



Nomination Committee Annual Report

2019-20

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The Nomination Committee (NOMCO)

Annual Report 2019-20

Background

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, such as Director General & Secretary and Group Finance Director. In determining its recommendations, the Nomination Committee must ensure a balance of skills, demographics, diversity, sectoral knowledge and international membership. The Nomination Committee meets at least three times annually, as well as holding ad-hoc meetings where necessary.

This paper provides a summary report of the key actions and decisions taken by the Committee relating to the session of the Institution beginning in November 2019 until November 2020.

NOMCO Composition 2019-20

Chair

Professor Lord Robert MAIR CBE FREng FICE FRS – **Past President**

Ex-Officio

Paul SHEFFIELD CBE BSc CEng FICE - **President**

Rachel SKINNER BSc (Hons) MSc (Eng) CEng FICE MCIHT TPP – **Senior Vice President**

Members

John BECK MBA CEng FICE FRICS MCIArb DipLaw – **Council Member**

Kate CAIRNS BEng (Hons) DIC MSc CEng FICE – **Council Member**

Emma KENT MEng (Hons) CEng FICE MStructE – **Council Member**

Lucy REW MEng (Hons) CEng FICE – **Council Member**

Neil SANDBERG BSc (Hons) MBA CEng FICE MKHIE – **Council Member**

Timeline of NOMCO activity

8 July – 16 August 2019 - Council invited to put themselves forward for the two vacancies on NOMCO due to arise in November following the end of term on Council for Teresa Frost and Norman Brent. The election was conducted out-of-committee via email, using the STV voting system. Six members stood.

Kate Cairns and Lucy Rew were the two successful applicants; beginning their term from 5 November 2019.

28 October 2019 – A letter inviting nominations for succeeding and non-succeeding Vice Presidents was sent to the Trustee Board, Council, Past Presidents, UK and International Regional Chairs, Regional Directors and Standing Committee Chairs. A news article encouraging nominations was placed on ICE website. ToR of the President plus a brief on the role and responsibilities of a VP were attached to correspondence. The deadline for nominations was the 29 November 2019. Those that had nominated a candidate were asked to confirm that their nominated candidate was content for their name to be put forward.

2 January 2019 – Long list prepared by Head of Governance under the direction of the Chair of NOMCO. Long list issued to NOMCO members a week prior to the first meeting.

16 names were put forward as potential candidates. The sources of nominations were:

- Council – 5;
- Past Presidents – 4;
- Vice Presidents/Trustees – 6;
- Regional Chairs – 4;
- General Members – 6.

20 January 2020 - NOMCO met and on this occasion the Chair, PP Lord Robert Mair, the President, Paul Sheffield, Senior Vice President, Rachel Skinner, and NOMCO members John Beck, Kate Cairns, Emma Kent (via telephone link), Lucy Rew and Neil Sandberg were present.

The NOMCO business was to consider recommending for election by the Trustee Board and Council:

- one of the current succeeding Vice Presidents as candidate for President in 2021/2022;
- for re-election by the Trustee Board and Council those currently serving to continue to serve for the 2020/2021 session;
- to confirm whether the number of Vice Presidents for 2020/20 should remain at the maximum number of seven provided in the By-laws;
- a Vice President to continue the succession (as a 'succeeding' VP);

- a further two Vice Presidents (as a 'non-succeeding' VP) to make up the recommended number of seven.

NOMCO members were provided with the following attachments:

- Appendix 1 – List of Candidates
 - 1a – 1p – candidates nomination forms
- Appendix 2 – ICE Trustee Board Competency Framework Analysis – 2021 Session
- Appendix 3 – Guidance Note – Trustee Board Selection

NOMCO members reviewed all the candidates against the characteristics listed below. The ICE President should:

- represent the civil engineering profession in UK;
- represent the civil engineering profession globally;
- engage with the ICE's current, and potential, membership;
- as the Presiding Trustee, guide a £35M turnover institution;
- in leading the Trustee Board, oversee the long-term strategic development of the ICE;
- oversee the delivery of the ICE Plan.

