

## **ICE Governance Review: Submission from M F C Thorn CEng FICE**

From my own personal experience of attending ICE Council meetings and deliberations, albeit some years ago, I can support the general argument that the Council is too large and unwieldy to be an efficient and responsive Trustee body as prescribed in the 1975 Royal Charter. However, the Trusteeship of the Institution is clearly intended to be vested in a Council elected by the Corporate Members, with the ultimate authority for “the government and control of the Institution, its property and affairs”. Thus any decisions or actions are ultimately subject to the scrutiny, and approval or rejection, of the Corporate Membership.

The changes of governance implemented in 2018 have over-turned this concept. The relegation of the Council to the status of a purely advisory body cuts the connection between the Corporate Membership and the governance of the Institution. The Trusteeship of the Institution is transferred to a Trustee Board on which there is a minority of members that may be proposed by the Council on behalf of the Corporate Membership. A majority of members of the Trustee Board are proposed by the Board itself: a potential self-perpetuating cabal.

The concerns that have been expressed about this fundamental change in ICE governance have been exacerbated by the covert way in which the proposals were developed, without broad and open consultation with the Corporate Membership. Notwithstanding that the proposals were advanced in accordance with the letter of the Rules and Regulations, the fact that a sufficient number of Members were sufficiently concerned to requisition a well-attended Special General Meeting of the Institution should have given cause for delay, and reflection on the process adopted. The fact that these concerns were brushed aside and ignored in the precipitate implementation of the changes has seriously undermined the bond of trust between the Institution and its Corporate Members.

There is a case to be made for modernising ICE governance so that it is efficient and responsive in the rapidly changing modern world. But any change to governance and Trusteeship should preserve the overall right of the Corporate Membership to influence, modify, reject or reverse the proposed actions of any Executive or Trustee Board. That is where the new Trustee structure fails. The Council should retain a meaningful executive role, able to influence and direct the actions of the Institution. A purely advisory Council is unlikely to attract the best of the profession, and is at risk of becoming impotent and irrelevant.

The Institution is a construct of its Corporate Members, a collaboration of members of the profession to share experience and knowledge, and to uphold professional standards. It belongs to its Members, and its Members should retain the powers and responsibilities to determine and regulate its actions.

Mike Thorn CEng FICE  
Membership No. 41140416

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