

**Governance
Regulations**

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Regulation 1A: The Board of Trustees and Committees

Charter references	10 – 13; 15
By-law reference	61-75

The Board of Trustees

1. The Board of Trustees (known as ‘the Board’) is the governing body of the Institution and will consist of twelve members elected as described in the By-laws and as elaborated in these Regulations.

2. The overriding duty of the Board is to advance the charitable objects of the Institution as set out in the Royal Charter, as well as the basic duties and responsibilities which are set out as follows:

a. **Ensuring the proper administration of the Institution.** The Board must make sure that the Institution’s assets and resources are only used to pursue the Institution’s charitable objects. They must make sure that the Institution is run in accordance with its governing document, charity law and all other laws and regulations that affect its activities.

b. **Accept ultimate responsibility for the Institution’s activity.** The trustees are responsible for the vision, mission and management of Institution. They are accountable if things go wrong. The Board can delegate some tasks as the Charter and By-laws allow but ultimate responsibility remains with the Board.

c. **Act reasonably and prudently in all matters relating to the Institution.** The law imposes a duty of care on the trustees of charities. This is sometimes expressed as a duty ‘to exercise such care and skill as is reasonable in the circumstances’. The duty will be greater if a trustee has (or claims to have) any special knowledge or experience, or if their business or profession means they can reasonably be expected to have special knowledge or experience. In matters where trustees are not expert, they will be expected to take appropriate advice.

d. **Safeguard and protect the assets of the Institution.** The Institution’s assets include its investments, cash, land, intellectual property, staff and reputation.

e. **Act collectively.** The Board has a duty to act collectively. Decisions and responsibilities are shared, so all trustees should take an active role. Trustees can act by majority, but all the trustees are collectively responsible for decisions made by the Board. Once a decision is made all trustees are bound to support it.

f. **Act in the best interests of the Institution.** The interests of the Institution are paramount. Trustees should not allow their personal interests or views to override this: they must exercise independent judgement.

g. **Avoid any conflict between their personal interests and those of the charity.** Trustees must deal appropriately with any conflicts which arise between their own personal interests and those of the charity. Trustees must also be alert to possible conflicts between duties they may owe to other organisations and the duties they have to the charity.

3. The Board shall maintain a Trustee Code of Conduct which shall set out the values that must be observed by all trustees throughout their period of office. A copy of the code in the form of a declaration can be found at **Annex A** to this Regulation. All Trustees, must signify their commitment to the Trustee Code of Conduct by providing a signed copy of the declaration to the Chief Executive and must complete formal trustee induction training before taking office. At the discretion of the Board, any person who does not signify their commitment to the Trustee Code of Conduct or does not complete the trustee induction training may not take up their position as a trustee.

4. A record of trustee attendance will be maintained by the Chief Executive and reviewed at the start of each Board meeting. Should a Trustee miss three consecutive meetings without the agreement of the Board then he/she shall be deemed to have breached the Trustee Code of Conduct. Trustees are not permitted to appoint a substitute to represent them at Board meetings or in any other official Board matters.

Board Composition

5. Any person taking up an Honorary Officer role within the Board of Trustees shall no longer be eligible to serve on Congress at the same time.

6. Each National Board representing the two largest constituencies of voting members shall each have one place on the Board of Trustees, in accordance with By-Law 61. Each of these National Boards shall determine the method of election of their representative and the term of office. In the absence of a National Board, the Regions Committee (or Regions Working Group for the time being) may determine the election process for such a vacancy.

Committees

7. The Board may delegate any of its powers (other than the power to borrow money) to standing or special committees of the Board. Such committees shall consist of and be chaired by suitably qualified persons. The committees shall conform to any directions that may from time to time be imposed upon them by the Board.

8. Each Committee will operate in accordance with the terms of reference set down by the Board. Members of committees are required to uphold high standards of personal conduct, both individually and in their collective responsibility, to ensure good corporate governance of the Institution. Conflicts of interest where they arise must be always be declared.