To do this the President should have most, if not all, of the following characteristics:

- a credible record of professional success in civil engineering. This could be in the public or private sector, managing projects, overseeing technical solutions, or in academia;
- be known to a sizeable proportion of the ICE membership;
- have the necessary experience and kudos to lead the Chairs and CEOs of the major civil engineering companies;
- have board level experience (ideally as Chair) of managing a business or project with a turnover of £35M or greater;
- enjoy the respect of opinion formers and decision makers, particularly in Government;
- have the charisma and personality to persuade, cajole or drive competing stakeholders to mould a coherent view;
- have demonstrable experience of leading a complex organisation (whether commercial, academic, or public body);
- have background knowledge and/or previous connection with the ICE.
- The President must be FICE and a Chartered Civil Engineer.

NOMCO were advised that Council had held an election to identify the two Council Appointee Members, with Gary Cutts and Andy Alder being elected to begin their term from 3 November 2020. Both had partaken in the Trustee Board Competency Framework Analysis.

The Competency Framework Analysis was taken into consideration so that NOMCO could identify any deficit in competencies on the Board when recommending individuals for the vacant posts.

Each candidate was discussed individually and finally NOMCO members voted on who they thought should be selected.

The Chair approached the candidates selected to determine whether they would be prepared to fill the relevant appointment. The candidate for 'succeeding' Vice President, Anusha Shah, accepted the post on offer. The candidate for the one of the two vacant 'non-succeeding' Vice President positions, Dr. Sabih Khisaf, accepted the post on offer also. The final candidate selected for the other vacant 'non-succeeding' Vice President position declined the offer.

27 February 2020 – NOMCO met and on this occasion the Chair, PP Lord Robert Mair, the President, Paul Sheffield, Senior Vice President, Rachel Skinner, and NOMCO members John Beck (via telephone link), Emma Kent (via telephone link), and Neil Sandberg were present.

The NOMCO business was to consider recommending for election by the Trustee Board and Council for the final vacancy for the 'non-succeeding' Vice President position. The committee came to a decision based on the same criteria they had utilised for their 20 January meeting.

The Chair approached the candidate selected to determine whether they would be prepared to fill the relevant appointment. The candidate for the 'non-succeeding' Vice President position, Professor Jim Hall, accepted the post on offer.

24 March 2020 – the election of the Trustee Board for 2020-21 as nominated by NOMCO was approved by the Trustee Board at its meeting held via MS Teams.

27 March 2020 – the election of the Trustee Board for 2020-21 as nominated by NOMCO was approved by Council out of committee.

23 June 2020 – ICE Nomination Committee's Terms of Reference were amended in line with the recommendations of the Member-led group on NOMCO. The amendments to the composition of the committee included:

- Six positions reserved for Council members.
- one position for an ICE Graduate or Student member nominated by GSNet.
- Two positions reserved for ICE Members.
- No member of the Trustee Board may sit on the NOMCO.

Further detail on the Member-led group, a copy of their report and the revised NOMCO Terms of Reference are provided later in this paper.

29 July 2020 – 16 September 2020 – Chair, GSNet approached to provide a nomination for a Graduate or Student member to sit on NOMCO. Chair, GSNet conducted a series of interviews; eight candidates stood. The nominated candidate was Eleanor Earl.

31 July 2020 – 18 September 2020 – Council were invited to put themselves forward for the three vacancies on NOMCO due arise in November. These vacancies arose due to the end of term on Council for Emma Kent; the resignation of John Beck (as a Trustee Board member); and to fill the vacant Council seat. The names of those that had stood were shared with the Chair of NOMCO to determine if they had adequately demonstrated their suitability. The Chair of NOMCO felt that all those that had stood had adequately demonstrated their suitability.

The election was conducted out-of-committee via email, using the STV voting system. Nine members stood. David Porter, Gillian Castka and Blessing Danha were the successful applicants; beginning their term from 3 November 2020.

1 September 2020 – A news article went live stating that nominations were now open for members to stand for the Nomination Committee.

