



Governance Handbook

2023-24

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Sections

Section 1

Governance, Management and Leadership 3

Section 2

Trustee Board – and how it runs 20

Section 3

Council – and how it runs 25

Section 4

Staff Organisation 29

Section 5

Annexes 49



Section 1

Governance, Management and Leadership

- Introduction
- The ICE: A Charity and Membership Organisation
- Trusteeship and the Trustee Board
- Council
- The Staff
- ICE Committees



INTRODUCTION

1. This Handbook sets out how the Institution is governed, managed and operates. It is aimed at Trustees and ICE Council and has been designed to provide the information they need in one document. While the Institution's By-laws are the authoritative document, this handbook provides a simple guide, drawing out the key regulations and protocols. The Secretary or, in the Secretary's absence, the Head of Governance, can provide additional guidance, to answer questions about process or procedure, or to act as sounding board for Trustees and Council members.

THE ICE: A CHARITY AND MEMBERSHIP ORGANISATION

2. The ICE is a global organisation with its head office in London. It is a complex (and sometimes complicated) organisation. It relies heavily on the engagement, enthusiasm and professionalism of its members, and particularly benefits from their active participation. Of its 95,000 members, around 46,000 are professionally qualified. The membership consists of a number of grades: Hon FICE, FICE, MICE and AMICE; and members hold a range of professional qualifications: CEng, IEng and EngTech. About 25% of ICE members are non-UK nationals. It is important to remember this because our annual planning cycle, schools engagement programmes, policy and public affairs work, insights and influence and our knowledge creation, can often be UK focused or in some instances seen as London centric.
3. The ICE Group embraces three independent entities: the ICE, Thomas Telford Limited and the ICE Benevolent Fund. The ICE is a registered charity and its charitable object is set out in its [Royal Charter](#) to foster and promote the art and science of civil engineering. It does so mainly by educating, qualifying and regulating civil engineers. So, the Institution is a membership organisation which exists for the public good. Whilst the current Charter remains unchanged, definitions of 'Civil Engineering' have evolved over the years to articulate the concept in contemporary terms and reflect changes in syntax, language, technology, and the profession itself. The definition below was last updated in 2007 by Council but the Trustee Board will be revisiting this definition at their Planning Day in February 2024.

“Civil Engineering is a vital art, working with the great sources of power in nature for the wealth and well-being of the whole of society. Its essential feature is the exercise of imagination to engineer the products and processes, and develop the people needed to create and maintain a sustainable natural and built environment. It requires a broad understanding of scientific principles, a knowledge of materials and the art of analysis and synthesis. It also requires research, team working, leadership and business skills. A civil engineer is one who practises all or part of this art”.

TRUSTEESHIP AND THE TRUSTEE BOARD

Trusteeship – responsibilities and competencies

4. Trusteeship carries a duty of prudence and a duty of care. In carrying out their duties ICE trustees are required to operate in accordance with UK Charity Commissioner guidance, the UK Charities Act 2011, the Charities (Protection and Social Investment) Act 2016 and with the Institution’s professional code. For trustees the most important deduction from the Institution’s Charter is that the ICE operates for the benefit of society. Trustee responsibilities, alongside the competencies that Trustees are required to have, are set out in the [Trustee Board Terms of Reference and Trustee Role Description](#).

Trustee Board Composition

5. The ICE Nomination Committee (NOMCO) oversees the process for selecting trustees. In principle, the trustees should be members of the Institution (of any grade). But in recommending the appointment of trustees, the Nomination Committee ensures that the Trustee Board has the right mix of skills and experience to ensure the effective running of the Institution. The Charity Commission has repeatedly drawn attention to the need for Trustee Boards to have a diverse make-up, with strong financial, legal and ethical understanding. The importance of skills such as, but not exclusively, Human Resources, IT and Management Information Systems, communications and digital are also highlighted.
6. The President chairs the Trustee Board as “the senior presiding member”. The Trustee Board consists of the President and three Vice Presidents. Subject to annual confirmation by Council, the Vice Presidents will each in time succeed to the Presidency. Additionally, the ICE Council elects three Council members to serve as trustees. The membership elects four trustees in an annual ballot. Finally, the Nomination Committee nominates one trustee to ensure the Trustee Board has the full suite of skills it needs.

Attendance at Meetings

7. In accordance with Article 5 of the Royal Charter, the government and control of the Institution, its property and affairs, is vested in the Trustee Board. It meets no fewer than five times a year. Trustees have been elected to govern the Institution on behalf of the members and are therefore expected to prepare for, and attend, meetings of the Trustee Board and to make appropriate contributions. Failure to attend three consecutive Trustee Board meetings will automatically result in the President asking a trustee whether they have the time and commitment for the appointment.

Key Functions

8. The Trustee Board is responsible for the successful operation of the charity. One of its key functions is to set, and oversee the delivery of, the strategic direction for the Institution. Additionally, the trustees are responsible for all elements of financial, legal and regulatory compliance of the ICE wherever it operates around the world. While the Trustee Board is responsible for the effective operation of the Learning Society function, it looks to Council to operate as the “Pinnacle of the Learning Society”.
9. Trustees set direction for the Institution and must also satisfy themselves that the ICE is discharging its responsibilities properly. Getting the balance between the two is a key responsibility for the Trustee Board.
10. To assure themselves that the ICE is discharging its responsibilities properly, the Trustee Board approves annually a delegation framework to the executive, subordinate committees and expert panels and draws on the Audit Committee if concerns arise.

Trustee Declaration Requirements

11. The Trustees are required to prepare true and fair financial statements, in accordance with the applicable financial reporting framework, and are required to maintain a satisfactory system of internal control over the Institution’s transactions. One consequence of this is that trustees need to provide the ICE with details of all parties they are connected with that are considered to be related parties of the Institution and any transactions between ICE and those related parties. In signing the Related Party Transaction Certificate, trustees are declaring they are not disqualified from acting as a Trustee because of Section 178 of the Charities Act 2011.
12. On 1 August 2018 charity automatic disqualification rules changed to include additional disqualification reasons for trustees and some charity senior manager positions (chief executives and finance directors - and those in equivalent roles). These include being in contempt of court, being named under particular anti-terrorism legislation or being on the sex offenders’ register. Trustees, the Director General & Secretary and the Group Finance Director sign a declaration of eligibility and responsibility at the start of each session.
13. The Institution’s By-laws offer individual trustees protection against personal liability. The Institution further indemnifies itself by carrying trustee indemnity insurance cover. Thus, all claims from third parties, except in respect of criminal acts or gross negligence, are fully mitigated. To qualify for Charity Trustee Liability Insurance, trustees must sign an Insurance Criteria Declaration. Disqualification reasons for insurance cover are similar to the rules for trustee disqualification; the additional item to

the declaration of eligibility and responsibility is that Trustees must consent to having their information shared with insurers.

How it can go wrong: oversight and conflicts of interest

14. There is a presumption by the Charity Commission that trustees seek to do the best for their Charity. The Charity Commission does not expect a trustee to be expert in every aspect of the management of the Institution. But the Commission does expect trustees to appoint specialist committees to undertake that business; and to provide adequate supervisory mechanisms to ensure they are operating in accordance with Trustees' direction.
15. Few charities attract attention from commissioners. Of those that do, it is not normally because trustees acted criminally, but because they lost sight of the purpose of the charity, and their responsibility for that charity. The simplest maxim is to remember one's duty of prudence and care, one's responsibility to leave the Charity in a better position than one found it, and of the need to guide and steer the charity rather than manage every minor detail. It is the executive's job to manage the organization in line with the direction set by trustees.
16. Trustees should not be in a position where their personal interests and their duty to the charity conflict. In order that potential conflicts are declared openly, a register of Trustee's interests is maintained and updated annually at the start of each session. This is particularly important and can be overlooked. This has also been extended to Council members, as they are the key advisory body to the Trustee Board.