9. The President is ex officio a member of all Committees and fora.

Confidentiality of Proceedings and Papers

10. Confidentiality may be required to protect individuals or be required to protect information of potential or actual commercial use to competitors, suppliers or customers. Documents may be classified as 'Open', or as 'Private and Confidential'. Proceedings may be classified as 'Open' or 'Reserved'. However, the default setting should be that documents and proceedings are considered to be 'Open'.

11. Papers marked as 'Private and Confidential' are private to the Committee or forum that is to consider them, but will also be made available to the Board. Committees should therefore consider when it would be helpful to share confidential papers with others within the Institution and give specific directions for the release of such papers.

12. The approved minutes of 'Open' meetings will routinely be placed on the members area of the Institution's website. Additionally, the Board may share 'Private and Confidential' papers and minutes of 'Reserved' business with the Chair and Vice-Chair of Congress.

13. The Board or a Committee may ask the meeting secretary to redact any minutes or papers where they consider the information to be highly confidential or sensitive.

14. Decisions about the classification of documents are made by the Board and Committee Chairs in consultation with Board and Committee secretaries using the guide at Annex C to this Regulation. The paper should note the reason why the paper has been marked as 'Private and Confidential'.

Papers created after 1 January 2019, which are not marked as 'Private and Confidential' may, subject to review by the respective forum chair, be provided to any member on request. Papers marked 'Private and Confidential' may only be released with the consent of the respective Chair, or on the express authority of the Board. The Board and Committees may review privacy markings at any time and if there are grounds for doing so, may change the classification of a paper.

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Regulation 1B: The Congress and its Operations

Charter references	14
By-law reference	16 - 17

The Congress

1. The Congress is established in accordance with Article 14 of the Royal Charter and By-laws 16 and 17. The Congress is the member advisory body of the Institution and will consist of up to 40 members elected as described in this Regulation.

2. The overriding purpose of the Congress is to advise the Board on such matters that are of interest to the Institution and it shall have such other rights, duties and responsibilities as are prescribed in these Regulations.

Congress Regulations

3. The Board shall be responsible for drafting amendments to this Regulation but will require the support of a two thirds majority of the members of Congress voting before any such amendment may take effect. The Congress may request changes to this Regulation, and the Board must consider and respond to such requests. Responses by the Board may include:

- a. accepting the request without amendment;
- b. offering minor amendment;
- c. offering alternative proposals; or
- d. advising Congress to maintain the status quo.

Where the Board is unable to accept the request without amendment, it will provide a full written explanation.

Activity

4. As a part of the Institution's business cycle, the Congress will be asked to review and provide comments to the Board on any Strategy and Business Plans as a part of the drafting process. The Congress will also be asked to note and comment on the Institution's Annual Report and Accounts.

5. Congress will provide its own Annual Report to the Institution's Annual General Meeting. This should be based on Congress's view of the Institution's performance using a methodology that is established and maintained through dialogue with the Board.

6. Congress may form working groups to undertake activity on its behalf. Such groups will generally be temporary in nature and will disband upon completion of the task that has been set.

Election of Members

7. Congress will consist of up to 40 Members from two electoral colleges as follows:

- a. Membership by grade. This will include up to 15 members elected as follows:
 - i. Four Fellows nominated and elected by the Fellows and Associate Fellows¹.
 - ii. Four Chartered Members nominated and elected by the Chartered Members.

¹ Associate Fellows are able to nominate and vote in this category but are not eligible to stand for the Fellow seat in the Functional College

iii. Four early career members² nominated and elected by the Associate Members, Affiliate Members and Technician Members. Early career is defined as members in these grades with less than nine years in full or part-time employment (self-declared). Members with more than nine years in full or part-time employment will be able to nominate and vote on this category but will not be eligible to stand for election.

iv. Two Student Members nominated and elected by the Student Members.

v. One seat is reserved to be appointed by Congress, in consultation with the Congress Steering Group, should there be a significant shift in the composition of the Institution's membership base by grade. The allocation of this seat shall require the support of two thirds majority of the members of Congress voting.