30 September 2020 – NOMCO met via MS Teams and on this occasion the Chair, PP Lord Robert Mair, the President, Paul Sheffield, Senior Vice President, Rachel Skinner, and NOMCO members John Beck, Kate Cairns, Emma Kent, Lucy Rew and Neil Sandberg were present.

The NOMCO business was to note the names of the Council members and Graduate or Student member that would be joining the committee in November 2020, and to recommend for election by the Trustee Board and Council two ICE members to sit on the Nomination Committee.

Four ICE members stood for the two positions. NOMCO discussed the candidate statements and set them against 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:
 1. Their experience of appointing to similar Senior leadership roles.
 2. The position held in their current organisation

NOMCO voted and Denise Bower and Teresa Frost were nominated.

1 October 2020 – Trustee Board approved out-of-committee the composition of NOMCO for the 2020-21 session, subject to final approval by Council.

20 October 2020 – Council approved the composition of the NOMCO for the 2020-21 session.

NOMCO Composition 2020-21

The NOMCO composition as of 3 November 2020 shall be:

Chair

Professor Lord Robert MAIR CBE FREng FICE FRS – **Past President**

Ex-Officio

Rachel SKINNER BSc (Hons) MSc (Eng) CEng FICE MCIHT TPP – **President**

Edward James McCANN BEng (Hons) MSc FICE FRSA – **Senior Vice President**

Members

Lucy REW MEng (Hons) CEng FICE – **Council Member**

Neil SANDBERG BSc (Hons) MBA CEng FICE MKHIE – **Council Member**

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**

Member-led Group on NOMCO

A Presidential Commission was set up by ICE's Council and Trustee Board to review the governance of the Institution during 2019. The Commission published its Final Report on 11 December 2019 after presenting it to the ICE Council and the Trustee Board.

The ICE Council and Trustee Board agreed in full the findings from the Presidential Commission's Final Report in December 2019. Finding 6 set out a number of key principles for the future composition of the Nomination Committee, while Finding 7 set out the process that the committee should take in coming to a decision. The ICE Council and Trustee Board agreed that further detail was needed to clarify the future process for the Nomination Committee, and that this decision should be taken by a member-led group.

The Group was led by David Porter, Chair of the ICE Audit Committee and past member of Council, working with Lawrence Shackman, recently Chair ICE Scotland, and ICE Council member and Chair of the Fairness, Inclusion and Respect Committee, Kate Cairns.

The group shared their Final Report to the Trustee Board out of committee in May 2020, and to Council out of committee in June. The Report was agreed by both Trustee Board and Council. As a result, the Terms of Reference were amended for the Nomination Committee in line with the recommendations of the report, and therefore the Presidential Commission Findings. The report and the updated Terms of Reference are appended to this report.



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. Ensure that all selection processes are transparent, open, honest and fair;
- b. 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;
- c. 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;
- d. 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.
- e. 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.
- f. Recommend to the Trustee Board a nomination for the position of Director General and Secretary. This appointment requires the approval of the Trustee Board;
- g. Recommend to the Trustee Board a nomination for the position of the Group Finance Director. This appointment requires the approval of the Trustee Board;
- h. 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;

- i. 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;
- j. 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;
- k. On behalf of the Trustee Board, to approve the membership of those committees directly subordinate to the Trustee Board;
- l. Recommend potential candidates for Honorary Fellowship of the Institution;
- m. Provide an annual report to the Trustee Board;
- n. Receive a report from the ICE FIR Committee annually.

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

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.

¹ There should be a mix of clients, contractors, consultants, academia etc.

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.

Report of the Member-led Group on the Nomination Committee

May 2020



W: [ice.org.uk/about-ice/governance](https://www.ice.org.uk/about-ice/governance)

1.0 The ICE Nomination Committee

1.1 Background

The Institution of Civil Engineers (ICE) has 93,000 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 indepth 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 but stopped short of setting out the detailed operational process of NOMCO. A member-led 'task and finish' group was established following the acceptance of the recommendations in the Final Report by the Presidential Commission into ICE Governance.

