

Mr David Orr CBE  
Chair  
Presidential Commission into Governance  
Institution of Civil Engineers  
One Great George Street  
London  
SW1P 3AA

April 2019

Dear David

I am writing to you with some comments on the governance of the Institution which I hope the Commission will take into account in their review. My comments refer to a number of the tasks listed in the Terms of Reference.

*Task a*

The Terms of Reference require that you “consult widely as to what our members expects in relation to the principles of Institution governance and the options for the governance models...” This task perfectly encapsulates what should have been done prior to asking the members to vote last year on governance change. Indeed had this consultation taken place there might not have been any call for the SGM which gave rise to the Commission.

*Task c*

The Charity Commission provided guidance, but not legal obligation, that the number of a charity’s trustees be limited. The Institution argued that the new Trustee Board, would be aligned with this guidance and would be able to act with greater agility than the former [similar sized] Executive Board and Council.

However, members were not provided with any evidence of past shortcomings in governance or examples of future agility which necessitated a change in governance arrangements. In short it was never made clear that there was any problem which needed to be fixed.

*Task e*

As well as seizing opportunities and managing risk, the Institution’s governance arrangements must provide a means to reflect the views and aspirations of members. The new arrangements may improve the former but I fear at the price of weakening the latter. The distinction between governance arrangements [which should be determined by members] and management [which should be the responsibility of the Executive] seems to have been blurred by the creation of the Trustee Board and the new Council.

*Generally*

I hope you will be able to accept the validity of these points and also feel able to recommend the changes to governance which will ensure our Institution retains the support and engagement of all its members

Yours sincerely

Shaun Nesbitt  
Hon Treasurer  
ICE Scotland