

Congress Terms of Reference

Purpose

Congress is the member-elected advisory body of the Institution and consists of up to 41 volunteers.

The purpose of Congress is to advise the Board of Trustees (the 'Board') on such matters that are of interest to the Institution and its members. It is designed to be a 'voice' of the membership that advises the Board as a part of their decision-making process and acts as a sounding board.

The operation and setup of Congress are governed by the principles set out in Regulation 2 which prevail in the event of any inconsistency with these Terms of Reference and other relevant policies.

Duties and responsibilities

Congress will undertake the following activities:

- debate matters that are of interest to the wider membership;
- provide member view to the Board as and when required;
- liaise with the designated Trustee as a representative of the Board as required;
- draft/request changes/vote on changes to Congress Regulations and Terms of Reference;
- review the Congress seat allocation on a period of not more than three years to reflect the membership make-up;
- provide comment and feedback to the Board on any Strategy and Business Plans as a part of the drafting process;
- review and provide comment on IChemE's formal governance documentation as required by the Board;
- note and comment on the Institution's Annual Report and Accounts as required by the Board;
- submit and present its own Annual Report to the Board for presentation at the Institution's Annual General Meeting;
- hold a ballot amongst Congress members if necessary;
- form working groups if necessary.

Membership

Congress consists of up to 41 members and shall be constituted as set out in Regulation 2.

Congress Officers

The roles of the Chair and Vice-Chair of Congress are designed to ensure that Congress provides collective and joint advice or comment to the Board on such matters that are of interest to the Institution and its members in a timely and coherent manner. The specific role criteria are included as Annex 1 and suggest that the duties and responsibilities require a greater time commitment to fulfil these roles. The process of appointment and terms of office for the Chair and Vice-Chair are set out in Regulation 2.

Steering Group

The Chair and the Vice-Chair are members of the Congress Steering Group which is responsible for ensuring that the business of Congress, and liaison with the Board, is conducted in a timely and coherent manner. The main duties of the Steering Group include but are not limited to deciding on the Congress session agenda, format and conduct of the meeting, and producing a report on the session. The Chief Executive and a designated Trustee are also members of the Steering Committee.

A designated Trustee of IChemE will lead the Board's engagement with Congress. They will provide feedback to the Board on the discussions and activities of Congress, which may be at any stage of a session if considered beneficial to their decision-making. Unless otherwise agreed by Congress, the designated Trustee may contribute to any discussions of Congress during its online or physical meetings. As required, the designated Trustee may be assisted by other Trustees.

The Vice-Chair will monitor the continuous contribution by the individual Congress members to the virtual Congress sessions throughout their term. If an individual Congress member does not participate in two consecutive sessions without notifying Congress Officers of extenuating circumstances as early as practically possible, the Vice-Chair should raise it with the member and the Steering Group.

Working Groups

Upon approval of the Chair in consultation with the Congress Steering Group, Congress members can form working groups. Such groups will generally be temporary in nature and will disband upon completion of the task that has been set or if it has ceased to contribute to the Congress function as an advisory body.

The Congress Steering Group should receive a written notice of formation or disbandment of any working groups. The Congress Steering Group will monitor the output of each working group and where appropriate include it in the summary report at the end of Congress session.

IChemE support

The Institution will designate a staff member (Congress Officer) to provide reasonable administrative staff support to assist with the smooth functioning of Congress including logistics, maintaining records, setting up the online platform for Congress Sessions, Steering Group meeting arrangements, agenda, minutes and organisation of a face-to-face meeting as required.

The designated staff member will coordinate and facilitate communication between Congress and the Institution as required and attends the Steering Group meetings as Secretariat.

The Institution will facilitate the virtual sessions of Congress by providing a dedicated online platform.

The Institution will provide the venue and any reasonable support for the physical meeting of Congress.

Any requests for additional financial or staff support shall be submitted with a written explanation by the Chair to the Chief Executive for review and approval.

Meetings

Congress shall for the most part operate virtually using the dedicated online platform.

Congress shall sit for at least three sessions a year. It is recommended that the frequency and conduct of meetings shall be as decided by the Chair in consultation with the Vice-Chair from time to time.

Subject to approval by the Steering Group, Congress will have an opportunity to hold one physical meeting each year. The Chair must notify the Chief Executive of the intention to hold a physical meeting for consideration not less than 120 days prior to the date of the meeting. Where practicable, physical meetings will be held in the same place and on the same date (but not at the same time) as a physical meeting of the Board.

Congress members are entitled to be reimbursed for reasonable out of pocket expenses whilst travelling on IChemE business to attend the physical meeting of Congress in line with IChemE's

member expense policy. It is the responsibility of the individual Congress member to seek prior approval for any out-of-pocket expenses from the Chief Executive through the Congress Officer .

The agenda, format and conduct of the Congress sessions are agreed by Chair and Vice-Chair in consultation with the Congress Steering Group. A Congress member, the Board or staff can submit proposals for agenda items they wish to raise in the upcoming Congress sessions to the Congress Chair or Vice-Chair for consideration.

Quorum

Congress is considered to be in quorum if over half the currently elected members have participated. Due to virtual nature of Congress, all members are considered present and voting for online sessions unless they have informed the Chair that they are unable to participate in the entire session or they are required to abstain from voting (for example, if they are conflicted).

Voting

Generally Congress works by discussion and consensus. The range of views expressed by members will be considered on their merits and reflected in advice provided to Board.

Voting may be required on a limited range of matters such as the appointment of the Chair and Vice-Chair, revision to Regulation 2 and these Terms of Reference and rarely on other matters as determined by the Chair. Unless otherwise specified in the Regulation 2 or previously agreed, any decisions by Congress in quorum are considered carried by a simple majority of Congress members present and voting.

