

Minutes for Presidential Commission Into ICE Governance 20th February 2019

Attendees:

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

Location:

ICE, One Great George St, Westminster.

1. Welcome and Introductions

Apologies: Philip Greenish CBE

2. Actions arising from previous meeting and confirm minutes

Action points reviewed and completed. Jean Venables (JV) asked for her involvement in CivilsMatters.org to be recorded as an interest.

James Stewart (JS) asked who the final report would be sent to and how it would be handled. David Orr (DO) said the Terms of Reference required it to be sent to the Council and the Trustee Board. It would clearly require careful consideration but that is a matter for those bodies.

3. Preparation for Evidence Session

The location of the open sessions was moved to the Godfrey Mitchell Lecture Theatre.

4. Evidence Session: Open Session

Graduates on Council and GSNet Committee Members

Eleanor Earl, Nicola Robins, Zoë Henderson, Stella Law, and Joseph Marner

Eleanor and Joseph presented on behalf of the group. They spoke of the need to consider the ICE's 46,000 aspiring members to ensure it is attractive to them and there is appropriate involvement in Panels and Committees. ICE needs to avoid an 'us and them' mentality. Joseph Marner (JM) spoke of his experience at the SGM when another member questioned his right to contribute. GSNet is keen to contribute to discussing issues but they need sufficient time to prepare and consult. The ICE should use technology to promote inclusion of those who are based away from London.

DO asked the graduates for their view on a largely advisory council and smaller trustee board. Stella Law (SL) said that the general feeling was a smaller board is a good move, as long as there is good representation. Council is well-placed to take on the advisory role. Zoe Henderson (ZH) added that GSNet has a role to play in advising and contributing. Nicola Robins (NR) suggested that representatives could be invited to attend Trustee Board meetings and comment.

JV asked how GSNet could influence the board. ZH suggested that a graduate place on the Nominations Committee would help.

JV asked should all trustees be elected. Eleanor Earl (EE) said that she doesn't think there should be a place reserved for a graduate on the Trustee Board. Appointment to the Trustee Board should be an open and transparent process. She felt that the Council should be consulted about key issues for graduates and students.

JS asked if there should be more than three graduate members on the council. EE said it was a big job for 3 members to represent so many aspiring members and there should be more. ZH said that the Nominations Committee works well to ensure diversity and skills. There may be a case for a graduate to attend the Trustee Board from time to time.

JS said he like the idea of a graduate attending the trustee board. JS asked how you would go about selecting the graduates. EE said that they have not given detailed consideration on how this would be a rigorous selection process.

David Porter (DP) asked how they ensure good communication within GSNet. ZH shared the structure and meeting timetable of GSNet. EE added the succession planning within GSNet.

Kris Barnett (KB) asked the graduates for their opinion on having seven Vice Presidents on the board. NR thought that this was not conducive to having a diverse trustee board.

Simone Bertram (SB) asked about the roles of Graduates and Students in governance. NR noted that in Council elections, graduates can only vote for graduates and should perhaps be able to vote for all members.

Paul Sheffield (PS) asked about the desirability of sitting on Council if trustee responsibilities / liabilities are removed. ZH thought that this should not make it any less desirable. Many did not realise what they were signing up to when agreeing to stand.

PS asked about technology for access to SGM meetings and their views on how this would make is available to the wider membership. NR thought that better technology would make a great difference to all particularly international members. EE said that without the technology there could be a perception of a closed process.

Richard Fish (RF) asked if there was anything that could be changed that would make more members engage. EE said “in one word Communication”, we need to review how we communicate with our members. ZH added that transparency of process, particularly in relation to appointment to Panels, would help open it up to the wider membership.

Claire Oliver (CO) asked if graduate members on the previous Council were trustees. The response was that they were, and there should be no bar to a graduate serving as a trustee on the Trustee Board although there should not be a reserved place.

JS clarified that the role of the graduate representatives was to represent graduates as a whole.

HE thanked for the opportunity to present. DO added his thanks on behalf of the Commission.