1.2 Member-led Group Terms of Reference

The ToR of the group set out the key activities as:

- 1) Be guided by the key principles for the NOMCO as set out in the Presidential Commission's Final Report;
- 2) Consider and finalise:
 - a. The composition of NOMCO;
 - b. The selection and approval process for the appointment of NOMCO members;
 - c. The process whereby trustees are selected and recommended to the Trustee Board;
 - d. The role of NOMCO in assessing the suitability of candidates for other positions; and
 - e. Any other aspects of the operation of NOMCO.
- 3) Make clear recommendations to the Trustee Board.

1.3 Member-led Group membership

The membership of the member-led Group was:

- Chair: David Porter - Past member of the Presidential Commission and current chair of Audit Committee.
- Member: Kate Cairns - Current Council member and Chair of the Fairness, Inclusion and Respect Committee.
- Member: Lawrence Shackman - Past Chair of ICE Scotland

Jack Buckee, Governance Executive, provided support to the Group.



2.0 Composition and Appointment of NOMCO

2.1 Guiding Principles from the Presidential Commission

The Presidential Commission recommended the following key principles for the Nomination Committee:

- It should comprise 9 to 12 members of the Institution;
- The Council should have general responsibility for determining the members of the Nomination Committee;
- No member of the Nomination Committee shall be a member of the Trustee Board apart from the ex officio members;
- Chaired by a Past-President;
- Includes the President and Senior Vice President ('ex officio members');
- Includes a Graduate or Student member nominated by GSNet;
- Includes a number of Council members elected by the Council who should form a majority of the non ex officio members; and
- Includes a number of other ICE members.

As an example, these principles could be satisfied by the following composition (all to be ICE members):

- A Past-President of the Institution (Chair);
- The President;
- The Senior Vice President (SVP);
- A Graduate or Student member nominated by GSNet;
- Five members of Council elected by the Council; and
- Two other ICE members approved by the Council who are not members of the Trustee Board.

2.2 The Composition of NOMCO

The Group was content with the example in the Commission's report in regard to the positions on NOMCO for a Past-President as the Chair; the *ex officio* positions of the President and the SVP and the GSNet nominated member. The Group took some time to consider the appointment of the Council members and ordinary members, and were guided by the Presidential Commission's report which says:

- includes a number of Council members elected by the Council who should form a majority of the non-ex-officio members; and
- includes a number of other ICE members.

There are five possible scenarios to make the Council members the majority of the non-ex-officio members, while keeping the overall membership between 9 and 12. These are set out in the table below:

Option	a	b	C	d	e
Past President (Chair)	1	1	1	1	1
President (ex-officio)	1	1	1	1	1
SVP (ex-officio)	1	1	1	1	1
GSNet	1	1	1	1	1
Council	4	5	5	6	6
Other	1	1	2	1	2
Total	9	10	11	11	12

The Group felt that the number of other members on NOMCO should be maximised as this makes it more likely that there is a wide knowledge of the industry and the potential candidates within the Committee. On this basis, options 'c' or 'e' were considered, and it was again concluded that the larger number would be a benefit, as it would help to ensure that the meetings would be quorate. It was acknowledged that in the past, Council had not nominated sufficient members to fill all of the available vacancies on NOMCO. It is recommended that NOMCO membership is option 'e' as set out in the table above.

The Presidential Commission identified that there was a general suspicion from some members that the Presidential team was overly controlling of the affairs of the Institution. This was addressed to some degree by the Commission with a rebalancing of the Trustee Board. However, there were also concerns that NOMCO could be another forum where the Presidential team could exert this control. To address this, authority for appointing the members of NOMCO was placed with Council, rather than Trustee Board. To ensure that this same principle applies in the operation of NOMCO, the majority of members at any meeting should not be from the Presidential team. This is easily achieved by setting the quorum for any NOMCO meeting at seven, as the Presidential Team could only constitute three members of that seven. Additionally, the Group recommends that no NOMCO business shall take place in the absence of the Chair or in exceptional circumstances their nominated deputy.

