

Minutes of Presidential Commission into ICE Governance

22 January 2019

Present:

D'Arcy Myers, David Orr CBE, Kris Barnett, Simone Bertram, Richard Fish, Claire Oliver, David Porter, Paul Sheffield CBE, James Stewart OBE, Jean Venables CBE, Philip Greenish CBE

Location: Hawksley Room, Lower Ground Floor, ICE, One Great George St, Westminster, SW1P 3AA

(Open Session to be held in The President's Dining Room 11:00 - 12:30.)

1. Welcome and Introductions

Claire Oliver and David Porter sent their apologies and will be joining the meeting late. Simone Bertram sent her apologies.

2. Actions arising from previous meeting

It was agreed that a register of interests related to the Commission's work should be kept.

3. To note confirmed Terms of Reference

The Commission noted the final terms of reference approved by the Council.

4. Preparation for Evidence Session

A discussion around the detail of minutes decided that fuller minutes of the evidence session would be preferable.

5. Evidence Session: Open Session (President)

Observers; David Caiden, Steve King, Steve Osborne
David Porter (DP) joined the meeting.

Andrew Wylie (AW) summarised his paper pointing out that his focus has been on governance. AW pointed out that ICE members deserve robust, best-practice governance from the board. AW emphasised the need for clear strong leadership focused on the fundamental purpose of ICE to improve lives in the context of a rapidly changing world.

Trustee Board has a responsibility to:

1. Develop a clear strategy for the environment we currently operate in.
2. The strategy needs to be properly resourced
3. Risks and significant opportunities need to be fully understood
4. Strong performance management of the board.

The key message AW hears from members is how will ICE ensure that it remains relevant for the current and future, in this rapidly changing world.

AW highlighted his comments on effective board communication.

AW welcomed the review.

David Orr (DO) asked AW how the Council and Trustee Board should work effectively together. AW said that the Council is the link with the market place to promote and develop leading-edge thinking to the board and help set the agenda.

Philip Greenish (PG) asked AW how the Council can be assured that the Board is in line with the legal

requirements and not in conflict with the Council. AW said that the Council appoints the Board and that the Board operates in line with what is legally required of a registered charity. PG was concerned that this sounds like the Council has the higher authority. PG recognised the potential difficulty. PG believes that there is a need for the Council to reflect the wider views of members.

Jean Venables (JV) noted that the Council had the power of veto on Board member appointment but was concerned that the President Chairs both. JV wondered if there is a case for a TB Chair serving three years?

AW recognised the potential for a lack of independence. AW thought there could be refinements on how trustees are selected.

JV asked about the diversity of the board and the risk of a high number being Vice Presidents. AW thought the key thing is to ensure that board skills reflected the need of an effective governing body.

JV pressed AW on the need for change and DP questioned this and in particular the need for the TB to be agile.

AW added that the forth industrial revolution means the Institution must reflect on the professional qualifications it offers in order to stay relevant.

Kris Barnett (KB) asked if there is a case for external expertise on the TB, possibly outside of the membership of ICE. AW agreed if the skills can't be found within ICE.

Richard Fish (RF) observed that governance is about delivering the strategy and it is important to ensure members have a voice and input. AW said the role of the Council is to advise, the role of the Board is to direct and the role of the executive staff team is to implement. But the responsibility to implement strategy is collective and a uniform message needs to be given by all.

James Stewart (JS) asked which body has the the responsibility for ensure that ICE adheres to the mission. AW said The Board. JS felt that this had not been made clear in AW's paper and that the Council sometimes seems to think that it is their responsibility.

AW summed up that we owe it to the members to be at the leading edge of our profession and to ensure that we maintain good governance.

DO thanked AW.

6. Evidence Session: Open Session (Director General and Secretary)

Nick Baveystock (NB) summarised his paper. He highlighted what he needs to function effectually and manage on a day-to-day basis.

NB's main point is that the staff need clarity and consistency of purpose, so they can understand the requirements of the Trustees. Staff need clear direction from the Trustees and Trustees need to understand the scope and remit of the staff.

NB commented on the challenge of how you integrate volunteer support and how staff can work effectively with them so that you have one vision.