5. Evidence Session: Open Session

Teresa Frost (Council Member, Trustee Board Member and Nomination Committee Member)

Teresa Frost (TF) summarised her paper. She spoke of her long involvement in ICE from the days of BIET and remarked on the significant improvement in inclusivity within ICE from the days when almost all of the focus was on chartered engineers. ICE has demonstrated a willingness to change and adapt. It is a membership organization to be proud of. She felt that the Trustee Board is acutely aware of its responsibilities and Trustees wish to promote positive relationships with the Council. She spoke of her role as both a Council member and a Trustee Board member and the need for her to represent views in both directions. TF reflected on an excellent debate and conclusions at the December Council meeting in relation to the ‘In Plain Sight’ report.

DO asked about the transition to a small trustee board. TF said that the fundamental principle was right but there may need to be further improvements – the Commission is the right way to advise on further transition.

DO asked how the role of Council could be strengthened – more than advisory. TF said there was still some forming to be done to ensure that the Council and Trustee board work effectively together. There is a genuine desire on the Council and the trustee board to take things forward.

KB asked if the old structure prevented open debate. TF felt that the new structure seems to have opened up the ability for the council to debate and contribute – there is more freedom having relinquished trustee responsibilities. “There was a marked step change”.

JV asked about ensuring that the expectations of Presidents workload is understood – she felt that the expectation of 3 to 4 days per month is a significant under estimate. TF agreed it should be more, and that it should be clear to prospective candidates.

JV asked if the President should Chair both Trustee Board and Council. TF thought this should be reviewed.

DP asked what is meant by “the Presidency could be bought” in her paper. TF said that we need to avoid a President being elected because of lobbying, either by a special interest group or by voting members supporting a colleague in their firm.

TF said that nominations need to be accompanied with more information so that the Nominations Committee can make better decisions. It should not rely simply on having a personal knowledge of candidates. For her own purposes he had

produced a matrix to compare the skills and experience of candidates with those that were required.

CO asked TF what her ideal trustee structure would look like. TF said it is about representation, not necessarily positive representation. People should be selected on their merit. The membership needs to be more diverse, "in particular geographically as we are an international organisation". TF said that involvement of Graduates with the Trustee Board was a great idea and one way of ensuring diverse views.

JS asked if the VPs should be disconnected from the board. TF thought they should not be disconnected from the board.

JS asked how trustee board members should be elected. TF thought that in the interim via Council. TF would not reject the idea of direct election, although via Council might give a more rigorous and informed election. She also felt the NomCo has a role in matching candidates to required skills and experience.

JS asked should the Trustee board delegate some function to Council. TF thought this could work.

PS was worried that open election to the trustee board could result in a lack of diversity in board makeup. PS wondered how we can still ensure that we get the right skills on the board whilst still ensuring balance.

PS asked if the change of structure away from Council members being a trustee will make it less desirable. TF thought that this could make it even more desirable

PS asked if the Nominations Committee is representative of the members. TF thought it was representative of the Council although the current NomCo is the first to be formed and is in a transitional state.

DO asked about the nomination for the role of President. TF thought that there is a need to elevate the understanding of Civil Engineering within the public, so a higher profile person is helpful, however, we also need them to have a passion for the institution.

One of the observers asked DO about the overall terms of reference of the commission. DO clarified the governance process and the role of the commission.

Another observer asked TF if this sort of discussion should have been held two years ago. TF said that in the past mistakes were made and communication could have been better. TF welcomed the process that is being followed now.

TF welcomed the Commission and emphasised her passion for the Institution.

DO thanked TF for her contribution.

6. Evidence Session 3: Open Session

Past President Quentin Leiper CBE

Quentin Leiper (QL) summarised his paper. He said that trustees are the servants of the members. Throughout its history, ICE trustees have been elected. He gave an analysis of the key principles from the Governance Code for Larger Charities, emphasizing the importance of Leadership, Board Effectiveness (including skills, experience, background which should include Institution background). QL said that agility was never a problem with the former Council – meetings can be held electronically. He was concerned about lack of challenge in the smaller TB arrangement. QL also referred to the need for diversity – a balance across age and grade – and the need for openness in governance. QL said that a key requirement for the President was to have had previous experience of ICE governance. He demonstrated through his own experience the significant time commitment for a President.

DO asked QL if there is a case to have some Presidents who have made a significant contribution to civil engineering (ie widely recognized as civil engineering leaders) as well as those who have had significant experience of the Institution of civil engineers. QL said that they would have to be exceptional.