It is not uncommon for a Council member to be nominated for a position that NOMCO considers. This clearly presents a conflict of interest, if they were also members of NOMCO. Currently, if such a conflict arises, then these individuals are not invited to attend the meeting. This results in a smaller pool of NOMCO members and could potentially result in Council members not being in the majority, as recommended in the Presidential Commission's report, or NOMCO may struggle to be quorate. There would be a tight timescale for Council to agree to the appointment of alternative NOMCO members if a member was nominated for VP, as the call for nominations goes out in November, and the NOMCO meeting is in January.

To overcome this issue, a process which allows some flexibility is needed. 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.

2.3 The Appointment of NOMCO

The process for establishing the NOMCO is to be started immediately after the Annual General Meeting in July. The Group recommends that the process will follow the following steps:

2.3.1 Council Member Appointment

1. The Head of Governance will write to all the current and new 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. If the number of nominations, who have adequately demonstrated their suitability as determined by the Chair of NOMCO, 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 on a 'single transferable vote' basis.
3. Those elected would start their term at the beginning of the new session.

2.3.2 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:
 1. Their experience of appointing to similar Senior leadership roles.
 2. 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 consider the applications , as well as considering the current diversity of NOMCO, when drawing up an agreed pool of candidates.
5. From the agreed pool of suitable candidates, NOMCO should make a recommendation to the Trustee Board, for subsequent approval by Council.

2.3.3 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.

2.3.4 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.

2.3.5 Approval of Appointments

1. All of the recommendations shall be put to Council for approval. Council shall approve each recommendation individually. 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.
2. The decision of Council is final and there is no appeals process.
3. The names of the members of NOMCO shall be published on the ICE website as part of the Council update for the meeting at which they were approved.

2.3.6 Tenure

1. The Chair of NOMCO will serve a three-year term and may be reappointed for a second term.
2. The Council members on NOMCO are to serve for a three-year term, and may be re-appointed, provided they are still Council members on their re-appointment..
3. The Ordinary Members and GSNet member on NOMCO will serve for a three-year term and can serve six years in total on NOMCO. However, there needs to be a break between their

first and second term.

2.4 The Effectiveness of NOMCO

The changes proposed are fairly extensive and will need a period of time to bed in. In line with good practice, the effectiveness of NOMCO and the nomination process should be examined and if necessary further changes made. This review should be carried out following the appointment of the next President by NOMCO.

In particular the need for an element of independent input, for example by the inclusion of a non-ICE member on NOMCO, which may add to the effectiveness of the decision-making process, should be considered in a future committee effectiveness review.



3.0 NOMCO Behaviour and Expectations

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 be adequately induced 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 in section 2.2, this Report recommends that the quorum for NOMCO should be set at 7 members. 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.

4.0 Appointment of the Trustee Board

4.1 Guiding Principles from the Presidential Commission

The Presidential Commission recommended that the Trustee Board comprises:

- President
- 3 succeeding Vice Presidents
- 3 Council members elected by the Council
- 4 members elected by ICE voting members
- 1 member nominated by the Nomination Committee and approved by the Council.

The Commission also recommended that, in relation to Trustee Board elections:

- the Trustee Board sets the required profile for skills, knowledge, experience and diversity at a relatively high level (and plays no further part in the election process); and
- if there is a fine judgement as to an applicant's ability to meet the required profile, the Nomination Committee should give the applicant the benefit of the doubt and place the matter in the hands of the voters who can make their own decision.

