

# Presidential Commission into ICE Governance

## Interim Report for Consultation

### Volume 1 – Full Report

#### Response from:

**Paul Jowitt, Adrian Coy, Ian Jenkinson, Richard Bayfield and Bob McGowan**

Thank you for a clearly presented Interim Report.

It fully justifies the requisition of the Special General Meeting, which led to the establishment of your Commission. It should be noted that if ICE had used this process of open consultation and options for adoption in the first place, it would have avoided the time and cost of a Special General Meeting.

This Response comes from Paul Jowitt, Adrian Coy, Ian Jenkinson, Richard Bayfield and Bob McGowan (all Members of the CivilsMatters Steering Group). The website [www.CivilsMatters.org](http://www.CivilsMatters.org) was established to provide an open, interactive access forum for ICE Members to post their views and for anyone to read and respond to them. This was not possible via the ICE or through New Civil Engineer.

This response is structured as follows: **Part 1** contains Headline responses to some of the Key Findings in the Commission's Interim Report. This is followed in **Part 2** by more detailed comments on the other elements of the Report, including all 19 Interim Findings. For ease of reading, Part 2 is in landscape format.

The section references are related to those in the Full Report.

#### **Part 1: Headline responses to the Key Findings**

**A Noble Purpose:** Section 1.1 starts out by noting that the ICE has “a noble purpose”. Indeed it does, and that is precisely why so many Members were dissatisfied by the 2018 Governance changes and the processes that led to them. And why they called for the SGM. They did not just see themselves as ICE customers or subscribers, but as ICE Members, and as such, responsible for how it is Governed, and eligible to stand as a Trustee.

## **Board Size (Section 5.2 et seq)**

Whilst the Commission has concluded that ICE's Governance should transit from the pre-2018 Council to a smaller Trustee Body of about 12 people, no examples have been cited by the Commission or elsewhere, of any failure of ICE Governance arising from the size or competence of the old Council. Ironically, if there has been a failure of Governance by the Old Council, it was allowing itself to become malleable in its meetings behind closed doors which led, with no consultation, to the 2018 Ballot.

To many, it appears that the Charity Commission's guidance has been used as a Trojan horse to shift control of the ICE from Members of the Institution at large to a Board of Trustees selected and potentially compromised by an establishment they may, from time to time, need to challenge.

CivilsMatters Steering Group members Bob McGowan and Quentin Leiper have written separately to the Commission to contest the move to a smaller Trustee Board.

### **Interim Finding 1 A top-level governance structure comprising a compact Trustee Board with a larger, mainly advisory, Council. (Section 6)**

The Trustee Board should be responsible for the corporate legal, financial and strategic management of the Institution. The majority of the Trustee Board must be elected by the Members

The Council should be responsible for overseeing the integrity, regulation and development of the civil engineering profession.

The respective responsibilities are thus separated and clear.

There is a serious risk that a mainly advisory Council will in the longer term fail to attract the right quality of Council Member. A key role of Council should be to constructively challenge and scrutinise the work of the Trustee Board, and to collaboratively deliver ICE strategy. Its role needs to be better defined. The Trustee Board should be constitutionally required to seek and respect the advice of Council.

To reiterate, the Trustee Board should be an enabler of Members' aspirations, as expressed through Council and other Member bodies (eg expert panels) of the Institution.

The Annual Strategy Meeting (ASM) – which is not much discussed in the Report - should continue to bring together Council Members and Trustees to agree

strategy and direction. This is important as all parties involved in collaborative governance should have shared ownership of what the ICE is striving to achieve

### **Interim Findings 2, 3 & 4:           Composition of the Trustee Board**

The majority should be elected. With the President and 3 succeeding VPs, there should be 8 additional members. The quorum should be at least 7, with at least four coming from the elected members. There should be no NomCo nominated members.

### **Appointing/Electing the Trustee Board (Section 7.2 et seq)**

#### **Interim Finding 5 (section 7.8.3)**

The Key Issue is for the majority Trustee Board to be determined by an Open Election by and from the Membership at large.

This is achieved by Option A: An election by ICE voting members from an open candidate list – ie any ICE member can stand for election.

#### **Keep Option A in the mix. Open and democratic**

Open elections have served ICE well. Option A is therefore the preferred option

**Option B** in which NomCo sets requirements and vets applications is unattractive, lacks transparency and gives too much opportunity for favouritism. It is also open to challenge. NomCo does not need to be involved.

**Option C** in which Council Members are eligible for election as Trustees by the Council takes the ICE back to the situation re-1948. It was overturned in favour of an Open Election (ie Option A!)

**Option D** includes elements of Option B and should be rejected.

#### **Consider an Option E (combining Options A and C)**

### **Interim Findings 6, 7 and 8 – NomCo**

NomCo's role needs to be restricted to recommending candidates for approval by Council for the Presidency and Vice Presidency plus other roles such as the Chair of the Disciplinary Panel etc.