NB said that it was important that all board members are assured that they are compliant in all legal and regulatory areas.

JS explored the difference between the CEO and the DG&S. NB as DG&S is there to provide, with the input of staff, information to the Board to inform discussion. The board then provide strategic direction. The executive then provide operational options for the Board to discuss. NB emphasised that ICE is not a corporate and the centre of gravity is the membership.

DP asked about the conflict between bringing members with us and the need for the Board to be agile. NB was clear for the need to be agile so that ICE can react to need and not be delayed by scheduled Board meetings. DP asked if a smaller trustee board would help this agility. NB agreed.

NB commented that a small board number will mean that there will be more focused discussion and this is aided by frequent interaction between board meetings.

PG asked NB how he sees Councils role in relation to the board. NB said that he is concerned that the focus had been more on day-to-day management rather than the challenges of a changing profession. That a small Trustee Board supported by a Council will be better able to stay focused.

Paul Sheffield (PS) felt there is an appetite for change in TB, Council and Exec in relation to the commission's review. NB said he welcomes change. NB gave examples where ICE has been able to be bold and ambitious. NB said that his job is to serve ICE with recommendations on how the Board can achieve its objectives.

JS asked about the role of the President in the governance structure. NB said that the President should be the presiding trustee on the Council and Board in his/her capacity as the senior rep of a global profession.

JS asked about the issue of having a President being presiding trustee for only one year. NB did not feel that this was a problem as they will have been a trustee for a few years beforehand and involved in the Presidential team.

David Orr (DO) asked about the lack of Finance Sub-committee. NB pointed out that this was removed in the 2011 review of governance. NB felt that this was an omission.

DO asked about trustee recruitment. NB said that we need people with the right skills and experience who are competent to be trustees. One way might be for applicants to be accredited for the various skills required on the TB and then elected by members.

Kris Barnett (KB) asked if non-members should be able to apply. NB said that we should be able to find the best person for the role regardless, although he thought it might be difficult for non-ICE members to secure election.

7. ICE Governance Arrangements

Claire Oliver (CO) joined the meeting.

ICE Governance Arrangements (paper 02-20) was reviewed. Some areas were identified as needing more clarity. DO undertook to update the paper, following which it will be posted on the Commission's web page.

8. Good Governance - Key Principles

D'Arcy Myers (DM) presented his paper with practical examples for each of the key principles. He explained the principles are drawn from the Charity Governance Code. DP pointed out that some of the recommended actions are already being done.

The Commission noted the paper and agreed it could be published on the web page.

9. Governance in Comparator Organisations

JV asked for additional information on who chaired the Trustee Board and their tenure for each of the sample organisations.

DO will ask the contributors to research this information.

JS asked for more information on how the boards are held to account.

DO said that there will be a more detailed paper in due course on how nominations and appointments are made by the sample organisations.

JS observed that the old ICE structure was an outlier.

The Commission agreed to publish the paper and that it should be updated when the additional information is available.

10. Consultation with Members and Council / Trustees on Principles of ICE Governance

Stage 1 Consultation Strategy Paper 02-05

DO gave an update on progress on the Stage 1 consultation strategy. A discussion ensued to ensure that we invited a broad spectrum of individuals.

JS suggested that a representative group of council to present to the group. DO advised that members of the Commission would meet the Council and Trustee Board. JS asked to be included.

JS suggested that an informal meeting with RIBA be helpful to hear their experience of their governance review and asked that an individual representative or a group of representatives from the ICE council should be asked to meet the Commission.

The Commission supported the proposal to hold discussion sessions with the main ICE Boards and Committees. DO to ask individuals to take the lead on these.

JS left the meeting.

KB suggested that the power point presentation is shared on the website and adapted for an NCE article with a timeline for the consultation.

KB suggested that we might consider adding 2 or 3 questions to the powerpoint to invite comments from ICE membership at large

DO suggested that the associated societies are consulted in writing to seek their comments.

The Commission agreed the paper with these amendments.

11. Next Steps

The Indicative Work Plan agreed at last meeting was attached for information. Paper 02-07

12. Date of Next Meeting

Agreed as 20th Feb 2019

The Commission agreed the following meeting to be held in 29th April.

The meeting closed at 14:50hrs.