICE

The Rt Hon Clare Short HonFICE

Dr Anna Kajumolo Tibaijuka HonFICE

General Sir Peter Wall GCB CBE FREng ADC Gen HonFICE

Dr Michel Virlogeux HonFICE

Professor Xu Kuangdi HonFICE