4.2 The Appointment of the Trustee Board

The following section sets out the process whereby trustees are nominated and recommended, and there are four slightly different processes:

4.2.1 President and Vice Presidents

This section assumes that the recommendations in the Presidential Commission report relating to these roles is accepted and therefore when this is implemented, all Vice Presidents shall be succeeding. The Group recommends that the process shall be as follows:

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.
2. There shall be a single nomination form, attached at annex A, which can be completed by either:
 - a. An individual, with their application to be supported by an ICE member who can validate their suitability; or
 - b. 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 the necessary 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.
7. In the event that either the Trustee Board or Council are not content with the recommendation of NOMCO, the process shall be restarted at point 3. Trustee Board or Council must provide a reasoned explanation as to why they are not content with NOMCO's recommendation.
8. If the Chair of NOMCO considers that an agreement cannot be reached or if there are insufficient candidates with the required skills and attributes to restart at point 3, then the whole process is rerun.
9. Unsuccessful candidates can receive feedback on their nomination, after the April Council meeting.

4.2.2 Council Members on the Trustee Board

The Presidential Commission recommended:

- three Council members to be elected by Council members from a focused candidate list of Council members who meet the required profile for the vacant trustee position.

The Group recommends that the process shall be as follows:

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 on a 'single transferable vote' basis. In the event of a tie the President has the casting vote.

4.2.3 Elected Members on the Trustee Board

The Presidential Commission recommended:

- four members to be elected by ICE voting members from a focused candidate list of ICE members who meet the required profile for the vacant trustee position.

The Group recommends that the process shall be as follows:

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 ahead of a call for nominations to the Trustee Board, which will include the Trustee Role Description.
3. Members self-nominate on an application form, attached at annex B, where they will provide a statement of no more than 500 words to demonstrate how they meet the required profile.
4. The nominations are considered by NOMCO and they draw up a focused list of suitable candidates based on the Trustee Board criteria. Again it is worth stressing that 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.
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 Voting members who can make their own decision.
6. The Membership vote on the focused list as part of the annual ballot on a 'single transferable vote' basis.

4.2.4 Nominated Member on the Trustee Board

The Presidential Commission recommended that one place on the Trustee Board should be for a Nominated Member - that is, nominated by the Nomination Committee and approved by the Council. The purpose is to fill any gap on the Trustee Board in terms of its skills, knowledge, experience and diversity by nominating an ICE member who meets these requirements. The Group recommends that the process shall be as follows:

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. The appointment of the nominated members on the Trustee Board starts with a call for nominations advertised 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, attached at annex C. 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. The 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.

4.3 Length of service on the Trustee Board

The elected members and Nominated Member will serve for three years with the opportunity for a further three, subject to re-election or re-nomination. The President and Vice Presidents will normally be members for four years.

4.4 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.

5.0 Appointment to other positions by NOMCO

5.1 Guiding Principles from the Presidential Commission

The Presidential Commission's Finding 8 states:

- The Commission recommends that the Nomination Committee 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 Trustee Board and in accordance with the Disciplinary Regulations.
- 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.

The Group also identified that a duty of NOMCO is to provide a recommendation to the Trustee Board for the chair of the ICE Audit Committee. This appointment should also follow the above process. However, the Group identified an anomaly: Audit Committee Terms of Reference state that other members of the Audit Committee should be approved by NOMCO, while the NOMCO Terms of Reference do not refer to this process. The Group felt that this was overly burdensome and out of step with the other Committee appointments and therefore recommend that the Audit Committee Terms of Reference be amended to allow the Chair of Audit Committee to appoint the Audit Committee members.

5.2 Chair Appointment Process

The appointment process to the posts of Chair of the Disciplinary Board, Professional Conduct Panel and Audit Committee is:

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 to determine the suitable candidates.
5. NOMCO shall make a recommendation which is to be considered by the Trustee Board.

On occasions NOMCO will be asked to assist in the nomination of other senior positions within the ICE. The process detailed above can be used in this circumstance.

5.3 Senior Staff Appointment Process

A duty of NOMCO is to recommend to the Trustee Board a nomination for the position of the Director General & Secretary, and the Group Finance Director of the Institution. The Group recommends that the appointment process shall be as follows:

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. This was decided as it is impractical for the larger group to all be involved in an interview. 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.
5. The subgroup will interview the candidates and convene afterwards to decide on a recommendation.

This recommendation is then shared with all members of the NOMCO and is then presented to the Trustee Board.