Further Reading

17. Further guidance can be found in the following Charity Commission guidance documents:
 - [The Essential Trustee: What you need to know, what you need to do](#): What you need to know, what you need to do – this highlights key areas to note in terms of either a legal requirement or of good practice.
 - [Trustee Expenses and Payments](#) - trustees are not entitled to receive any payment out of the charity's funds, other than reasonable and necessary out-of-pocket expenses, such as the cost of travel to attend meetings. There are limited exceptions to this rule. This is explained in more detail in this booklet.
 - [Charity governance, finance and resilience: 15 questions trustees should ask](#): 15 questions trustees should ask – trustees need to be able to identify critical issues - the charity's purposes and plans, its solvency, its resilience and quality of governance - and to be able to review these at regular intervals. These 15 questions help trustees to carry out such a review and decide what they need to focus on.

COUNCIL

18. The Council supports the trustees in ensuring ICE is considered a global centre of excellence championing the role civil engineering plays at the heart of society. While the ICE Council is mainly advisory, it has an essential role to represent the views of the membership to the Trustee Board. Members of Council are elected by the membership and are responsible for annually approving the appointment of the trustees. This ensures that the membership retains control of its Institution. Council also directly appoints three of its members to the Trustee Board, six to the Nominations Committee, and up to three to the Audit Committee.
19. The Council is the pinnacle of the Learning Society and will meet to debate issues of relevance to civil engineering, the Institution and society and to set the agenda for the Institution's learned society activity. The Council also tenders advice to the Trustee Board concerning the conduct of the ICE's affairs generally and on any other matters referred to it by the Trustee Board. ICE members look to the Council to provide the professional lead on the ethical, moral and taxing challenges faced by practising engineers. Council is the place to hold these debates, and in doing so, it should not be afraid to draw on the expertise and insight of those who may be outside our membership.
20. More details on its duties, responsibilities and composition can be found in the [Council Terms of Reference](#)

Meetings

21. The Council meets four times a year in a mixture of virtual and face-to-face events in the ICE's Headquarters in Great George Street. At the face-to-face events, the Council meeting is preceded by morning sessions where the Council looks at the strategic issues facing civil engineers and civil engineering.

2024-2028 ICE PLAN

22. The ICE is a complex and complicated organisation that operates across the world. It is subject to multiple jurisdictions, legislative and regulatory requirements, and tax regimes. The ICE Plan coordinates our activity, and it is based on what we will achieve, rather than what we will be. The Plan can, and should, be read in full (see Annex C).
23. New trustees and Council members bring a whole range of new ideas and experience. Harnessing these to best effect is a core task for both the President and the DG&S. We have found from experience that

it is important new trustees and Council members understand what plans have already been put in place so that they know what the staff have been directed and resourced to achieve, and which direction of travel the volunteers are following. The DG&S will brief new trustees and Council members before their terms start.

THE STAFF

24. Trustee Board and Council are supported by a board of directors led by the Director General and Secretary:

Director General and Secretary	Janet Young
MD Thomas Telford Ltd	Andrea Naylor
Group Finance Director	Calum Mercer
Deputy Director General & Director Membership	Séan Harris
Chief Operating Officer & Director HR	Gary Payne
Chief Information Officer	Vacant
Director Engineering Knowledge	Mark Hansford
Director Communications	Tas Bhanji
Director Policy & Public Affairs	Chris Richards

25. The Trustee Board and Council should work with the staff to determine the important issues and agenda of the organisation. This should be a two-way process – Trustee Board and Council members should develop an understanding of what are seen as the critical issues by the executive and use their knowledge of the views of the membership to inform the executive and focus attention on wider issues. A productive and mutually supportive relationship must be developed between the Trustee Board, Council members and the staff.

ICE COMMITTEES & PANELS

26. The By-laws provide that the Trustee Board may delegate any of its powers to the Council, to other Institution committees, or to the Director General and Secretary of the Institution. These committees and individuals are accountable to the Trustee Board for actions carried out in the name of the Trustee Board and the Institution. Accountability is key: there is little point in delegating any issue unless the body to which that activity is delegated is accountable. In practice most activity is therefore delegated to the Director General and Secretary. Committees are also responsible for ensuring that the Trustee Board has an opportunity for effective input to the evolution and development of Institution policies. Terms of reference for the major committees are approved by the Trustee Board. Committees may comprise members of the Trustee Board, Council, members of the Institution, and lay members – i.e. non-ICE members. The ten principal ICE committees, each (with the exception of the Audit Committee and the Early Careers Network) chaired by a trustee are:

- Audit Committee
- Finance, Assurance and Risk Committee
- Membership Committee
- Learning Society Committee
- International Committee
- UK Regional Affairs Committee (UKRAC)
- Policy and External Affairs Committee
- Communications Committee
- Early Careers Network (ECNet)
- Ethics Committee

The terms of reference for principal committees can be found on the ICE website [here](#). They are also stored in the reading room in Diligent.

27. Each committee develops a plan of work that aligns to the ICE plan, either to oversee the delivery of an element of the plan or to inform future plans and/or to oversee the effective operation of the profession. Committees may seek advice or input from members or lay members who are not on the committee. Committees may establish sub-committees, subject to the approval of the Trustee Board and within the constraints of approved budgets. The Director General and Secretary can authorise the establishment of “Task and Finish” panels or working groups for a specific task.

28. Generally, committee members serve for a three-year term, which may be renewed once. In total members can serve for three terms on a committee, with only two of those terms being consecutive. A Committee member can serve longer than six years consecutively but only if the Committee Chair

makes a case to the Trustee Board as to why no other individual could be appointed. The Trustee Board must then give express agreement to the appointment. The membership of each committee is reviewed annually by its chair in discussion with the appropriate ICE Director, taking into account the Institution's commitment to Fairness, Inclusion and Diversity and in particular to ensuring that the membership of committees is as diverse as possible. In particular, Graduates and Students can gain particular benefit through early experience to senior committees.

29. To ensure that there is a connection between the activities of committees and Council, the membership of major committees includes one or two members of Council. Each year prior to the start of the session members of Council are approached to fill any vacancies; this process is actively managed by the Head of Governance to ensure committees have the right make up of skills and experience. Once these positions have been filled and the new committee members have agreed their individual appointments, the list is submitted to the President for formal approval at the beginning of the new session.
30. The programme of committee meetings for each year is determined early in the preceding session and published in the ICE master calendar. The frequency of meetings of each committee is determined by the chair, taking into account the volume and urgency of business to be transacted.
31. The quorum for all ICE committees is half their formal membership plus one additional member. When no quorum is present five minutes after the meeting is due to commence, the meeting may proceed provided that the absence of a quorum is recorded in the minutes and in any resulting recommendations.

Audit Committee

32. The Audit Committee has an independent role as an overview committee for all aspects of the operation of the ICE Group.

Finance, Assurance and Risk Committee

33. The Finance, Assurance and Risk Committee is responsible to the ICE Trustee Board to provide oversight on the financial security and long-term stability of the ICE Group.

Membership Committee

34. The Membership Committee is responsible to the Trustee Board for the role of the Institution as a qualifying body and for delivering the Qualifications, the professionalism element of the Professionalism & Knowledge and Education & Inspiration strategic strands. The Committee admits, on the Trustee Board's behalf, persons to the Membership Roll at all grades in accordance with the Royal Charter and By-laws as set by the Trustee Board and the membership. It is also responsible for:
- ensuring that the Institution complies with, as appropriate, the registration requirements of the Engineering Council and the Society for the Environment (SocEnv);
 - transfer between grades;
 - reinstating former members where appropriate;
 - providing the policy for, and guidance on, matters pertaining to education and careers advice given to the pre-19 (school student) age group;
35. The Membership Committee deals primarily with policy matters. It has a number of subsidiary panels with specific responsibilities including the Fellowship Panel, Academy Qualifications Panel and the Standards Panel.

Learning Society Committee

36. This committee is responsible to the Council for the stewardship of the Institution's learning society activities and is chaired by the Vice President Learning Society.

International Committee

37. This committee is responsible for overseeing the Institution's representation in the nine international Regions: Europe; South Asia; Middle East; South East Asia; Americas; Africa; Australasia; East Asia and Hong Kong. It recommends ICE's international strategy for approval by the Trustee Board. It ensures effective and consistent support by all ICE functional divisions for the international organisation in country, with a view to providing the full range of ICE support and services to international members and to raising ICE's profile and influence world-wide. Responsibility for the Institution's relationships with sister international professional engineering institutions rests with the Committee, as does responsibility for appointing the voluntary ICE International Representatives.