There are no proxy arrangements for Congress ballots. All Congress members have a single transferable vote except in the case of an equality of votes whereby the Chair of Congress is entitled to cast a second and deciding vote.

Proposed changes to Regulation 2 and to these Terms of Reference require the support of a two-thirds majority of the members of Congress present and voting in order to be submitted to the Board of Trustees for approval. Where the Board is unable to accept the proposed changes without amendment, it will provide a full written explanation to the Congress Steering Group.

For the virtual sessions, the voting is cast, recorded and counted electronically using a dedicated IChemE platform. The Chair shall announce the result of the ballot to all Congress members no more than five days after the close of the ballot.

For the physical session, the voting is cast by a show of hands, recorded and counted by the Chair in the room.

Notice and Conduct of meetings

The draft agenda for each session should be submitted to the Congress members by the Chair, in consultation with the Steering Group, at least five days prior to the planned start of the virtual session and twenty-eight days prior to the planned start of the physical meeting.

For virtual sessions, the Congress Officer will upload agenda papers into the online platform and establish a discussion group on the online platform for each agenda item. Discussion will take place in the online platform for the duration of the session. Following the end of the session the discussion will be moved to archive.

Recording of meetings

The Chair is responsible for recording the outcomes of each session – virtual or physical – in an agreed format. The Chair may choose to delegate the task to record the meeting outcomes to the Vice-Chair or another Congress Member.

Unless otherwise agreed by the Chair in consultation with the Steering Group, outcomes and decisions of the virtual session shall be recorded in summary format.

Unless otherwise agreed by the Chair in consultation with the Steering Group, minutes of the proceedings and decisions of the physical meetings of Congress shall be recorded in more detail. The minutes shall include the names of those present and in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of any Congress members.

Any member of Congress who is in substantial disagreement with the majority of Congress on any proceeding or decision shall have the right to have this recorded in the minutes of the physical meeting or reports of the virtual sessions.

Draft outcomes of Congress sessions shall be circulated within fourteen days or as soon as practical after the completion of the session by the Chair to all other members of Congress, and the Steering Group prior to submission to the Board of Trustees and posting to the website.

Annual General Meeting

The Chair and/or the Vice-Chair are required to attend the Annual General Meeting (AGM) of the Institution to report on the work of Congress carried out that year. Reasonable out-of-pocket expenses for attendance at the AGM will be covered by the Institution. If neither the Chair nor Vice-Chair are able to attend the AGM, they may delegate the attendance to a Congress member of their choice.

Reporting responsibilities

Congress shall advise the Board as it deems appropriate on any area within its remit.

The Chair shall agree the session agenda, format and conduct in consultation with the Congress Steering Group, as early as appropriate, and inform the Board as outlined in the Regulation 2 and these Terms of Reference.

The Chair shall report to the Board after each session on matters within its duties and responsibilities. The Chair may be asked to attend all or part of a meeting of the Board to represent Congress.

A report of each Congress session should be published on the IChemE website.

Congress shall produce an annual report to Board summarising its activities. This report will be presented at the AGM and published on the IChemE website.

The Chair shall inform the Steering Group of any resignations.

The Chair shall inform the Steering Group of a formation and dissolution of working groups.

Induction

All Congress members will receive a formal induction at the beginning of their term. To support the multi-national membership of Congress, the induction will be held virtually. It will be facilitated by the outgoing Chair, a member of IChemE staff and the designated Trustee. The issues covered may include but are not limited to:

- Introduction to IChemE, its structure, and Strategy;
- Expected duties and responsibilities of a Congress member;
- Application process for the role of the Chair and Vice-Chair of Congress;
- Operations of Congress including relevant governance documents and standard procedures;
- Introduction on the use of the Congress dedicated online platforms;
- Volunteer Handbook and relevant policies;
- General Data Protection Regulation (GDPR).

Due to the rotating nature of Congress membership, the Chair, in consultation with the Steering Group, may choose to advise all (new and existing) members to attend all or part of the induction. Existing members should be encouraged to participate if the training received previously has been updated since the start of their term. All relevant induction material including the recording of the online session will be shared with all (new and existing) members of Congress.

The Steering Group shall ensure that all Congress members are kept up to date with any relevant changes in legislation or with IChemE's policies and procedures.

Conduct of Congress members

All Congress members are volunteers of the Institution and are expected to adhere to the Volunteer Conduct Principles and must have regard to the policies and procedures set out in the Volunteer Handbook.

Other matters

Congress shall:

- have access to sufficient resources in order for it to carry out its duties;
- be provided with appropriate training, both in the form of an induction programme for new members and any further training for all members as required;
- give due consideration to laws, regulations and any published guidelines or recommendations of the Charity Commission and the Institution or other applicable rules as appropriate;
- arrange for a periodic review of its own performance, and review Congress Terms of Reference at least every 2 years to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- act as prescribed by Regulation 2 in an event of any inconsistencies between the Terms of Reference and Regulation 2.

Autonomy

Congress is expected to manage its own performance and output. Congress members are not able to instruct staff unless otherwise agreed by the Chief Executive.

If Congress seeks financial or staff support beyond that which is outlined in the Terms of Reference or in Regulation 2, then a formal request needs to be submitted by the Chair to the Chief Executive for approval.

Congress members are expected to be contacted by members as a representative of Congress.

Congress members are encouraged to engage with members; wherever practical access to existing IChemE communication channels (for example, LinkedIn, TCE, Member Groups, SIGs) will be facilitated through the Congress Officer. Staff will not be able to provide personal member information to Congress members unless explicit consent has been given by the member.

Congress does not have autonomy to contract third parties on behalf of IChemE without prior agreement of the Chief Executive.