DO asked about the number of people able to call an SGM. QL said he was making the point about the difficulty for general members to find the required number. QL was happy for technology to be used in voting at the SGM.

JS asked about QL's recommended model for Council. QL said that the smaller Council he had recommended should be open to all members to stand and be elected by the voting members. There is no need for a Nominations Committee.

QL said that he was perfectly happy with a Council membership of 44 (his suggestion of 23 members is a negotiating concession) as this encouraged forceful debate and challenge. QL's concern was that a smaller board with a convoluted selection could result in the challenge process being stifled.

DP asked for clarification on the role of the regional groups. QL said that in his proposed model there would be no Council and that the UK Regional Affairs Committee and International Committee could provide the necessary advice and guidance to the Trustee Board.

JS accepted that ICE is a membership organisation but asked if to provide the right mix of skills the board should be able to be drawn from outside the Institution. QL said that we have the skills within the Institution.

JS asked about the size of the trustee board and the ability to get diversity. QL said he was happy with a larger size.

KB queried if Trustees must only be drawn from ICE members. QL said that they should; however, invited guests should be allowed to attend where they can contribute additional information to the debate.

DO thought that this structure was more like a Council meeting rather than a Trustee governance meeting. QL said he was open minded about trustee meetings being open.

JV asked QL if he was consulted on the duties of a President. QL said that he had not been consulted.

JV asked that if the Trustee Board was deficient in a particular area should they be able to buy in that skill. QL thought that this was perfectly acceptable.

DP asked if a Council of 23 would be large enough to represent the geographical and grade mix of the Institution. QL said that there should be a minimum of three Fellows given their experience of the ICE.

DO asked about QL's thoughts on Vice Presidents and their role on the Trustee Board. QL thought that the concept of being a VP without being a Trustee is appealing as you could have people with different skills sets and a clear focus.

DO thanked QL for his contribution.

7. Evidence Session 4: Open Session

Past President Paul Jowitt CBE, Past Vice President Adrian Coy, Ian Jenkinson and Richard Bayfield

Paul Jowitt (PJ) summarised his paper. He thanked the Commission for the opportunity to give evidence and referred to weaknesses in the process for last year's governance ballot. He said that ICE is the Institution of Civil Engineers – not civil engineering. It is an authoritative body, not a trade association. It must be governed by and for its members – and needs strong engagement with those members. The governance changes will decrease participation and it is vitally important to avoid an 'upstairs downstairs' mentality. He said that management must be separate from governance. PJ said that a key

principle is that the majority of Trustees must be elected by the membership. He referred to his evidence paper which on page 9 proposed a Trustee Board of 12 with a different composition to the current one.

DO asked how you could ensure diversity of skills, experience and background on the Trustee Board without some members being identified by a Nominations Committee. PJ thought that the membership was more likely to make unbiased decisions.

DO said that at present the Council elects three of its own members to sit on the Trustee board and asked PJ what he thought of this. PJ said that he would wish for all Trustee posts are openly elected by voting members of the ICE.

DP asked about the process for nominating VPs, especially those who will become President. PJ said it should be a selection panel of some form, but that there should be a strong representation from Council, avoiding the perception of a shadowy process.

Adrian Coy (AC) made his comments. AC emphasised the need to make the Trustee role and responsibility clear to potential new trustees. As a member of the Council and Executive Board, he did note the difficulties in some other large charities and began to wonder if the former Council was the best structure to undertake trustee responsibilities. He said he could see the sense of moving to a smaller TB with a larger, mainly advisory Council, but he did have concerns about the balance of the Trustee Board. IN particular that the presence of 8 members of the Presidential team outweighs the others.

JV asked about current model of President chairing both Council and Trustee Board. AC said there needs to be a separation.

DO asked about the role of non-succeeding VP's. AC thought that the trustee body needs to be dominated by people with experience of and engagement with members. He felt that non-succeeding VPs can fulfil this role and may grow into future Presidents.

Ian Jenkinson (IJ) presented his views from a local government perspective. IJ pointed out the need to ensure that the right checks and balances are in place. IJ commented that a large group can be tricky to manage.