UK Regional Affairs Committee (UK RAC)

38. This comprises the chairs of all UK ICE Regions, and all UK Regional Council members and is chaired by the Trustee, UK Regions. The Committee is responsible for advising the Trustee Board on the steering of ICE's regional strategy.

Policy and External Affairs Committee

39. The Policy and External Affairs Committee is responsible to the Trustee Board providing strategic direction in matters of government relations and public affairs. The committee focuses on understanding what society needs from infrastructure and the built environment, using the knowledge of ICE members to ascertain potential solutions to that need and developing policy positions in response where applicable.

Communications Committee

40. The Communications Committee is responsible to the Trustee Board for ICE's internal and external communications, press and media.
41. The committee contains various communications specialists from within the industry, who provide direction to the Trustee Board, to feed into the strategic vision for the Institution.

Early Careers Network ECNet

42. ECNet is responsible for mobilising the activities of the graduate and student membership of the ICE, and for expressing the views and comments of Graduate and Student members to the Trustee Board. It is open to the Chair of the ECNet to attend Council meetings as an observer. Two non-Graduate members of Council are selected by the ECNet to act as liaison members for the group.

Ethics Committee

24. The Ethics Committee is Chaired by the Trustee Board member who holds the portfolio for Professional Conduct and Ethics. The Ethics Committee aims to raise members' awareness of ethics within the engineering profession. It is responsible for promoting ethical conduct and recommending ethical policy for approval by the Trustee Board.

Section 2

The Trustee Board – and How it Runs

- Procedure for Trustee Board business
- Frequency of meetings
- Diligent Boards – agenda and papers
- Order of Business
- Format of papers and reports
- Voting
- Records and Minutes
- Reporting of Trustee Board business
- Administration



PROCEDURE FOR TRUSTEE BOARD BUSINESS

Frequency of meetings

1. Trustee Board meetings are held as often as the business of the Institution may require, and no fewer than five times annually. In the 2023/24 session, meetings are planned for:
 - 21 November 2023 (*physical meeting*)
 - 12 - 13 February 2024 – Trustee Board Planning Day (*physical meeting*)
 - 19 March 2024 (*online meeting*)
 - 18 June 2024 (*physical meeting*)
 - 24 September 2024 (*online meeting*)
2. The President may direct that an additional meeting(s) of the Trustee Board should be held to discuss a specific or urgent issue.

Diligent Boards – Agenda and Papers

3. Trustee Board members receive their papers via an app called Diligent Boards. The app facilitates secure and paperless document distribution for committees and boards, and gives members the ability to annotate, highlight or bookmark papers and save any changes made. The app can be downloaded on to any iPad or Windows 8 (or higher) devices free of charge.
4. The agenda and papers for discussion at the Trustee Board meetings will be available to view on Diligent Boards no later than one week before the date of the meeting. No matters other than those detailed in the agenda may be proposed, discussed or voted upon (except as set out for minor/urgent items). Papers and statements may only be tabled for discussion at shorter notice in exceptional circumstances, and subject to the agreement of the President.

Agenda

5. The agenda and the issues to be presented to Trustee Board meetings are decided by the President after advice from the DG&S.
6. With the agreement of the President, any member of the Trustee Board may present an issue or proposal for consideration and debate at a Trustee Board meeting. These generally fall into two categories: substantive items; or minor or urgent items. To ensure that Trustees' issues or proposals are dealt with effectively the following procedures are followed:

Substantive agenda items - substantive items are those requiring detailed research and investigation and not already included in the Trustee Board forward plan. The item should first be discussed in outline with the relevant Vice-President, committee chair or Director to ascertain whether it is already included as an item in the current or future programme. If this does not satisfy the Trustee, an initial draft of a paper should be

discussed with the DG&S to ensure that the relevant Division(s) can comment, input or act, prior to discussion at the Trustee Board. If the Trustee remains concerned, the Chair of the Audit Committee is to be informed and the issue is raised at the Trustee Board. The Trustee should prepare a final draft of the paper and ensure it is sent to the Governance Office not less than 15 days before the Trustee Board meeting at which it is to be discussed.

Minor / urgent items - are usually dealt with as Any Other Business. Notice of any such item must be given to the Director General & Secretary, through the Governance Office, not less than three working days before the meeting.

Order of business

7. The President will normally chair meetings of the Trustee Board. In the event of the President's absence the chair will be taken by the senior Vice President present. Failing this the meeting may elect any member of the Trustee Board to take the chair.

8. The Trustee Board agenda is divided as follows:

Part 1: Items for discussion

Part 2: Items for clearance without discussion

9. Part 2 will include items which are for noting or information; routine items which require formal approval may also be included. Unless any Trustee Board member indicates a wish to discuss any Part 2 items, by giving notice via the Governance Office not less than 72 hours before the meeting, it will be recorded in the minutes that the items have been agreed or noted, as appropriate.

10. Papers and reports from committees or panels are normally presented by the appropriate Trustee or the chair of the committee or panel, or alternatively the appropriate Director. The presenter is deemed to have the authority of that committee or panel to discuss and, if necessary, expand on the proposals and recommendations submitted. The names of the persons responsible for originating and presenting a paper are included at the top of the paper.

Format of papers and reports

11. Trustee Board papers should normally be limited in length to four pages highlighting the issues and the recommended action proposed. The Governance Office has prepared a format for Trustee Board papers to provide guidance for originators. Papers should be marked by the originator with the appropriate classification:

- **Public after end of Meeting**
- **Private - not for Publication**
- **Commercial - in Confidence**

12. Wherever appropriate, papers submitted to committees or panels should be in a similar format to that prescribed for Trustee Board papers. All papers, submissions or recommendations must set out any financial and business risk, equality and diversity, as well as communication implications. Papers or reports will normally recommend specific action required from the Trustee Board. Papers should seek to bring about a decision.

Voting

13. If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Trustee Board. Abstaining from voting should be by exception since this can be tantamount to a vote against. Only Trustees may vote, in the case of equality of votes the Chair has a second or casting vote – as indicated in By-law 53.
14. Where a vote is to be taken in the Trustee Board to propose any change to the Royal Charter the resolution must be passed by not less than two-thirds of the members of the Trustee Board present and voting. This must then be put to a vote of the Corporate Members and thence to the Privy Council.

Records and Minutes

15. Formal minutes of Trustee Board meetings and will record concisely any discussion and highlight the decisions taken and action required. The minutes are not intended to be a verbatim record of the proceedings. Minutes are circulated to Trustee Board members once they have been approved by the Chair. Trustees wishing to question the accuracy or completeness of any minute should contact the Governance Office with their comments as soon as possible after receiving their copy. If no comments are received, the minutes may be taken as read at the next meeting. After approval by the Trustee Board, the minutes are published on the ICE website.

Reporting of Trustee Board Business

16. A summary of Trustee Board meetings will be made available on the ICE website after the meeting.

Travel and Subsistence

17. Trustees are entitled to claim reasonable travel and subsistence for attendance at Trustee Board meetings. Agiito is an online portal used by Trustees to book hotel rooms and journeys to and from meetings. It is very simple to use and saves you the trouble of having to fill in an expense claim for each meeting, as every transaction is sent directly to our Finance Team. The ICE members' travel policy is available in the reading room on Diligent. There is also an expense claim form available if a trustee does not book via Agiito. Members are encouraged to take advantage of any special or discounted fares which may be available. All claims must be supported by receipts and forwarded to the Governance Office for approval.

Section 3

Council – and How it Runs

- Procedure for Council business
- Frequency of meetings
- Diligent Boards – agenda and papers
- Order of Business
- Summary note of key decisions
- Voting
- Administration

PROCEDURE FOR COUNCIL BUSINESS

Frequency of meetings

18. The Council meets four times per year. The 2023/24 session begins with the first Tuesday in November (7 Nov 2023) and the meetings are:

- 12 December 2023 (*in-person meeting*)
- 23 April 2024 (*online meeting*)
- 16 July 2024 (*in-person meeting*)
- 15 October 2024 (*online meeting*)

In addition, at the in-person meetings, there will be Council Strategy Sessions held in the morning where Council members will receive presentations on issues that they have determined are important for the Institution to debate. Last year's sessions included "Carbon Champions", "Learning from COP27", "The Engineer and Ethical Decisions" and "Infrastructure in 2023 Report: a horizon scan for civil engineers".

