

## Presidential Commission into ICE Governance Questions & Answers about the Commission and its Final Report

### 1. What is the Presidential Commission?

In 2018, a ballot of ICE members endorsed new governance arrangements. In parallel, a Special General Meeting passed resolutions which expressed disappointment with ICE's handling of the ballot and called on the ICE Council to formulate new proposals for ICE governance following extensive and effective consultation of the membership.

The Council, in implementing the new arrangements, therefore set up a Presidential Commission into ICE Governance.

The Commission is an advisory body. Its purpose is to review the governance of the Institution to ensure it delivers its Royal Charter objects as effectively as possible, and to make recommendations to the Council and Trustee Board.

### 2. Who is on the Presidential Commission?

The Commission members reflect the diverse nature of the Institution and include a number of external members with strong experience of governance. Its members are:

David Orr (Chair)	ICE President 2007-08
Kris Barnett	CEO, ICE Benevolent Fund
Simone Bertram	Chair, GSNet 2017–18
Richard Fish	Chair, ICE Audit Committee & ICE South West, former Council member
Philip Greenish	formerly CEO, Royal Academy of Engineering
Claire Oliver	ICE Council member
David Porter	member ICE Audit Committee, former Council / Exec Board Member
Paul Sheffield	ICE Senior Vice President
James Stewart	Fellow of ICE, Vice Chair KPMG UK
Prof Jean Venables	ICE President 2008-09

You can find further details about the Commission Members in the Interim Report, Vol 1, Annex B.

### 3. Where can I find the Commission's Terms of Reference?

In the Final Report, Vol 2, Annex A.

#### **4. How did the Commission undertake its work?**

The Commission undertook its work in three stages:

Stage 1: Consult widely on the key principles and issues for the good governance of an Institution like ICE. Receive evidence and submissions from ICE members and stakeholders, hold discussions with the main ICE Boards and Committees, consult the Specialist Knowledge Societies, and review the governance of comparator organisations.

Stage 2: Develop Options for Future ICE Governance. Consider the key issues identified, and evidence gathered, during Stage 1 and look at the options for future governance of the ICE.

Stage 3: Publish, and consult widely on, an Interim Report setting out the emerging positions and options. It will take account of the feedback and finalise its recommendations to the Council and Trustee Board. These will be published in a Final Report in December 2019.

The Commission has now completed its work and has presented its Final Report to the Council and the Trustee Board.

#### **5. Where can I read the Commission's Final Report?**

You can download the Final Report at <https://ice.org.uk/about-ice/who-runs-ice/presidential-commission>.

#### **6. Was the Final Report unanimous?**

Yes, all members of the Commission agreed the Final Report.

#### **7. What are the ICE's governance arrangements?**

These are set out in plain English in the Final Report, Vol 2, Annex C which also explains the previous ICE governance arrangements.

#### **8. Have the changes in the 2018 ballot already been implemented?**

Yes, the changes were implemented on 6 November 2018, following approval in a Member Ballot of July 2018 and a decision by the ICE Council at a special meeting on 4 September 2018. That meeting also accepted the resolutions of the Special General Meeting held on 31 July 2018, which expressed disappointment with ICE's handling of the ballot and called on the Council to formulate new proposals for ICE governance following extensive consultation.

Any changes arising from the Commission's Review will be implemented in 2020, but some may require a ballot of the ICE membership.

#### **9. Did the Commission look into the process of the 2018 Governance ballot?**

No, that is outside the Commission's Terms of Reference. The Commission's role was to review and recommend new proposals for ICE governance following extensive consultation.

## **10. Is the Commission being directed by the Trustee Board and the Council?**

The Commission is operating under Terms of Reference approved by the Trustee Board and Council. However, it is acting independently within those ToRs, and has made its own recommendations to the Trustee Board and Council after extensive consultation within the ICE family.

## **11. What does the Final Report say?**

During its work, the Commission worked hard to communicate and consult widely within the ICE family and beyond. It is extremely grateful to the many members who gave evidence and responded so constructively to the two major consultations.

The Commission looked carefully at the ICE's top-level governance structure from first principles. It arrived at the recommendation of a Trustee Board of 12 members with a larger, mainly advisory Council.

The Commission believes that is the best model to allow trustees to make timely, effective and consistent decisions, taking individual and collective responsibility, with the right balance of skills, and acting in the best interests of the whole organisation. And the 38-strong Council, comprising directly elected members representing the various grades and geographical locations, will be the pinnacle of the Institution's Learning Society by ensuring a breadth of views on key issues facing the profession and the Institution, as well as providing constructive challenge and having various approval functions.

But the makeup of the current Trustee Board is out of balance - with 9 out of 12 trustees nominated, and 8 of them on the Presidential Team. The Commission has addressed this by recommending that a majority of the trustees should be elected. So one of our key findings is that the Trustee Board should comprise:

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

The Commission has also made recommendations about the composition and role of the Nomination Committee, chairing the Trustee Board and Council, roles of the President and Vice-Presidents, strengthening the role of the Council, transparency and engagement and making Special General Meetings more accessible to members.



## **12. What are the next steps?**

The Commission's work is complete, and it has presented its Final Report to the Council and Trustee Board who are now consider our Findings and Recommendations. In the coming weeks we will all hear the outcome of those deliberations.

The Commission hopes that its review and recommendations will help to resolve the differences that arose in 2018, and will allow the Institution to move on and concentrate on its first priority - to foster and promote the art and science of civil engineering.

## **13. Will the Trustee Board and Council have to adopt the Commission's recommendations?**

No, the Commission is an advisory body. Now that it has presented its Final Report, it will be for the Council and Trustee Board to consider the recommendations; and for the Council to advise and the Trustee Board to decide upon any governance changes required as a result. Some changes may be implemented immediately, while others may require a ballot of the voting members to change By-Laws.