JS noted that the evidence group are happy with a smaller board but probed on the election / selection of Trustee Board members. IJ suggested this should be through election by the membership. Skills and experience can be acquired through training, mentoring and capacity-building, and by encouraging more members to become trustees. AC added that trustees should be elected not selected. AC that it is a sad indictment if we think there are not the skills within the ICE membership.

Richard Bayfield (RB) pointed out that his submission is predominantly about the risks facing the ICE and his starting point is ICE's professional code.

ICE Code of Professional Conduct - Ethics (from page 1 of the code and page 45 of the bye laws / charter) "The duty upon members of the ICE to behave ethically is, in effect, the duty to behave honourably; in modern words, 'to do the right thing'. At its most basic, it means that members should be truthful and honest in dealings with clients, colleagues, other professionals, and anyone else they come into contact with in the course of their duties. Being a member of the ICE is a badge of probity and good faith, and members should do nothing that in any way could diminish the high standing of the profession. This includes any aspect of a member's personal conduct which could have a negative impact upon the profession. Of particular relevance is the requirement that "being a member of the ICE is a badge of probity and good faith". The use of the word Probity has set a very high standard. It means behaviour which is honest and fair. It is characterised by the word integrity which is the ability to build trust. Honesty implies a refusal to lie or deceive in any way.

DO said that all would endorse the principle of high ethical standards. He clarified the Commission's terms of reference do not include an investigation of last year's governance process.

JS asked if the evidence group feels the Commission is going about the review correctly. PJ is content that the Commission is properly set up. PJ said that all we can ask is that you deal with the process in an open and transparent way, in good faith. PJ asked if the Commission will be visiting the regions. DP and DO explained that the Commission is meeting with the Regional Affairs Committee and International Committee and their members will be encouraged to bring views from their regions / area. DO pointed to member emails and the Commission web page and the Commission's invitation to receive views and submissions from members.

RB reminded the Commission to draw on additional expertise where it is needed.

AC thought it is a well balanced Commission and hopes the Commission has the time to undertake its work.

Simone Bertram left the meeting.

There was a discussion about the relative roles of Council and the Trustee Board, including the suggestion that some ICE Committees and Panels (particularly those that are member facing) should report through the Council rather than direct to the Trustee Board. PS reassured the evidence group that the Commission has the roles and responsibilities of the Council and Trustee Board firmly on the agenda.

PS asked about the best way to engage with the membership and the use of social media. PJ said there is a need to

improve the communications strategy. In relation to voting at the SGM, PJ commented that proxy-voting should be permitted but there is a need to ensure that all have the same level of information.

KB asked IJ about the legal position of the Council removing Trustees. Can this legally be done? IJ thought that his local government example may not be directly applicable to the ICE.

DO opened the meeting up for comments from observers.

One observer commented that the Commission should be starting from first principles.

An observer was concerned that the new structure will make the role of Council less appealing, resulting in a decline in the quality of the membership. DO said that one of the Commission's considerations will be how to strengthen the role of the Council.

PJ summed up that trustees should be directly elected, and that the Council should have teeth.

DO thanked the evidence group for their contributions.

8. Scoping Paper - Key Issues for Consideration at 29th April Meeting

There was a significant discussion and suggestions on Paper 03-06 Scoping the Key Issues. The paper was agreed, subject to a number of additions and some omissions. DO agreed to update the paper in accordance with the Commission's suggestions and to circulate it.

9. Consultation Pack for discussions with ICE Boards and Committees and to go on the web-page

The Commission noted the schedule of meetings with the ICE's main Boards and Committees and noted the members of the Commission who would lead and facilitate the various sessions. The Commission agreed a consultation pack which would be used to encourage discussion at the sessions. The pack would also be uploaded to the Commission web page to inform members who may be submitting comments and views to the Commission, and it will be enclosed with the letters to the ICE's Specialist Knowledge Societies (formerly Associated Societies) seeking their views.

10. Next Steps

The Commission noted that progress is in line with the Indicative Work Plan. It agreed to meet additionally on Tuesday 18 June (10:00 – 16:30).

11. Date of Next Meeting: Monday 29th April 2019. 10:30 - 16:00

(The meeting time has extended by 30 minutes to allow for an additional evidence session)