Diligent Boards – Agenda and Papers

19. The agenda and papers for discussion at Council meetings will be available to view on Diligent Boards no later than one week before the date of the meeting. Papers and statements may only be tabled for discussion at shorter notice in exceptional circumstances, and subject to the agreement of the President.

Agenda

20. The Council agenda is set by the President with advice from the Director General and Secretary and taking note of the views and requests of Council members.

21. The Director General and Secretary, Managing Director of Thomas Telford Limited, and the ICE Directors shall attend all meetings of Council. The Director General and Secretary is to provide a report to Council on the progress of the Institution against the Trustee Board Plan and shall provide secretariat support to Council.

Order of business

22. The President will normally chair meetings of the Council. In the event of the President's absence the chair will be taken by the Deputy Chair of Council, who is elected from Council.

23. The Council Meeting agenda is divided as follows:

- Confirmation of the minutes of the previous meeting
- Matters arising from the minutes

- Matters brought forward by the President
- Matters for discussion / decision
- Any other Business

Papers to note

Papers of interest arising from Trustee Board meetings (e.g. Annual Report & Accounts, Result of Ballots etc.) will be made available on Diligent Boards for Council members to note.

Voting

24. If a formal vote on any matter is required, questions are decided by a majority of all the elected members of the Council 'physically present and eligible to vote'. Observers and other members in attendance are not permitted to vote. In the case of equality of votes the Chair has a second or casting vote.

Meeting notes

25. The meeting notes are circulated to Council members once they have been approved by the Chair. Council members wishing to question the accuracy or completeness of the minutes should contact the Governance Office with their comments as soon as possible after receiving their copy. If no comments are received, they may be taken as read at the next meeting. After approval by the Council, the meeting notes are published on the ICE website.

Guidelines for Regional Council Members

26. It is expected that members of the Council who have been elected as Regional members will maintain a particularly close link between their respective ICE Region and the Council in order to represent the views of the Region on Council.
27. Regional Committees rely on their Regional Council member to:
- Keep them regularly updated on matters discussed by the Trustee Board and Council and report back with the outcome and decisions made.
 - Make representation to Council on the views of the Committee and the membership in their Region.
 - Distribute, as appropriate, agreed Council papers which are of particular interest to the Committee, and in particular those discussion papers requiring a response from the Committee.
 - Advise the Committee when they are due to retire from the Council and that candidates for a replacement Regional member are required to be considered.
28. In order to achieve this, Regional Council members are expected to:
- Attend meetings of their Regional Committee - most Constitutions state that the Regional member is an ex-officio member of the Committee;
 - Attend all meetings of Council and UK Regional Affairs Committee;

Administration

29. Council members should not be in a position where their personal interests and their duty to the charity conflict. In order that potential conflicts are declared openly, a register of interests is maintained and updated annually at the start of each session. The Chair will also ask for any declarations of interest at the beginning of meetings. This is particularly important and can be overlooked.

30. Travelling and Subsistence: Members are entitled to claim reasonable travel and subsistence for attendance at Council meetings. Agiito is an online portal used by Council Members to book hotel rooms and journeys to and from meetings. It is very simple to use and saves you the trouble of having to fill in an expense claim for each meeting, as every transaction is sent directly to our Finance Team. The ICE members' travel policy is available in the reading room on Diligent. There is also an expense claim form available if a trustee does not book via Agiito. Members are encouraged to take advantage of any special or discounted fares which may be available. All claims must be supported by receipts and forwarded to the Governance Office for approval.

31. The following may attend Council meetings as observers if they are not otherwise Council members:
 - Chair, Early Careers Network (ECNet)
 - Chair, Thomas Telford Ltd
 - Any ICE professionally qualified member, under prior arrangement with the Governance Office and subject to available space.

Section 4

Staff Organisation –

- Office of the Director General (ODG)
- Managing Director Thomas Telford Ltd.
- Group Finance Director
- Director Membership
- Director Engineering Knowledge
- Director Policy & External Affairs
- Director Communications
- Chief Information Officer
- Director of Human Resources
- ICE Benevolent Fund

Office of the Director General (ODG)

The Director General and Secretary (DG&S)

1. The Director General and Secretary leads and manages the ICE staff. The DG&S, through the directors, directs their activities. The DG&S is recommended by the ICE Nomination Committee and appointed by the Trustee Board. The DG&S is the Secretary of the Institution in accordance with By-laws 65 and 66. The duties of the DG&S as Secretary are defined in the By-laws, and as periodically directed by the Trustee Board. The DG&S is responsible for assisting and supporting the President and the Trustee Board in maintaining and enhancing the standing of civil engineering, civil engineering professionals and the ICE.
2. The DG&S is responsible for implementing a creative and dynamic strategy for the Institution and formulating business plans for each sector or division and driving change while remaining sensitive to the democratic nature of the organisation, its heritage and its elected Trustee Board and Council.
3. The DG&S is responsible for the appointment and management of the ICE staff and ensuring the most effective staff structure.
4. As the senior permanent staff member, the DG&S represents the ICE on a day-to-day basis. One of the prime responsibilities of the post is presenting the external profile of the Institution to the general public, Government, and other engineering institutions.
5. The DG&S, together with the directors and staff, maintains a close working relationship on key issues with ICE members, in particular the President, Vice Presidents and members of the Trustee Board and Council.

The Governance Office

6. The Governance Office is the main point of contact between the members of the Trustee Board and Council, past and present, and ICE. The Office provides the secretariat for the Trustee Board and Council. It is responsible for the preparation of the agenda, the co-ordination and quality assurance of papers for presentation, the taking and publication of the minutes, and for promulgating the decisions of the Trustee Board and initiating, and progressing actions following meetings.

Trustee Board and Council Elections: The Governance Office is responsible for managing the election of Vice Presidents and Council members. In November each year, the office circulates letters from the President to all current Trustee Board members, Council members, Past Presidents, Regional Directors and Regional Chairmen, plus an article on the website, inviting nominations for Vice Presidents and candidates for election to Council. The office manages the ballot for the election in conjunction with Civica Election Services.

Subscription ballot: The Governance Office conducts a ballot of the membership when required in accordance with By-law 14, on the rates of subscription to be charged for the following year.

Royal Charter and By-laws: Any action to amend the Royal Charter and By-laws requires approval by the Corporate Members. A two-thirds majority is required to approve any amendment. The Governance Office keeps the Charter and By-laws continually under review and progresses any proposed amendments for approval by the Trustee Board before the ballot, and subsequent processing through the Privy Council for agreement.

Honours and Awards: Nominations for Queen's Birthday and New Year Honours, and applications for Fellowship of the Royal Academy of Engineering are sought, coordinated and processed.

Honorary Fellowship: In accordance with Admission, Qualification & Training Regulations 10 and 11, the Trustee Board from time to time appoints Honorary Fellows of the Institution. All nominations for the award of Honorary Fellowship are considered by the Trustee Board before submission for election.

Annual General and Special General Meetings: The Governance Office is responsible for the arrangements for the Annual General Meeting and any Special General Meetings.

Master Calendar - The Governance Office maintains the ICE master calendar and organises the forward planning of dates for Council and Trustee Board meetings. It is responsible for the publication of the annual Calendar and Committees booklet and the Governance Handbook.