Apart from ex officio positions, there should be no overlap between the Trustee Board and NomCo Membership, and neither should they be involved in the determining each other's composition.

## **There is an Omission regarding the Presidency**

The Commission appears to have overlooked an important aspect in the Selection and Recommendations for the Presidency, namely who has the decisive voice on who the next President is.

Prior to the 2018 Governance changes, the Presidential Selection Panel/NomCo presented its recommendations to Council, and although Council rarely queried it, there was a point of principle. Namely that the Selection Panel knew who they were preparing their recommendation for – the Members of Council.

Since last year's changes, the Presidential Selection Panel/NomCo have been reporting to the TB. Rather too cosy.

The President needs to be formally approved by the representative body of the Members – ie Council.

**Proposal:** NomCo's recommendation for the Presidency should go first to Council for Approval, and then to the Trustee Board for information.

And this is in line with our view on Interim Finding 9 below.

### **Interim Finding 9 (Section 9): Does the President chair the Trustee Board and Council (Option A), the Trustee Board (Option B) or Council (Option C)?**

This is a critical Issue, and the answer must be Option C...

For their year in office, the President's primary interface should be with ICE Members. The President leads the profession: he/she should be someone with outstanding professional experience and record, a respected figurehead to lead and represent the Institution to the external world, with good communication skills. They are the primary interface with Members, not least through Council.

For this reason, the President should Chair Council.

And given that Council can – and should on occasions - challenge the Trustee Board, it needs a separate, impartial Chair. Council is supposed to have some purview/oversight over the Trustee Board.

This is very difficult if the President Chairs both.

The mitigation options are messy. Who would decide if they would be invoked?

Option A could lead to potential conflicts which are unnecessary. The Chairing of the Trustee Board does not require the skills of the President. Presidents should be chosen by their ability to lead the profession, not to chair the Board of

Trustees. Option B distances the President from the Membership. Council will be looking to the President for leadership, not a stand-in.

The stated role of Council is strategic thinking/leadership, not Governance.

It has to be Option C.

### **Interim Finding 10:           the President's Terms of Reference**

This should not result in a reduced time commitment....

There must be a proper balance between the DG and the President. This is not possible if the President is not fully-committed or only occasionally actively on the scene.

This has only appeared to be a problem in recent years, and only with some Presidents. The role of President is not sideshow.

NomCo, the Trustee Board and Council should review the criteria for Presidential Candidates to ensure that ICE achieves a diverse succession of Presidents with sufficient gravitas to lead the civil engineering profession. Candidates should be sought from the breadth of ICEs professional disciplines. Preference should be given to candidates who have already demonstrated commitment to, and knowledge of, ICE.

The commitment needed to lead major initiatives in the years of succession should be made clear to candidates, together with the time needed for the Presidential Year i.e. to travel to meet ICE members worldwide; to lead public voice initiatives; to be available to members and to chair Council. Candidates unable to commit the required time, energy and commitment to the role should not be considered.

## Part 2: Comments and responses to all the Interim Findings

Para	Interim Report Text	Comments/ Observations
1.1	The ICE has “a noble purpose”	Yes! We are all agreed on that
2.1.6	The Commission states that the Institution... exists <u>not for the benefit of its members</u> but for the public good	<p>This is not strictly true.</p> <p>The Institution is registered under the 2011 Charities Act because of its <u>charitable purpose</u> of providing public benefit by the advancement of education.</p> <p>The ICE’s Members benefit - and the public benefit by being served by properly qualified engineers.</p> <p>As noted by Bob McGowan in his separate letter to the Commission, the ICE’s status as a charity has only ever been queried in relation to taxation law, not its charitable activities</p> <p>(see Garth Watson’s 1988 book, ' The Civils')</p> <p>Establishing the ICE as a charitable status organisation has certain tax advantages, and which the ICE continues to take advantage of for the benefit of its members, and <i>inter alia</i> the general public</p>
Section 2.2	Current Governance Arrangements	<p>There appears to be no reference in the Commission’s Interim Report to the continued role of the Annual Strategy Meeting (ASM) introduced by the Hewlett Review (2011). The ASM should continue to bring together Council Members and Trustees to agree strategy and direction.</p> <p>This is important as all parties involved in collaborative governance should have shared ownership of what the ICE is striving to achieve. By taking ownership of an agreed strategy, Council will be better placed to advise, and from time to time challenge, the</p>