b. Membership by location. Up to 25 geographical vacancies are reserved for Chartered Members and Fellows and are allocated on current regional and branch boundaries based on the number of Fellows and Chartered Members whose registered address lies within that boundary. Given the variation in population sizes, vacancies are allocated in three tiers as follows:

i. Tier 1: Each region or branch with 1000 or more Fellows and Chartered Members will be allocated two vacancies

ii. Tier 2: Each region or branch with 100 or more and less than 1000 Fellows and Chartered Members will be allocated one vacancy

iii. Tier 3: Regions and branches with less than 100 Fellows and Chartered Members will collectively be allocated two vacancies to share

Nomination to fill a regional vacancy can be made by any two Fellows and/or Chartered Members. Only Fellows and Chartered Members from within the region can vote in the election.

The allocation of geographical seats shall be reviewed annually by the Congress Steering Group to ensure that it reflects the composition of the Institution's membership base by geographical region. Amendments to the allocation of geographical seats shall require the support of two thirds majority of the members of Congress present and voting.

8. Terms of office will normally be for a period of three years renewable up to a maximum total of six years after which there shall be at least a two-year gap before a further term can be served.

9. Terms shall commence at the end of the AGM in the year of election. In this Regulation "a year" means the period from the end of one AGM to the next.

10. Nominations for election of members to Congress shall be made as follows. For each functional vacancy, any two members in good standing, who are in the membership category that may vote for that vacancy, may nominate any duly qualified member in good standing as a candidate for any such vacancy. For each regional vacancy, any two Fellows and/or Chartered members in good standing and based in any region, may nominate any duly qualified member in good standing within a region as a candidate for any such vacancy. Nominations are made by delivering either physically or electronically to the Chief Executive within three weeks after the date of publication of the list of vacancies on the Institution's website, a nomination in writing duly signed by the nominators together with the written consent to act if elected of the person nominated. Each such nominator shall be debarred from nominating any other person for the same election. The Annual General Meeting will note the election results pursuant to these Regulations and appoint to Congress.

11. Provided that candidates nominated for any class of vacancy are not more in number than the vacancies in that class, the persons so nominated shall be deemed to be duly elected and there shall be no ballot in respect of that class of vacancy.

² Early career is defined as Associate Members, Affiliate Members and Technician Members with less than nine years of relevant experience (self-declared). The qualifying period includes any time spent in full or part-time employment in the field of chemical engineering and/or in pursuit of such activity including obtaining PhD or relevant similar qualifications. Members in these grades with more than nine years of relevant experience will be able to nominate and vote in this category but will not be eligible to stand for election.

12. As far as practical the voting process should align with that which is produced for the Board of Trustees elections.

13. Any vacancy that remains unfilled at the end of the election process shall remain unfilled until the following year.

14. A member of Congress who resigns within six months of election, or is otherwise unable to continue in the position, will be replaced by the candidate who received the next highest number of votes. If the seat was unopposed, the seat will remain unfilled until the next AGM.

15. A member of Congress will resign if Congress resolves by a two thirds majority vote of the members voting that their Office be vacated by reason of conduct which, in the opinion of the Congress, is, or is likely to be, materially prejudicial to the reputation of the Institution.

16. A member of Congress who no longer meets the eligibility requirements for the seat they were elected to shall inform the Congress Chair immediately and vacate the seat at the following AGM irrespective of their remaining term of office. The Student Member representatives are only required to meet the eligibility criteria at the point of taking up office and may complete a three-year term regardless if the change of their membership grade occurs during their term of office. For the purposes of Congress eligibility only, a student member will be deemed to have graduated on completion of their last finals examination, regardless of the actual date of graduation, and will therefore be eligible to stand for an Early Career vacancy at that point.

Congress Chair and Vice-Chair

17. The Chair and Vice-Chair of the Congress shall have a two-year terms of office, renewable to a maximum of two terms, providing they remain a member of Congress. The terms of office shall begin and end within 28 days of the AGM.