Managing Director Thomas Telford Limited

1. The commercial activities of the Institution of Civil Engineers are organised under one company, **Thomas Telford Ltd (TTL)**.
2. TTL is wholly owned by the Institution of Civil Engineers and has its own Board of Directors. The Managing Director is responsible to the Director General and Secretary. TTL is incorporated under the Companies Acts. All the shares in the company are held by the Institution, and the voting rights are normally exercised by the President. All profits are covenanted to the Institution. The Group Finance Director is the Company Secretary.
3. TTL is governed by a Board. The Board comprises of 8-15 directors:
 - Non-Executive (4-11, currently 7)*
 - Chair
 - Other directors (2-9, currently 5)
 - Executive (currently 4)*
 - Deputy Chair: Director General & Secretary
 - Managing Director, TTL
 - Director, One Great George Street
 - ICE Group Finance Director
4. TTL currently operates in four business areas:

- NEC
- ICERecruit.com
- ICE Training
- One Great George Street (OGGS)

NEC

5. The NEC business unit works with subject matter experts to develop and publish the NEC suite of contracts. The contracts are available in digital and paper form.
6. The company provides authoritative products and services to support the users of the contracts, embracing publications, training, seminars, roadshows, consultancy and the NEC User Group which provides extensive on-line and in-person support services.
7. The staff team is based in the UK and Hong Kong and its network of subject matter experts is based across the globe.

ICERecruit.com

8. ICERecruit.com operates a job board connecting employers and candidates in the construction sector in the UK and around the world.

ICE training

9. ICE Training provides tutor-led online short courses and e-learning for construction professionals. Courses are developed and presented by expert practitioners.

One Great George Street

10. The One Great George Street Conference Centre is an award-winning venue. The venue can support a wide range of events, with state-of-the-art audio-visual equipment in addition to more traditional face-to-face meetings and events. The building is also hired out for weddings and for filming.
11. Members can access the Member's Resource Hub and book meeting rooms. There is a fully serviced Business Centre on the second floor, in the upper library, for members. Desks may be reserved by calling Reception on 020 7665 2020.
12. The present ICE building was erected during the years 1910-1913 on the site of 1-7 Great George Street. The building was designed by James Miller, ARSA, and the foundation stone was laid on 25 October 1910 by the President, Sir James Charles Inglis.

Group Finance Director

1. The Group Finance Director is responsible for business planning, the annual budget and twice-yearly reforecast process, monitoring and overall control of income and expenditure, taxation, pension scheme and insurance. They oversee all issues regarding charitable status, liaison with auditors, and review contracts and agreements with third parties. The Group Finance Director is responsible for ensuring compliance with all filing requirements for Thomas Telford Limited at Companies House. The Group Finance Director is responsible for the application of consistent accounting practices, control standards, procedures and systems throughout the Group.

Group Finance

2. Financial Accounting – the Group Financial Director leads the team that maintains ICE’s accounting records and produces the annual accounts for the ICE Group which comprises the ICE and its subsidiaries, the most significant of which is Thomas Telford Limited. They also manage the Group Insurance programme including claims. The team deals with UK and overseas tax including Gift Aid and VAT matters, defined benefit pension scheme valuation accounting, investments, treasury and cash management, commercial billing and credit control, and payments to suppliers, members and staff. The team looks after payroll payments in the UK and Hong Kong ensuring compliance with payroll tax legislation in each location including P11d and PAYE settlement agreements (PSA). The team also advises and provides agreed accountancy services for the Specialist Knowledge Societies and various other organisations with which the Institution has a working relationship.
3. Management Accounting – the Head of Financial Planning & Analysis leads the team responsible for production of ICE’s budgets & forecasts, Five Year Financial Plan, monthly financial reports, planning & modelling, as well as intra-group accounting. The Head of Financial Planning & Analysis deals with the Valuations office in terms of the rates assessment on the London premises.
4. Fundraising – the Group Finance Director is responsible for dealing with legacies and donations and, should any fundraising activity be undertaken, will ensure that activity is in line with the relevant regulations and best practice.

Programme Office

5. The Head of Programme Management oversees the progress and performance of the approved projects identified within the three-year business plan. The team provide internal consultancy support which can be supplemented as required through third parties to ensure the project teams delivering the approved projects are properly researched, approved and resourced.

Director Membership

1. The Institution of Civil Engineers is a learned society and qualifying body; Membership Division delivers the professional qualifications strand. In so doing, the Division seeks to improve lives by ensuring that the world has the engineering capacity and infrastructure systems it needs, to allow our planet and those who live on it to thrive. The Division's part in delivering the ICE Plan, is focused on furthering the profession of civil engineering; ensuring that infrastructure is delivered in the most efficient and balanced fashion and that our work makes the world a safer, fairer and more sustainable place.
2. The Membership Division delivers the Education and Inspiration, Professionalism and Qualifications strands of ICE's strategy. Additionally, it focuses on the recruitment of new members and retention of existing members both in the UK and internationally. Director Membership oversees the control and management of the Membership Division.
3. The Membership Division comprises the following departments: ICE Regions, Membership Recruitment, Education and Inspiration (including membership engagement), Qualifications, Professional Services and Membership Marketing.
4. The Membership Division is responsible for delivering the role of the Institution as a qualifying body. The Division establishes and manages standards of engineering education, knowledge, practical training, and professional qualifications and Continuing Professional Development. It is responsible for setting and implementing the regulations and procedures governing academic standards, qualifications, and procedures for admission to, and transfers between the different grades of membership of ICE, and for maintaining the Membership Roll.
5. This includes responsibility for the Institution's relationship with the Engineering Council, the Society for the Environment, the Construction Industry Council and with other external bodies on education and training matters; and with the Qualifications and Curriculum Authority and Scottish Qualifications Authority on matters affecting National and Scottish Vocational Qualifications.

ICE Regions

6. Support for existing members and delivery of the ICE strategy and plan is provided through Regional Support Teams (RST). Each RST, headed by a regional director and supported by administration staff, is responsible for delivering insights and influence in their respective region as well as networking opportunities and administrative support to regional committees and members. Director ICE Regions provides support to the UK Regional Affairs Committee (UKRAC) and the International Committee. Furthermore, the ICE Strategy and Plan is delivered through both UK and internationally based staff and by working with the volunteer ICE Representatives, of which there are currently 95. Due to the size of ICE membership in Hong Kong SAR, the Institution also supports members there through the provision of a Regional Director (RD), Regional Support Team (RST). The Institution also has an RD,

RST office in Dubai and a regional office in Malaysia. ICE interests in Australasia are met through a singleton ICE regional executive.

Membership Recruitment

7. The Membership Recruitment Team (MRT) concentrates on the recruitment of all grades of new members, supporting/mentoring existing members, and activities relating to this up to and including the point of their professional qualification. The MRT also manages the academic, corporate and apprenticeship partnerships. The MRT is essential in managing the ICE-employer relationships, in support of our Engineering Council requirements which includes the recruitment, training and validation of both Supervising (and Delegated) Civil Engineers, approval of ICE Approved Employers and monitoring and validation of all those undertaking approved initial professional development MRT also operate internationally in concert with ICE Regions, with MDOs based in Hong Kong and Dubai, and representatives covering recruitment activity in Malaysia and Australasia, in addition to a team of Managers whose areas cover both UK and international. Increasingly, the MRT will be promoting the new Chartered Infrastructure Engineer qualification, both to employers and those bodies aligned to the built environment.

Education and Inspiration

8. The Education and Inspiration department is the HQ lead across both the UK and internationally. The department identifies, develops, plans and resources those events which the ICE membership engages with; this includes the schools' visit programme. The department also advises on policy for and guidance on matters pertaining to education, develops and implements the Institution's Pre-19 Strategy, and provides careers advice to the Pre-19 (school student) age group. Education and Inspiration also manage the QUEST scholarship scheme for undergraduates, the longest running award scheme in ICE. A subset of this department is *Member Engagement*, which is responsible for attracting ICE volunteers, inducting them, and ensuring that the volunteer experience is a positive one. Increasingly, member engagement also identifies volunteers to fill niche functional capabilities and facilitate EDI balance across the Institution.

Equality, Diversity and Inclusion

9. The Vice President Membership and Diversity has responsibility for overseeing the development, and implementation of the Institution's Fairness Inclusion and Respect Action Plan for activities across all areas of the Institution. The Membership Division provides secretariat support to the Fairness Inclusion and Respect Committee.