		Trustee Board on its implementation. Trustees should welcome both collaboration and challenge.
2.2.6	The principal roles of the Trustee Board... <i>set its vision and strategy</i>	Again, this ignores the ASM and one of the roles of Council, referred to in part in 2.2.8.  Whilst the Trustee Board might formally approve the Vision and Strategy, the collaborative contribution of Council, with its wider representation, must be recognised.  It could be argued that the Trustee Board should be an enabler of Members' aspirations, as expressed through Council and other fora.
2.2.8	The principal roles of the Council... tender advice to the Trustee Board concerning the conduct of ICE's affairs generally, <i>including its direction and strategy</i>	By taking ownership of an agreed strategy, Council is better placed to advise, and from time to time challenge, the Trustee Board on its implementation.
2.3.3	Some Members expressed concern at a lack of information....	The real issue was not a lack of information, but a lack of engagement, involvement and consultation!
3.2.1g	... consider means to identify and nominate the best candidates for the ICE President and Vice-President;	Vice-Presidents <i>plural?</i>
5.1.5	Perception of "Remoteness?" and a (lack of) balance of the Trustee Board	"Remoteness?"  The <u>current</u> composition of the Trustee Board is formally of 12 members: the President, 7 VPs, an appointee of NomCo and just 3 from Council.  Remoteness in such circumstances is not a perception. It is the reality.  Yes, there is a (lack of) balance of the Trustee Board, with 9 appointed, 3 from Council, and none directly from and by the Membership at large.

5.1.6	"It's not remote" says a Trustee	To paraphrase Mandy Rice Davies, "they would say that wouldn't they?"
5.2 5.3	<b>Advice on Board Size and Skills</b> <b>Analysis and Consideration</b>	<p>Whilst it is noted that the Commission has concluded that ICE's Governance should transit from the pre-2018 Council to a smaller Trustee Body of about 12 people, no examples have been cited by the Commission or elsewhere, of any failure of ICE Governance arising from the size or competence of the old Council.</p> <p>Bob McGowan and Quentin Leiper have written separately to the Commission on this matter.</p> <p>To many, it appears that the Charity Commission's guidance has been used as a Trojan horse to shift control of the ICE from Members of the Institution at large to a Board of Trustees selected and potentially compromised by an establishment they may, from time to time, need to challenge.</p> <p>Ironically, if there has been a failure of Governance by the Old Council, it was allowing itself to become malleable in its meetings behind closed doors which led, with no consultation, to the 2018 Ballot.</p>
5.3.2	... weight of opinion was in favour of a compact Trustee Board and a larger, mainly advisory Council (subject to the important proviso of reconsidering the balance on the Trustee Board and the method of appointing trustees	<p>Appointment of Trustees??</p> <p>They need to be <u>elected</u>, not appointed.</p>
5.3.5	... the concept that the Trustee Board of a Membership organisation should represent various constituencies...	<p>Trustees might usefully come from a range of particular constituencies, but they must act in the interests of the organisation as a whole and not any particular constituency.</p> <p>The same applies to non-Execs in corporate governance.</p>

		Of course, the definition of a particular group is not confined to UK or International Regions, but could include other less obvious ones.
5.6.4	<p><b>Interim Finding 1</b></p> <p>The Commission recommends that ICE’s top-level governance structures should comprise a compact Trustee Board with a larger, <i>mainly advisory, Council</i>. This is subject to considering the balance of the Trustee Board, the method of appointing its members and other matters discussed later in this Interim Report.</p>	<p><b>Interim Finding 1</b></p> <p>Whilst the Commission has recommended a compact Trustee Board, the Commission’s reasons for the ICE doing so have not been fully substantiated.</p> <p>But if this is to be the model adopted then it is vital that:</p> <ul style="list-style-type: none"> <li>• The Trustee Board should be responsible for the corporate legal, financial and strategic management of the Institution. The majority of the Trustee Board must be elected by the Members</li> <li>• The Council should be responsible for overseeing the integrity, regulation and development of the civil engineering profession.</li> </ul> <p>The respective responsibilities are thus separated and clear.</p> <p>There is a serious risk that a <i>mainly advisory Council</i> will in the longer term fail to attract the right quality of Council Member. A key role of Council should be to constructively challenge and scrutinise the work of the Trustee Board, to collaboratively deliver ICE strategy. Its role needs to be better defined. The Trustee Board should be constitutionally required to seek and respect the advice of Council.</p> <p>To reiterate, the Trustee Board should be an enabler of Members’ aspirations, as expressed through Council and other Member-driven fora of the Institution.</p> <p>And as noted earlier, the Annual Strategy Meeting (ASM) should continue to bring together Council Members and Trustees to agree strategy and direction. This is important as all parties involved in collaborative governance should have shared ownership of what the ICE is striving to achieve</p>