18. Any member of Congress may put him/herself forward for the position of Chair or Vice-Chair. Candidates may submit a statement of not more than 200 words to the Chief Executive for circulation to other members of Congress in support of their application but shall not otherwise canvass for support among members. If more than one application is received a ballot shall be conducted by the Chief Executive on a closed, single transferable vote basis.

19. If there is no candidate for Vice-Chair the candidate with the second highest percentage of votes shall become the Vice-Chair.

20. In the event that only one candidate stands for the position of Chair, and no-one for Vice-Chair, the new Chair shall nominate a Vice-Chair who shall require the approval by a majority of the Congress present and voting.

21. The Vice-Chair may deputise for the Chair where the Chair is unavailable for periods up to 30 days. Should the Chair resign or become unavailable for more than 30 days for any reason, then the Vice-Chair shall take over as Chair until the election process for a new Chair can be completed.

Congress Steering Group

22. There shall be a Congress Steering Group responsible for the oversight and facilitation of the conduct of the Congress and the engagement of the Congress members.

23. The Congress Steering Group shall consist of the Chair and Vice-Chair of Congress, the Chief Executive and the designated Trustee lead.

Congress Meetings

24. The Congress shall for the most part operate virtually, utilising an online discussion tool provided by the Institution. Congress shall sit for at least three sessions each year. Each online session will last for up to 30 days. In addition, once each year, Congress will have the opportunity to meet for one session physically. Where practicable, physical meetings will be held in the same place and on the same date (but not at the same time) as the physical meeting of the Board of Trustees.

25. Any decision of Congress shall be valid so long as over half the currently elected members have participated and the decision has been confirmed by a simple majority vote of the members voting, unless a different majority is set out in these Regulations or has been agreed in advance.

26. The agenda for Congress shall be determined by the Chair in consultation with the Congress Steering Group.

27. The designated Trustee lead shall facilitate any dialogue between the Board and Congress.

28. The President may attend any session of Congress as an observer.

29. The Congress may invite any elected officer or member of staff to engage in any session of Congress as an observer.

Participation of Members

30. All members of Congress are required to actively participate in all sessions of Congress. Participation is defined as consisting of either a Congress member's written response (not simply a 'like') in any one of the discussion themes of a session or having registered their vote on a decision of Congress.

31. From time to time, a member of Congress may be unable to take part in a particular session of Congress due to personal or other business. The member should tender their apologies to Congress via the Congress Officer and this will be deemed as having participated in that session.

32. A member of Congress who has been unable to take part in two or more sessions, shall consider their ability to continue as a member and if appropriate inform the Congress Chair and vacate their seat. Any member of Congress who has failed to participate in three consecutive sessions will be contacted by the Chair and, if no sufficient reason is given, be invited to stand down.

Annex A to Regulation 1: The Trustee Code of Conduct

As a trustee of the Institution of Chemical Engineers (IChemE) I promise to abide by the fundamental values that underpin all activities of this organisation. These are as follows:

Our values

Accountability

Everything IChemE does will be able to stand the test of scrutiny by the public, the media, the Charity Commission, members, stakeholders, funders, parliament and the courts.

Integrity and honest

These will be the hallmarks of all conduct when dealing with colleagues within IChemE and equally when dealing with individuals and institutions outside it.

Transparency

IChemE strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and parliament.

Additionally, I agree to the following points.

Law, mission, policies

I will act within the governing document of IChemE and abide by the policies and procedures of the organisation.

I will not break the law or go against charity regulations in any aspect of my role of trustee.

I will support the objects and mission of IChemE and act as their guardian and champion.

I will develop and maintain an up-to-date knowledge of IChemE and its environment.

Conflicts of interest

I will always strive to act in the best interests of the organisation as a whole and not as a representative of any group, considering what is best for IChemE and its present and future beneficiaries.

I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.

I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to person

I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as trustee.

I will strive to establish respectful, collegial and courteous relationships.

Where I also volunteer with the organisation I will maintain the separation of my role as a trustee and as a volunteer.

Protecting the organisation's reputation

I will not make public comments about the organisation unless authorised to do so.

Any public comments I make about IChemE will be considered and in line with organisational policy, whether I make them as an individual or as a trustee.