Qualifications

10. The Qualifications department is responsible for developing clear and effective standards, policies and procedures for admitting persons to the Membership Roll. The department provides administrative support for those Institution awards that recognise individual excellence *en route* to and following

professional qualification. The department delivers professional reviews across the world through the ICE reviewer cohort. Through the Professional Services team it engages with standards, policies, and procedures for raising the overall standard of civil engineers' knowledge and professionalism; it focuses on activities following professional qualification. It is also responsible for the monitoring of members' CPD records in line with the Engineering Council policy. An annual random sampling process has been developed for reviewing professionally qualified members' CPD records. Finally, ICE Subscriptions sits within this department.

ICE Subscriptions

11. The Subscriptions team is responsible for the collection of membership subscriptions, voluntary donations, and members' subscriptions to journals. The membership records held by the team are the source from which the ICE List of Members is produced, together with address information for use in the dispatch of *New Civil Engineer*, other magazines and journals, ballot papers, and regional papers.
12. The Subscriptions team also maintains the membership and subscription records of the various Specialist Knowledge Societies and is responsible for the related billing and collection functions. The Department corresponds with members on matters relating to changes of address, deaths, erasures, resignations, retirements, reinstatements, remission and reduction of subscriptions, and is the conduit of the pre- and post-lapsing telephone campaigns. The Department also liaises with the Engineering Council (EC) on registration fees matters

Professional Services

13. Professional Services supports members' ongoing Professionalism once they are Professionally Qualified by providing standards, policies and products for raising the overall standard of civil engineers' knowledge, skills and professionalism. Professional services provide products in specialist and regulated areas through ICE registers including the statutory Dams and Reservoirs Panel as well as general professionalism to the wider membership through learning and development policy to meet member CPD needs.
14. The department manages the specialist registers, which in turn reflect the direction of the Professionalism Panel. As the panel prescribes certain areas for annual reflection/study, the department articulates the learning and development product required to support the membership. Once captured and articulated, the department acts as client with both Engineering Knowledge division and Thomas Telford Limited providing appropriate products.
15. As part of the new Building Safety Act 2022, the 'BSA' requires all existing and newly occupied higher-risk buildings (legal definition) to be registered with the Building Safety Regulator (BSR) if and before they become occupied. Professional Services are responsible for the creation of the Higher Risk Buildings register which covers those engineers working on buildings of seven storeys or at 18m or above.

Membership Marketing

16. The Membership Marketing department provides support to all departments within Membership Division; it develops appropriate messaging, value propositions, campaigns, and promotional material. It also acts as the interface with wider-Group marketing. The marketing department is a force multiplier and often leads on protracted campaigns aimed at recruiting, retention and assurance.

Directorate

17. The Directorate provides leadership which in turn empowers staff to operate in a blame-free, safe environment; it also ensures cross-divisional cohesion. The administrative function ensures the passage of information, maintenance of the Key Issues Register, maintenance of EDI balances across panels and committees and divisional returns to the ODG. Separately, the Directorate also delivers the President's Future Leaders programme, Certificate Presentation Ceremonies, President's Reception, ICE Rewards Scheme and the Talent Management Pipeline.

Director Engineering Knowledge

1. The Institution was founded as a learned society and the grant of its Royal Charter and its status as a registered charity derive from this. The Engineering Knowledge Division fulfils this learning society function and is the knowledge base of the ICE Group. The Division draws on learning from across the world to build a body of relevant, reliable knowledge created through experience, analysis, insight and science to enhance the technical competence and understanding of our members so that they can, in turn, identify and shape the engineering solutions needed to solve the challenges we face.
2. The Division supports all ICE's knowledge networks, specialist panels and Specialist Knowledge Societies. The Division produces festivals, conferences, digital events, podcasts, Tech Talks, learning content, prestige lectures and dinners, round tables, awards, best practice guides, standards documents, briefing sheets, newsletters, a leadership programme and ~~the~~ runs the ICE's library services. It is also responsible for the dispute resolution and avoidance service, ~~and the~~ ICE's independent expert advisory panel service and the research and development enabling fund. It also owns the relationship with Structural Safety Ltd, a 50/50 joint venture with the Institution of Structural Engineers that runs the voluntary reporting scheme CROSS.
3. The Division provides secretariat for a number of knowledge and industry change focused organizations within the UK and around the world. This includes the World Federation of Engineering Organizations, the Commonwealth Engineers Council and the International Coalition for Sustainable Infrastructure and the Infrastructure Client Group. The Division maintains knowledge sharing memorandums of understanding with a number of other professional engineering institutions both

in the UK and around the world including the Institute of Water and the American Society of Civil Engineers.

4. The Division is responsible for delivery of a number of key ICE programmes including the Brunel International Lecture Series and the annual State of the Nation report.

Divisional Structure and Governance

5. The Division's principal committee is the Learning Society Committee (LSC), which reports to Council and has delegated authority to direct & audit ICE's learning society/knowledge transfer activities. LSC is chaired by the Trustee for Learning Society and co-chaired by the deputy chair of Council.
6. Specific divisional activities also report to ICE Awards committee (ICE Engineering Awards); International Committee (Brunel Lecture Series) and have oversight from Membership Committee (CPD Knowledge Hub).
7. The LSC oversees seven Community Advisory Boards (CABs) which act as sponsors of the majority of member-led knowledge activity. The CABs themselves are each supported by knowledge networks which are open and inclusive member networks focusing on special interest areas.
8. The Engineering Knowledge division has three principal teams:
 - a. A Knowledge Networks team that co-ordinates and supports the activities of CABs, Knowledge Networks, Specialist Knowledge Societies, the Infrastructure Client Group, the International Coalition for Sustainable Infrastructure and other key supranational engineering bodies, the Decarbonising Concrete Taskforce, the ICE's Dispute Resolution Panel (and Service) and ICE's Independent Advisory Panels.
 - b. A Knowledge Content team that creates and curates all ICE knowledge content including CPD/learning content, best practice/case study/guidance and insight/thought leadership. This includes ICE's annual flagship State of the Nation report. The knowledge content team also maintains the ICE library as the world's largest engineering resource.
 - c. A Knowledge Events & Engagement team that disseminates both member-generated content through the knowledge networks and ICE-generated content through the knowledge content team to ICE and wider audiences through the website, social media and events.
The Director of Engineering Knowledge also maintains a small project management resource to drive and deliver key projects/programmes and monitor progress across all group activities and report upwards to the Group Project Management Office.

Team priorities

Knowledge networks

9. Increase active ICE member engagement in Learning Society knowledge network activity as key enabler in ICE becoming a global beacon of excellence in ICE Plan's key thematic areas, with a focus on the carbon community as a pathfinder.
10. Support UK Government, ICG and global infrastructure sector more broadly in driving decarbonisation through widespread adoption of PAS2080 as the global standard for managing infrastructure carbon, supporting clients in ambitious target-setting.
11. Own and drive delivery of the Low Carbon Concrete Routemap through a pan-industry Decarbonising Concrete Taskforce; working with ICG to secure funding that brings forward 2030 targets to 2027.
12. Build key ICG networks including the Project 13 Network to actively support key industry initiatives.
13. Supporting ICE's Special Knowledge Societies, in particular with transition to digital delivery of events.
14. Build International Coalition for Sustainable Infrastructure network as a multi-faceted programme of high-impact resilience activities by activating a worldwide pool of engineers to leverage ICSI-related activities.
15. Develop professional services network so that ICE is the go-to place for independent expertise by supporting Dispute Resolution Panel and Independent Advisory Boards with a view to growing membership.
16. Develop an ICE Innovation network with R&D Enabling Fund as heart of industry R&D effort on core activities by supporting R&D Enabling Fund committee in reviewing strategy and producing new plan.
17. Supporting ICE Awards committee, including establishing new plan for driving up engagement.

Knowledge content

18. Enable ICE members to assure their competence through provision and engagement with multi-format, digitally delivered CPD product aligned to CPD framework; provide access to product to partner PEIs globally to support capacity building.
19. Upskill ICE membership and other infrastructure & built environment professionals around carbon & climate literacy as a first priority area.
20. Upskill ICE membership and other infrastructure & built environment professionals around productivity/eliminating error as a second priority area.