6.1.4	Proposed Configuration of the Trustee Board (1 or 2 members nominated by the NomCo)	<p>Nomination of Trustees by the NomCo is a major concern and unacceptable. Apart from the ex-officio positions of the Trustee Board (P and 3 VPs), the rest must be elected by the membership.</p> <p>The ICE is characterised by the breadth and depth of its membership. Our qualification standards require a high level of competence in contracts, financial management, risk management and management and leadership.</p> <p>The Trustee Board will also be advised by the DG and senior managers with expertise in finance and governance.</p> <p>Further expertise can also be sought on specific agenda items.</p> <p>The Trustee Board should therefore have all the skills it needs – or access to them - for effective governance without members nominated by a third party.</p> <p>There is no need for NomCo in this area.</p>
6.1.7	<p><b>Interim Finding 2</b></p> <p>The Commission recommends the key principle that a majority of Trustee Board members should be elected by the ICE voting membership (subject to further consideration as to the method of election in section 7) giving the proposed Trustee Board configuration shown above, with a quorum of at least seven.</p>	<p><b>Interim Finding 2:</b> The majority of Trustee Board members should indeed be elected by ICE voting members. This was the case prior to 2018 and should be reinstated.</p> <p>The quorum should be at least seven, of which the majority must be elected members.</p> <p>Otherwise the President and 3 Succeeding VPs could hold the majority in a quorate meeting.</p>
6.1.2	Rebalancing the Trustee Board – One way doing so is to adopt the key principle that a majority should be elected	One way? The best way!

6.2.1	<p><b>Interim Finding 3</b></p> <p>The Commission recommends the key principle that all trustees should have equal levels of responsibility with each trustee normally leading on a portfolio.</p>	<p><b>Interim Finding 3</b></p> <p>Yes, all trustees should have equal levels of responsibility.</p> <p>But there is an element of unnecessary contrivance about the creation of 12 “portfolios”. The Trustee Board must have the flexibility – some might say the agility - to move the areas of responsibility around its number.</p>
6.3.1 – 6.3.3	<p>Currently, there is provision for one member of the Trustee Board to be co-opted - that is, nominated by the NomCo and approved by the Council</p>	<p>This was introduced by a flawed process in 2018. The fact that this is current provides no justification for its continuation</p> <p>It has already been stated that there is no need for the 12<sup>th</sup> Member to be appointed by NomCo, and that the 8 Trustees additional to the P and 3 VPs should all be elected directly.</p> <p>If further expertise is required it should be found by seeking expert advice as and when required.</p> <p>NomCo is not required to nominate additional Trustees under any circumstances....</p>
6.3.4	<p><b>Interim Finding 4</b></p> <p>The Commission recommends the key principle that:</p> <ul style="list-style-type: none"> <li>▪ one member of the Trustee Board should be nominated by the NomCo and approved by the Council;</li> <li>▪ if necessary, a second such member may be nominated by the NomCo and approved by the Council to fill a particular</li> </ul>	<p><b>Interim Finding 4:</b></p> <p>The Trustee Body should be made up of directly elected Trustees and the Presidential Team.</p> <p>1<sup>st</sup> bullet    Definitely not</p> <p>2<sup>nd</sup> bullet    Definitely not.</p> <p>3<sup>rd</sup> bullet    In exceptional circumstances only, the Trustee Board could invite a temporary advisor, not a Trustee, and certainly not a nomination from NomCo</p>

	<p>gap for a limited period, increasing the Trustee Board number for that period; and</p> <ul style="list-style-type: none"> <li>▪ exceptionally, there should be provision to nominate a trustee who is not an ICE member.</li> </ul>	
6.4	Other Requests for Representation on the Trustee Board	The larger Council is more representative of ICE membership – by grade, by geography, by specialist knowledge and by background. The Commission should seek to strengthen the role, power and responsibility of Council as a partner to the Trustee Board, rather than seeking to allocate Trustee positions or create Trustee constituencies.
7.2 <b>Appointing/ Electing the Trustee Board Key Issue</b>	<p><b>Options for Election/Selection of the Trustee Board</b></p> <p>Option A: Election by ICE voting members from an open candidate list – ie any ICE member can stand for election.</p> <p>Option B: Election by ICE voting members from a focused candidate list – ie any ICE member who meets the requirements for the vacant trustee position can stand.</p>	<p><b>Option A     Yes!</b></p> <p><b>Option B     Unnecessary and contrived.</b> Also begs the question of who appoints NomCo? Elections from approved lists might be the norm in plc Board elections and in political elections in Cuba, but not in the ICE.</p> <p>If candidates are sought from UK/Int Regions, this could be specified in the Composition of the TB, eg 4 International, 4 from the UK.</p> <p>None of the portfolios are so specialised that they could not be filled by at least one of the Trustees. The Trustees are not there as Executive Directors, but as non-Execs with oversight of one or more areas of ICE activity. And the responsibilities might shift around from time to time – the term “agility” was used to justify the 2018 Governance changes.</p> <p>Option B backs the Trustee Board into a blind – and dark – alley: For example, in providing “a profile for <u>each</u> vacancy”, does that mean Members with a range of skills would have to stand/be approved for each one separately?</p>