When I am speaking as a trustee of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.

When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.

I will respect organisational, board and individual confidentiality.

Personal gain

I will not personally gain materially or financially from my role as trustee, unless specifically authorised to do so, nor will I permit others to do so as a result of my actions or negligence.

I will use organisational resources responsibly. I will document expenses and seek reimbursement according to procedure.

I will not accept gifts or hospitality without the prior consent of the chair.

In the boardroom

I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by IChemE.

I accept my responsibility to ensure that IChemE is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

I will abide by board governance procedures and practices.

I will strive to attend all board meetings, giving apologies ahead of time to the chair if unable to attend.

I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.

I will honour the authority of the chair and respect his or her role as meeting leader.

I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.

I will accept a majority board vote on an issue as decisive and final.

I will maintain confidentiality about what goes on in the boardroom unless authorised by the chair or board to speak of it.

Enhancing governance

I will participate in induction, training and development activities for trustees.

I will continually seek ways to improve board governance practice.

I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.

I will support the chair in his/her efforts to improve his/her leadership skills.

I will support the chief executive in his/her executive role and, with my fellow board members, seek development opportunities for him/her.

Leaving the board

I understand that substantial breach of any part of this code may result in my removal from the trustee board.

Should procedures be put in motion that may result in my being asked to resign from the board, I will be given the opportunity to be heard. In the event that I am asked to resign from the board, I will accept the majority decision of the board and resign at the earliest opportunity.

Should I resign from the board I will inform the chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

I understand that until I have signed this document I am unable to participate as an active trustee and/or take part in the trustee board meetings.

Signed:

Name:

Date:

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Regulation 1C: Nominations

Charter references	-
By-law reference	65 – 66, 73

Nominations Committee

1. The three members of the Committee who are appointed by the Board will be Voting members of the Institution and will hold office for an initial term of three years and may be appointed for a maximum of two consecutive terms.
2. Up to three members of the Committee nominated by the Congress shall be members of the Congress and will hold office for an initial term that is aligned to their current term on Congress. They may be re-appointed for a maximum of one further term, however, if they cease to be a member of Congress, then their membership of the Nominations Committee will also conclude at the same time. Membership of the Nominations Committee does not imply a right of election to Congress.
3. The members of the Committee will elect a chair from amongst their membership. If they are unable to agree, then the President will appoint a Chair.
4. The Committee will agree, with advice from the Chief Executive, the process of assessment, voting and decision making. This will include the option for a casting vote by the Chair as appropriate.

Nominations Process

5. In accordance with timelines set out in the By-Laws and in advance of the AGM, a notice shall be sent to all Voting Members that confirms the trustee roles that shall fall vacant at the AGM. In addition, the Voting Members shall be provided with access to any additional information necessary for them to complete the nominations process. This will include the requirements for the role as set out in the role specific person specification.
6. All nominations that are delivered to the Chief Executive will be forwarded to the Nominations Committee by the Chief Executive with confirmation, or otherwise, that each nominee at the time of nomination was a member in good standing.
7. The Nominations Committee will consider each eligible nomination against the requirements of the role as set out in the role specific person specification. The Nominations Committee will then confirm whether or not each candidate meets the particular requirements of the vacancy for which they have applied. Where more than one candidate is assessed as being suitably qualified to stand for election for a role, then the Committee will not express a preference as to which candidate is preferred.
8. Candidates who are assessed by the Nominations Committee as not yet meeting the requirements for a role will be advised of the decision in writing by the Chair. The decision notice will confirm those areas where a candidate has provided insufficient evidence of relevant knowledge and experience which should be addressed before the candidate makes a further application for a similar role.
9. Where no eligible candidates apply for a vacancy, or those who are eligible are deemed by the Nomination's Committee not yet to meet the requirements for the role, then they will confirm to the Board that a casual vacancy exists. The Board may fill a casual vacancy in accordance with the By-Laws.
10. In addition to nominations for trustee roles, the Nominations Committee shall consider any other nominations that the Board of Trustees shall request.
11. The decisions of the Nomination Committee are final.