21. Develop a career pathway for leaders of complex infrastructure projects, in direct support of UK government's Transforming Infrastructure Performance Routemap.
22. Develop State of the Nation as ICE's flagship thought leadership brand into a globally recognised piece of thought leadership on ICE's core themes.
23. Deliver three further major insight reports addressing key thematic issues, with recommendations endorsed and accepted by key stakeholders; at least one to be globally focused.
25. Develop a lessons learned database with a focus on risk of failure in the highways and rail sectors.

Events and Engagement

26. Convene events of global prestige focused on key thematic areas of climate action and productivity; in 2023 by delivering Breakwaters, TIP Live #3 and TIP Live #4, and IFME Global Congress.

Ethics

27. The Division is responsible for raising awareness amongst members of the Rules of Professional Conduct and of broader ethical issues affecting the profession. The Division is also the interface with the International Ethics Standards Coalition and the Royal Academy of Engineering Concordat for Diversity and Inclusion.
28. The Ethics Committee is Chaired by the Trustee Board member who holds the portfolio for Professional Conduct and Ethics. The Ethics Committee aims to raise members' awareness of ethics within the engineering profession. It is responsible for promoting ethical conduct and recommending ethical policy for approval by the Trustee Board.

Director Policy and External Affairs

1. ICE's policy and insight activities focus on engaging with politicians and those around them to inform them on how they could make better *strategic decisions* on infrastructure to achieve better outcomes for the public. In doing this we directly fulfil the ICE's Charter and the ICE's vision of ensuring the world has the infrastructure systems and engineering capacity it needs to ensure our planet and those who live on it can thrive.
2. This is about public benefit, not commercial gain for ICE or others. We focus on improving the chances of the public getting the infrastructure they need to thrive and lead sustainable lives.

How we influence

3. Many decisions occur before the delivery stage that impacts the ‘what’ and ‘how’ of infrastructure interventions (no build, new, maintenance, retrofit, renewal, upgrade and disposal). We engage with policy and decision-makers to ensure the final iteration of proposed infrastructure interventions meets ICE’s ambition of an infrastructure system used to its maximum effect to deliver sustainable outcomes.
4. Our USP of independence and impartiality, expert knowledge and social purpose is valuable for policy and decision-makers who are often bombarded with many answers, based on many motives, to questions they needed to answer yesterday. We get them the answers by engaging to understand the outcomes being sought, looking long-term at the pathway to getting to that outcome and creating and sustaining a dialogue on the prudent policy interventions to make and the pros and cons of different approaches.
5. Specifically, we support in four ways:
 - We sense check ideas (**assure**): Through our regular Presidential Roundtables and workshops with civil servants, we connect those who make policy decisions with those with insight on the impact of those decisions; our Fellows, infrastructure professionals and the wider industry and other policy advice organisations.
 - We set out what to do next to evolve policy in a particular area (**advise**): Through our Green Paper policy research programmes (consultations on our proposals for policy change) and our Next Steps policy thought leadership programmes (debate and discussion to understand a policy problem better so that politicians can take the ‘next step’).
 - We provide a tap into the ‘corporate memory’ of the infrastructure policymaking world (**remind**). Through APPGI events (including industry briefings), Presidential Roundtables, ICE’s Infrastructure Blog, direct Ministerial, and other senior briefings.
 - We encourage staying the course where things are working (**reinforce**): Through direct Ministerial and other senior briefings and securing opportunities for ICE experts to speak to infrastructure policy audiences.

Core activities

6. We **monitor and engage** across the political environment to build and grow an ‘in the know’ network so that we can identify or derive the right questions that need to be answered or that we feel should be answered.
7. We **cultivate and curate** an expert policy knowledgebase of people and insight that allows us to answer those questions using ICE Policy Fellows and Green Paper programmes to drive input from civil engineers and infrastructure professionals.

8. The Policy Fellows network is growing and will be crucial for broadening ICE's policy insight and influencing reach in ICE non-UK countries of interest.
9. Green Paper research programmes are used to secure member, network and regional input into policy work through consultations and interviews.
10. We **take part in, contribute to, and lead infrastructure policy debates** through a mix of speaking, attending and contributing to external events and workshops, writing blogs and other articles and holding public debates to get across ICE's insight and recommendations to policy-focused audiences to inform opinion.
11. ICE experts are regularly placed to speak at policy-focused events and conferences, before Select Committees and on government workshops. By default, we provide an analysis of the implications of policy decisions for all major announcements on the [ICE Infrastructure Blog](#).
12. 'Next Steps Programmes' explore the key issues holding back progress in particular areas of infrastructure policy. These feature a series of guest articles, a briefing paper and a public debate.
13. We **transfer insight and answers to policy and decision-makers** through a mix of written and face-to-face briefings, ICE roundtables and workshops, policy and insight papers and consultation responses.
14. We brief Parliamentarians regularly on issues before the House, respond to consultations where ICE contribution would make a difference, and work with policymakers to host workshops to give access to member expertise.
15. Our events are crucial to how we transfer insights and influence. We host a monthly Presidential Roundtable that provides policymakers with access to ICE's network. We also provide the secretariat to the cross-party All-Party Parliamentary Group on Infrastructure.

International

16. Following Trustee direction, 2022 saw the start of a more conscious international tilt for ICE's policy insight and influencing programme; the focus is on establishing a foothold in target countries (drawn from ICE's countries of interest) by extending our core activities and programmes internationally.
17. We are recruiting Policy Fellows outside the UK, broadening international contributions to Presidential Roundtables and other events, running international Green Paper research programmes, renewing the Enabling Better Infrastructure programme, and providing more commentary on policy developments in countries of interest. This is all to increase the recognition of ICE and the contribution we can make to policy debates around the world.

ICE relationships

18. The team works closely with the Communications Division to get our messages distributed to a wider audience and through ICE channels.
19. Given the high-profile nature of our outputs the team also has a close working relationship with the Director General and Presidential teams to ensure our credibility with senior stakeholders remains strong.
20. The team is responsible for managing the Policy and External Affairs Committee which reports to the Trustee Board. The Policy and External Affairs Committee has representation from ICE Council, the Learning Society Committee, UK Regional Affairs Committee, the Early Careers Network, the Communications Committee, and the President's Future Leaders Alumni.
21. As the sole conduit for all ICE engagement with national level policy makers, the team supports other divisions with political engagement as required.
22. The team supports ICE's UK regions with advice and content to enable them to deliver insights and influence to devolved policy and decision makers.

Director Communications

1. The Communications Directorate comprises the press and media, member communications, digital content, social media, website and internal communications functions.
2. The various functions exist to ensure that ICE communicates the work it is doing to achieve its business plan objectives. It works with a variety of stakeholders across several channels to increase ICE's influence and share of voice to audiences including press and media, politicians and other decision-makers, the general public, parents and educators, and ICE members.
3. The team supports the rest of the ICE Group, with a named point of contact being responsible as a business partner for the Membership, Engineering Knowledge and Policy and Public Affairs Divisions. The business partners collaborate with the rest of the communications team in order that the Institution can benefit from a full suite of communications activity that reflects a contemporary communications landscape. It proactively monitors the press and media for opportunities, offering media-trained experts from within the membership to ensure ICE and the wider profession are represented on issues of societal significance.
4. The communications team have embarked on a website re-refresh project that will over the course of the next couple of years deliver a more modern website that reflects the purpose of the ICE and

provides members and other audiences with a much smoother user journey and greater access to information that is relevant for them.