		<p>And in what way is NomCo competent to assess the candidates? How would it respond to a challenge from a candidate who had been rejected? NomCo should <u>not</u> be involved in candidate vetting.</p> <p>All ICE Members should have the right to stand and be judged by the Membership at large.</p> <p><b>Option C</b> Not so much the 1984 solution but the 1948 solution. The recent Chrimes &amp; Ferguson book on the ICE records that until 1948, Council selected future candidates for the Trustees (ie Council at that time). Then the principle of <u>any member</u> standing for Council with support from 10 other members was inserted in the by-laws following growing discontent and a series of SGMs! Options B, C &amp; D all reverse that principle.</p> <p>The Trustees (and Council) should be elected by the Membership at large.</p> <p><b>Option D</b> Similar objections apply as for Option C above. And Option D involves elements of the odious Option B.</p> <p>However, there may be some merit in an <b>Option E</b> which combined Options A and C, with 4 coming from Council, to lead on such as Learned/Learning Society; Membership, UK Regions; and International; and with the other 4 coming from an open candidacy and election process as in Option A.</p>
7.3	<b>Option A</b>	<p><b>Option A</b></p> <p>Option A is democratic.</p> <p>The skills mix argument is not compelling.</p> <p>The turnout argument is risible. The ICE needs to address turnout directly. “We’re not having open elections because not many vote”. Really?</p>

		<p>And vote rigging? If it applies to Option A for the Trustee Board, then it might follow that it might apply to Council too. But is there any evidence for that? None has been cited and that is most likely because there is none.</p> <p>Members are more concerned about “elections” behind closed doors.</p> <p>We are not convinced that ICE’s Governance is at risk of an infiltrative takeover by Twitter!</p> <p>There is more concern in the Membership at large of the risk that NomCo is susceptible to Infiltration by big hitters with little knowledge/experience of the ICE as it affects the Membership.</p>
7.4	<b>Option B</b>	<b>Option B?</b> As already stated, the role of a shadowy NomCo acting as the gate master to the candidates list is unacceptable.
7.5	<b>Option C</b>	<b>Option C?</b> As noted above, this is back to 1948. So much for modernisation...
7.6	<b>Option D</b>	<b>Option D?</b> As stated above, this is totally unacceptable because it involves Option B with its list of vetted candidates approved by NomCo. . It might be a possibility if reconfigured as <b>Option E</b> with 4 from Option A and 4 from Option C. With no role for NomCo!
7.8.3	<b>Interim Finding 5</b>	<b>Interim Finding 5:</b> <b><u>Keep Option A in the mix. Open and democratic</u></b> Open elections have served ICE well. Option A is therefore the preferred option

	<p>The Commission seeks further views on three of the four options for electing seven members to the Trustee Board:</p> <ul style="list-style-type: none"> <li>▪ Option B: Election by ICE voting members from a focused candidate list – ie any ICE member who meets the requirements for the vacant trustee position can stand.</li> <li>▪ Option C: Election of Council members by the Council - noting that Council members have already been elected by ICE voting members</li> <li>▪ Option D: A combination of Option B and Option C in two separate elections. This would provide, say, three and four trustees respectively.</li> </ul>	<p>The ICE needs to address the issue of election turnout. It was 9% in 2018. As recently as 2008 it was 12%</p> <p><b>Option B</b> in which NomCo sets requirements and vets applications is unattractive, lacks transparency and gives too much opportunity for favouritism</p> <p><b>Option C</b> in which Council Members are eligible for election as Trustees by the Council takes the ICE back in many ways to the situation re-1948. It was overturned in favour of an Open Election (ie Option A!)</p> <p><b>Option D</b> includes elements of Option B and should be rejected.</p> <p><b>Consider suggested Option E (combining Options A and C)</b></p>
<p>Various 7.1.3 Footnote 13 7.3.2 7.3.3 7.8</p>	<p>Member participation/engagement – Low turnout in Ballots and Election</p>	<p>The ICE needs to address the low and falling turnout in its Ballots and Elections; it has fallen from ~12% in 2008 (which is not particularly high anyway) to about 9% in 2019, Member engagement is low.</p> <p>Engagement depends on ensuring that Members views matter; that Members are free to stand for election to the Trustee Board and Council; and that both bodies have real responsibilities that shape the destiny of the profession.</p>
<p>8.1.1</p>	<p>Currently, a Nomination Committee (NomCo) is established by, and reports to, the Trustee Board.</p>	<p>NomCo exists principally to make recommendations for President/VPs. Its predecessor body, the Presidential Selection Panel comprised the President, 3 succeeding VPs and the 5 Members of Council who had been elected by Council to serve on the Executive Board. Note that the Council Members were in the majority.</p>