5. As well as engaging with these stakeholders, the team advises and supports the Director General, DG Board and Presidential team in their external engagement and communications activities. This includes producing Trustee and Council communications packs to be used to guide face-to-face communication between the governance bodies and general membership and running ballot communications campaigns on behalf of Trustees.
6. The Internal Communications function works with HR to ensure that staff are aware of ICE's strategy and objectives, using a number of internal channels including the intranet, breakfast briefings and all staff events. The Internal Comms team also distributes day-to-day staff announcements from the DG and Director group, MIS division and HR / Support division.
7. The Communications Directorate manages four committees – the NCE Advisory Board, NCE Supervisory Board and the Communications Committee and the Emerald Publications Board.
8. The NCE Editorial Advisory Board meets 4 times per year chaired by a nominated Trustee. The board consists of representatives of the NCE editorial team, senior members, and ICE employees from the Communications Division. The Board works with the editorial team to establish the magazine's editorial strategy and to monitor its success in meeting members' needs.
9. The NCE Supervisory Board meets twice per year (or more frequently as necessary), is chaired by the DG and a senior representative of EMAP on a rotating basis. The board consists of senior representatives of both EMAP and ICE. The board's remit is to monitor the performance of the NCE contract and ensure that a robust editorial plan is in place.
10. The Communications Committee is chaired by the Trustee with responsibility for communications and acts as an advisory board on all communications activity across the institution. Meeting quarterly, it offers member-oversight of key communications activity and channels, offering advice and feedback on how the communications division is achieving its goals of increasing member engagement, increasing media share of voice.
11. The Emerald Publications Board is currently being established and is due to meet 2-4 times a year. It is currently chaired by the TTL MD and comprises of senior members from Emerald the TTL MD and senior member of the ICE communications team.

Group Chief Information Officer

MIS

1. Management Information Systems (MIS) is the division responsible for understanding the needs around, developing, procuring, and running the various technology systems and services used by the organisation's members and staff.
2. The division is formed of three teams: The ICT (Information Communication Technology) team who provide hardware, network, security, and core services such as email and Office and Teams. The Business Systems team manages critical systems and processes such as the MEMSYS/Connect member database and annual subscription renewals. The Development team design and build the range of ICE Group websites and integrations.
3. The MIS division also covers ICE group matters in relation to data protection and GDPR compliance. The Group Head of MIS is the ICE Group's Data Protection Officer and is supported by two deputies, all three of whom are appropriately GDPR qualified.
4. Each team reports to the Group Head of MIS who is responsible for day-to-day operations, who in turn reports to the Group Chief Information Officer, who is responsible for strategy and represents the division at senior leadership team level. MIS do not have a directly assigned partner Trustee, however they do regularly report into the FARC, Trustees and Council in relation to technology assurance, service quality and innovation.
5. Governance of technology procurement, systems architecture, change management and support provision is overseen by the TOG (Technology Oversight Group) which has members from MIS, TTL and the PMO.
6. Key metrics for the division relate to customer service for which they capture feedback per support ticket raised and also run a twice yearly all staff survey.
7. An evolving aspect of the MIS division is to become more proactive in engaging with the business pan Group to identify opportunities and develop long term product roadmaps, rather than reacting to individual requests submitted.
8. MIS are defining and delivering against a 2024-28 Technology & Digital Strategy, in support of the ICE Plan, which has five objectives:
 - a. Make internal systems and processes as efficient as possible
 - b. Make the online experience as engaging and consistent as possible
 - c. Maximise the value of our collective Group data
 - d. Minimise the risk to availability and supportability
 - e. Ensure our people have the knowledge and confidence to get the best from their tools.

Chief Operating Officer

Human Resources

9. The ICE Group HR supports and enables the Institution in achieving its vision and ambitions through an effective people strategy encompassing recruitment, performance management, development, and reward. This, together with guidance through times of restructuring and change, when employees and managers need tailored levels of attention and support, helps create and maintain engaged teams to best serve the needs of the Group.
10. The ICE Group HR review policies and processes on a regular and / or ongoing basis, ensuring legal compliance and good practice. The HR team also provide an efficient and effective personnel administration service to all employees.
11. The HR team plays a key role in promoting and embedding the Group's professional culture and values. Employee experience and engagement is regularly monitored through internal surveys and feedback mechanisms both during employment and prior to individuals leaving the organisation. The team facilitates a positive organisational climate and builds employee engagement and productivity. This maintains and protects the enviable reputations of the Institution of Civil Engineers, Thomas Telford Ltd and the ICE Benevolent Fund and supports the achievement of our goals.

Professional Conduct

12. The Professional Conduct Panel is constituted of Fellows of the Institution and ensures that ICE's Rules of Professional Conduct and its standards are upheld. Its role is to investigate any formal allegations of professional misconduct made against a member. When the Panel finds a member has a case to answer, the matter may be referred to the Disciplinary Board for action.

Any allegation of improper conduct on the part of an ICE member is, in the first instance, referred to the Panel. The Panel's primary function is to conduct a preliminary investigation into the allegations made by the complainant, and the rebuttal or admission by the member, sufficient to establish whether or not the accused member has a case to answer. If the Panel does not consider that there is a case to answer, it will dismiss the case. If the Panel find that there is a case to answer that the member may be guilty of improper conduct, but the matter is not serious enough to be referred to the Disciplinary Board, the panel may give advice or a reprimand. Where the Panel finds that there is a case to answer that the member may be guilty of improper conduct and the conduct is serious enough for a referral to merit formal disciplinary proceedings, the Panel will refer the allegations to the Disciplinary Board.

13. The ICE Disciplinary Board is Chaired by a Past-President of the Institution and considers cases presented by the Professional Conduct Panel against members of the Institution. Where the Disciplinary Board finds action against a member, they have the authority to sanction the member including expelling them from the Institution.

ICE Benevolent Fund

1. The Benevolent Fund was established in 1864. Its object is to provide assistance to those in need who are:
 - Corporate and Non-Corporate members of the ICE, or
 - Former Corporate Members and Non-Corporate Members who have paid their subscriptions to the ICE for at least five years, or
 - The dependents of any of the above-mentioned whether the members are living or deceased, or
 - The dependents of any former member of the Institution of Municipal Engineers.
2. The Ben Fund is managed by a committee of up to 15 trustees: three members of the Council of ICE, to be appointed, ex-officio, by the Council of ICE; nine elected members, and up to three additional trustees appointed by the trustees at their discretion. The President of ICE serves as the Benevolent Fund's Patron for the year that he/she is in ICE office as President. The Benevolent Fund is principally financed by investment income from its capital fund, member donations, legacies and rental income from its estate of charitable properties.
3. Membership of the charity is open to any individual who applies to the charity on the form required by the trustees; agrees to pay the annual subscription; and is approved by the trustees. The charity maintains a register of members. All members are entitled to attend and vote at the AGM.

Assistance provided

4. Support from the Benevolent Fund is provided in all sorts of ways and varies according to need. Individuals who find themselves unwell, in financial difficulties, suffering after an accident, bereavement, unemployment or any other form of hardship can apply to the Fund for assistance. ICE members and their families have access to the Ben Fund's free 24-hour helpline which provides confidential advice, information, and support on a wide range of social welfare, family, legal and consumer issues. The number is 0800 587 3428; members resident overseas should ring +44 (0) 1482 699177. The Ben Fund offers counselling to its members and their dependents, both face to face and on-line; specialist counselling is also available for minors. The Ben Fund also offers a well-being portal – an online resource with information and guidance on a wide range of welfare and wellbeing issues. Access to the portal is reached from the Benevolent Fund's website, details at para 6.

5. The Ben Fund runs a series of personal development/wellbeing workshops, master classes and lunchtime webinars. The Ben Fund also runs a “Back to Work” programme which is freely available to any ICE member who has been out of work for three months or more. It has its own Financial Expert who can provide financial advice to any ICE member facing financial difficulties. Disabled/disadvantaged students who are studying on infrastructure related courses may apply for financial assistance. Grants can be made towards living costs, accommodation, essential equipment etc. The Ben Fund has partnerships with national charities to support in specialist areas. Current partnerships exist with the National Autistic Society and Anxiety UK.
6. Further information on these services, and others offered by the ICE Benevolent Fund, can be found by visiting the dedicated website www.icebenfund.com

Section 5

Appendices

- **Annex A** – Charity Commission Guidance documents
 - 1 – The Essential Trustee
 - 2 – Trustee Expenses and Payments
 - 3 – Charity governance, finance and resilience: 15 questions trustees should ask
- **Annex B** – ICE Royal Charter, By-laws and Regulations
- **Annex C** – ICE Plan 2024-28
- **Annex D** – Organisation Charts
- **Annex E (i) & (ii)** – Council Members & Trustee Board Members 2023-24