		<p>In its current form, the majority of NomCo is appointed by the Trustee Board, and currently, the Trustee Board is largely (7 out of 10) appointed by NomCo!</p> <p>Only 3 come directly from Council and elected by them. This is insidious.</p> <p>The Governance Review appears to have come to the same conclusion, as reflected in 8.3-8.7. It also seeks to acknowledge the need to reflect the views of G&amp;S.</p> <p>And in the current Governance arrangements, NomCo has other roles, related to ICE Governance and not solely the selection of the President/VPs. Eg Professional Conduct, External Representation etc. The latter are acceptable. Its role in nominating and proposing Trustees is not.</p>
<p>8.1.1</p> <p>8.1.2</p> <p>8.1.3</p> <p>8.1.4</p> <p>8.1.5</p>	<p><b>NomCo and the Selection and Recommendations for the Presidency</b></p>	<p><b>An Omission – The Presidency</b></p> <p>The Commission appears to have overlooked an important aspect in the Selection and Recommendations for the Presidency, namely who has the decisive voice on who the next President is.</p> <p>Prior to the 2018 Governance changes, the Presidential Selection Panel/NomCo presented its recommendations to <u>Council</u>, and although Council rarely queried it, there was a point of principle. Namely that the Selection Panel knew who they were preparing their recommendation for – the Members of Council.</p> <p>Since last year’s changes, the Presidential Selection Panel/NomCo have been reporting to the TB. Rather too cosy.</p> <p>The President needs to be formally approved by the representative body of the Members – ie Council.</p>

		<p>Concern has been expressed by many Members that NomCo has been looking for “big hitters”. So-called “big hitters” might impress some of the members of the Trustee Board, but it’s more important to impress the Members, starting with Council.</p> <p><u>See also the comments on 10.1.5</u></p> <p><b>Proposal:</b></p> <p><u>NomCo’s recommendation for the Presidency should go first to Council for Approval, and then to the Trustee Board for information.</u></p> <p>And this is in line with our view on Interim Finding 9 below.</p>
8.2.9	<p><b>Interim Finding 6</b></p> <p>The Commission recommends that NomCo comprises between eight and twelve members of the Institution, including:</p> <ul style="list-style-type: none"> <li>▪ a Past-President of the Institution (Chair);</li> <li>▪ the President;</li> <li>▪ the Senior Vice President;</li> <li>▪ a Graduate or Student member nominated by GSNet;</li> <li>▪ at least four and no more than eight other members, a majority of whom must be members of the Council elected by the Council (irrespective of whether they are</li> </ul>	<p><b>Interim Finding 6</b></p> <p>The first four bullets, and the first half of the 5<sup>th</sup> bullet point seem straightforward but “<i>others appointed by the Trustee Board on the advice of the Chair of the NomCo.</i>” Is not. This would be incestuous and questionable.</p> <p>The 5<sup>th</sup> bullet should simply read:</p> <ul style="list-style-type: none"> <li>▪ at least four and no more than eight other members of the Council, elected by the Council</li> </ul>

	members of the Trustee Board) with the others appointed by the Trustee Board on the advice of the Chair of the NomCo.	
8.3.6	<p><b>Interim Finding 7</b></p> <p>The Commission recommends that NomCo:</p> <ul style="list-style-type: none"> <li>▪ identifies a role specification for any position it is considering, setting out the specific characteristics needed;</li> <li>▪ gathers detailed information as to how the candidates under consideration meet the role specification and makes nominations on that basis;</li> <li>▪ demonstrates to the Trustee Board and Council how the nominee meets the required characteristics of the role; and</li> <li>▪ publishes a summary of the process in a NomCo Annual Report, while respecting the confidentiality of the nominations process.</li> </ul>	<p><b>Interim Finding 7</b></p> <p>Unacceptable. So far as the Trustee Board is concerned, NomCo’s role should be confined to the President and those VPs in the line of succession.</p> <p>Candidate vetting is unacceptable</p> <p>With regards to training, coaching and mentoring of Trustee (and Council Members and Committee Chairs), the ICE should offer to provide training, coaching and mentoring programmes to build governance capacity. This is routinely done in local government and in business.</p> <p>NomCo could have a similar responsibility to organise training, coaching and mentoring for <u>all</u> members of Council, the Trustees and Committee Chairs.</p>
8.4.4	<p><b>Interim Finding 8</b></p> <p>The Commission recommends that NomCo makes the nomination to fill any vacancy in the Chair of the Disciplinary Board and Chair of the Professional Conduct Panel, for approval by the</p>	<p><b>Interim Finding 8</b></p> <p>Agreed/</p> <p>NomCo should nominate Disciplinary &amp; Professional Conduct Panel chairs.</p>

	<p>Trustee Board and in accordance with the Disciplinary Regulations.</p> <p>Each Chair should then nominate the members of their respective body, ensuring compliance with the requirements set out in the Disciplinary Regulations, under procedures codified in the Terms of Reference for the Disciplinary Board and Professional Conduct Panel.</p>	
9.5.2	<p><b>Interim Finding 9</b></p> <p>The Commission seeks further views on the following options for chairing the Trustee Board and Council:</p> <ul style="list-style-type: none"> <li>▪ Option A: President chairs both the Trustee Board and the Council (with measures to mitigate any conflict of interest)</li> <li>▪ Option B: President chairs the Trustee Board but not the Council</li> <li>▪ Option C: President chairs the Council but not the Trustee Board</li> </ul>	<p><b>Interim Finding 9</b></p> <p><b><u>This is a critical Issue</u></b></p> <p><b>Option C is preferred.</b></p> <p>For their year in office, the President’s primary interface should be with ICE Members. The President leads the profession: he/she should be someone with outstanding professional experience and record, a respected figurehead to lead and represent the Institution to the external world, with good communication skills. They are the primary interface with Members, not least through Council.</p> <p>For this reason, the President should Chair Council. And given that Council can – and should on occasions - challenge the Trustee Board, it needs a separate, impartial Chair</p> <p>Council is supposed to have some purview/oversight over the Trustee Board. This is very difficult if the President Chairs both!</p> <p>The mitigation options are messy. Who would decide if they would be invoked?</p>

		<p>9.4 <b>Option A:</b> President chairs both the Trustee Board and the Council (with measures to mitigate any conflict of interest)?</p> <p>For the reasons stated above, this is likely to lead to potential conflicts which are unnecessary. The Chairing of the Trustee Board does not require the skills of the President. And more to the point, the choice of President should be influenced by their ability to lead the profession, not to chair the Board of Trustees.</p> <p>9.5 <b>Option B:</b> President chairs the Trustee Board, not Council.</p> <p>This distances the President from the Membership and in any event the role of the Trustee Board does not demand that the President Chairs it. The Trustee Board is about Governance. Council will be looking to the President for leadership, not a stand-in.</p> <p>9.6 <b>Option C: President chairs Council, but not the Trustee Board</b></p> <p>For reasons already explained, it must be Option C.</p> <p>The stated role of Council is <u>strategic thinking/leadership, not Governance.</u> <u>It has to be Option C.</u></p>
10.1.4	<p>The time commitment of ‘usually 3 to 4 days per month is set out in para 2 of the President’s Terms of Reference.</p> <p>This appears to be inappropriately low; it would be impracticable for the President to fulfil the duties set out in para 4 of the Terms of Reference</p>	<p>Agreed. The respective roles of the President and DG are well-established, but also need to be in balance.</p> <p>A 3 to 4 days a month President does not remotely achieve this.</p> <p><u>At least 3 days per week is more like it.</u></p>

<p>10.1.5</p>	<p><b>Interim Finding 10</b></p> <p>The Commission recommends that the President's Terms of Reference are revised to specify a more realistic time commitment and to include the important role of engaging with the ICE membership in the UK Regions and International Areas.</p>	<p><b>Interim Finding 10</b></p> <p>Agreed. Terms of Reference are required for the Trustees, particularly with the allocation of portfolios of responsibility.</p> <p>Revise President's Terms of Reference to specify a <i>more realistic</i> time commitment....</p> <p>This should not result in a <u>reduced time commitment</u>....</p> <p>This has only appeared to be a problem in recent years, and only with some Presidents. The role of President is not sideshow, or a wee bawbee.</p> <p>It's vital that we select the right people</p> <p>NomCo, the Trustee Board and Council should should review the criteria for Presidential Candidates to ensure that ICE achieves a diverse succession of Presidents with sufficient gravitas to lead the civil engineering profession. Candidates should be sought from the breadth of ICEs professional disciplines. Preference should be given to candidates who have already demonstrated commitment to, and knowledge of, ICE. The commitment needed to lead major initiatives in the years of succession should be made clear to candidates, together with the time needed for the Presidential Year – ie to travel to meet ICE members worldwide; to lead public voice initiatives; to be available to members and to chair Council. Candidates unable to commit the required time, energy and commitment to the role should not be considered.</p> <p>The ToR are not there to facilitate ticking off an item on a well-connected wannabe's bucket list.</p> <p>There must be a proper balance between the DG and the President. This is not possible if the President is not fully-committed or only occasionally actively on the scene.</p>
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10.3.2	The distinction between the three succeeding Vice Presidents and the four non-succeeding Vice Presidents has always been somewhat awkward.	Agreed. As a number of former non-succeeding Vice Presidents have observed, the title of VP is flattering, but it is awkward to continually have to explain non-succession.
10.3.7	<p><b>Interim Finding 11</b></p> <p>The Commission seeks further views on the following options to uphold the key principle that all trustees should have equal levels of responsibility, and to avoid Non-Succeeding Vice-Presidents being seen as superior to other 'ordinary' trustees:</p> <ul style="list-style-type: none"> <li>▪ Vice Presidents will be those trustees who are expected to succeed to the position of President, with other members of the Trustee Board holding the title 'Trustee', and all members normally allocated a particular portfolio; or</li> <li>▪ All members of the Trustee Board except for the President should have the title of Vice-President with all members normally allocated a particular portfolio.</li> </ul>	<p><b>Interim Finding 11</b></p> <p>There is nothing 'ordinary' about being a Trustee. The commitment and responsibility of being a Trustee (with or without a portfolio) should not be underestimated. Vice Presidents should be those trustees who are expected to succeed to the position of President.</p>
11.5.6	<p><b>Interim Finding 12</b></p> <p>The Commission recommends the following methods of strengthening the role of Council (without interfering with the Trustee Board's responsibilities,</p>	<p><b>Interim Finding 12</b></p> <p>Specific reference should be made to the ASM as a forum for Council and Trustee Board to jointly explore, debate and agree ICE Vision, Strategy and Direction.</p>

	<p>including the Board’s ownership of the ICE Plan and Budget):</p> <ul style="list-style-type: none"> <li>▪ the Council should be recognised as the pinnacle of the Institution’s Learning Society, with the Learning Society Committee and its Panels reporting through the Council, and the Vice-President Learning Society becoming a member of the Council as well as the Trustee Board;</li> <li>▪ there should be a trustee who is Vice President / Trustee for the Council, who will also act as Vice-Chair of the Council;</li> <li>▪ the Terms of Reference of both the Trustee Board and the Council should include a requirement for the Trustee Board to consult Council on defined matters of particular significance; and</li> <li>▪ the Trustee Board must provide a reasoned explanation to the Council on each occasion when it declines to accept the Council’s advice on any significant point.</li> </ul>	<p>The primacy of the Trustee Board as the decision-making body in a legal sense is accepted, but the partnership of the Trustee Board and a larger, more representative, Council should be better articulated and acknowledged as necessary for good governance.</p> <p>The Trustee Board should encourage challenge by Council as it strives to deliver a jointly owned Vision and Strategy. Constructive challenge is essential to collaborative governance and will deliver increased transparency to ICE members.</p> <p>Council must have more of a lead role in Member-facing issues (eg qualification). The Trustee Board should be more concerned with legal issues and compliance. And incidentally, this would strengthen the case for the President chairing Council, not the Trustee Board. Bullet Point 2 would not be required in this case.</p>
11.6.5	<p><b>Interim Finding 13</b></p> <p>The Commission recommends that one of the trustees should lead Ethics and Professional Conduct as a dedicated and exclusive portfolio.</p>	<p><b>Interim Finding 13</b></p> <p>Agreed, a trustee should hold an ethics &amp; conduct portfolio.</p> <p>There should be provision to dismiss a trustee. This provision would be better worded by saying that the Trustee Board has the power to <u>recommend</u> the dismissal of a</p>

	The Commission recommends the Trustee Board should have the power to remove a trustee for justifiable reasons and following due process.	Trustee, and the ICE's Ethics and Professional Conduct Panel should oversee the process.
12.2.3	<b>Interim Finding 14</b> The Commission recommends that the Trustee Board and Council consider improving transparency as suggested in this section.	<b>Interim Finding 14</b> Agreed, provided that the role of Council is strengthened within a more transparently collaborative approach to Governance (as outlined earlier
12.3.4	<b>Interim Finding 15</b> The Commission recommends that the Trustee Board considers a programme of inviting particular groups to present to it, in order to understand the internal and external environment, and the Trustee Board should discuss with GSNet the possibility of an aspiring member attending board meetings as an observer, or non-voting participant, on a regular basis.	<b>Interim Finding 15</b> Agreed, Trustees should be open to receive presentations by special interest groups. The same should be applied at Council. And this used to happen anyway.
12.3.8	<b>Interim Finding 16</b> The Commission recommends that the Trustee Board and Council examine in depth the low turnout in ICE governance votes and elections, benchmarking with comparator bodies, seeking out the root	<b>Interim Finding 16</b> Agreed. A Working Group should be formed to work with the Electoral Reform Services (ERS) to research best practice (across similar bodies) to increase member participation in elections for Trustees, Council Members and by-law change. The Working Group

	<p>cause through member engagement surveys and taking the advice of specialists such as the Electoral Reform Society; all with the purpose of improving member engagement in key governance votes.</p>	<p>should recommend actions to increase member participation in ICE Ballots, and its scope should extend to addressing issues identified by Ballot Scrutineers.</p>
13.2.5	<p><b>Interim Finding 17</b></p> <p>The Commission recommends there should be no change to the number of members required to requisition an SGM but, in the event there are repeated or vexatious calls for SGMs, the Trustee Board should reconsider the matter.</p>	<p><b>Interim Finding 17</b></p> <p>ICE should not fear, and should indeed encourage, scrutiny by its own members. Last year's SGM was not called lightly and has led to a thorough review of Governance that should have been conducted through engagement with membership before, not after, last year's ballot.</p> <p>There were some on Exec and Council in 2018 who were critical of those who were calling for the SGM and regarded their actions as unjustified.</p> <p>Events have proved otherwise.</p>
13.3.4	<p><b>Interim Finding 18</b></p> <p>The Commission recommends that the By-Laws are amended to make clear that non-Voting Members may make an oral contribution at an SGM.</p>	<p><b>Interim Finding 18</b></p> <p>Agreed, non-voting members should be able to speak at SGMs.</p>
13.4.4	<p><b>Interim Finding 19</b></p> <p>The Commission recommends that the By-Laws are amended to permit electronic voting for voting members unable to attend an SGM.</p>	<p><b>Interim Finding 19</b></p> <p>Agreed, SGMs should permit electronic voting and on-line attendance</p>