

## National Boards/Branches – Terms of Reference

### Authority

The National Boards/Branches (NBs) of Australia, New Zealand, Malaysia, and Singapore operate under delegated authority from the Board of Trustees (BoT). These Terms of Reference apply to member activities within the national boundaries. Where there is a conflict with national statutory requirements the national requirements take precedence.

### Purpose

IChemE NBs exist to support the national membership and the BoT by providing regional representation particularly for countries outside of the UK. They will report on, and be accountable for, the governance of member activities within their national boundaries (territory), ensure compliance with local laws and regulations and support Members Group (MG)/Special Interest Group (SIG) activity, if any, in their territory to ensure alignment with IChemE Strategy.

### Duties

- 1) Utilising their experience and network contacts to support the Vice President (VP) Member Engagement and IChemE staff to promote the profession, foster member engagement and opportunities to assist recruitment and retention of members.
- 2) Supporting setting strategic priorities for IChemE within their territory and assist in delivering IChemE's Strategy and plans.
- 3) Establish budgets for member activities and monitor in line with accounting good practice in line with IChemE Regulations and guidance. Budgets shall be reviewed and agreed annually. Preparation of the budgets may be delegated to IChemE staff but responsibility for operating in line with the budget remains with the NBs.
- 4) Identifying, monitoring, and managing risks relating to the operations within their territory.
- 5) Ensuring the MG or local SIG, where applicable, are well managed, including:
  - a. Support to formation/merging activity.
  - b. Reviewing plans, resources and objectives for groups and projects.
  - c. Allocating funds and resources (in line with central guidance).
  - d. Reviewing performance with respect to member engagement.
- 6) Providing oversight for the following activities within their territory:
  - a. Providing feedback to the Learned Society on the appropriateness of IChemE technical policy.
  - b. Engaging with universities to identify opportunities, threats, and student engagement.
  - c. Engaging with corporate entities to address relevant opportunities, threats, and performance with respect to member engagement.
- 7) Collaborating with other like-minded professional organisations for mutual benefit.
- 8) Ensuring compliance with local legal and statutory requirements.

#### Country specific variations:

##### Australia

1. Work in close collaboration with Engineers Australia (EA) and Royal Australian Chemical Institute (RACI).
2. Work with the Australian and New Zealand Federation of Chemical Engineers (ANZFChE) and Asia Pacific Confederation of Chemical Engineers (APCChE) via the Chair.

##### Malaysia

3. Work in close collaboration with Institution of Engineers, Malaysia (IEM) and the Board of Engineers of Malaysia.

##### New Zealand:

4. Work in close collaboration with Engineering New Zealand (ENZ).
5. Networking opportunities with New Zealand Institute of Food Science and Technology (NZIFST) and Australasian Pulp and Paper Technical Association (APPITA)
6. Work with the ANZFChE and APCChE via the Chair.

##### Singapore

7. Work in close collaboration with Institution of Engineers Singapore (IES).

The NB will report through the VP Member Engagement to the BoT. Reporting will generally consist of a mid-year and year-end meeting where the NBs should report against planned activity, documenting relevant developments including a review of NB activity and NB Officer portfolios. Additional meetings can be called as required to ensure NB concerns are raised with the BoT at the Board Meeting and updates from the BoT are communicated in a timely manner.

## Membership

NBs will normally comprise a minimum of six members with the maximum number's dependent on local requirements. Each member must have a defined remit. The key NB officers will be Chair; Vice Chair; and Treasurer. The NB officers will normally hold office for a term of up to three years and will meet any requirements laid down in the IChemE By-laws and Regulations or local statutory requirements whichever takes precedence. Where they exist, then MGs and local SIGs may also be represented on the NB by suitably nominated members for terms of office of up to three years. The method of nomination and election shall be as determined by the NB, following good practice guidance as set out by IChemE or following local statutory requirements where appropriate. When any role becomes vacant at the end of the respective terms, the opportunity to stand for office will be advertised to the membership within the region as appropriate. Where more than one nomination to fill a vacancy is received then an appropriate election process, following good practice will be conducted. For key NB positions use of a selection panel is recommended including representation from the nominations committee where possible.

In territories where an IChemE registered entity exists (such as a limited company or registered society), and local legislation requires it, NB members may be appointed as Trustees / Directors of the local entity.

### Country specific variations:

#### Malaysia

1. Additional Board positions to represent active local SIG branches.

#### New Zealand

2. The New Zealand Board shall develop and maintain rules or a constitution in accordance with local legislation for incorporated societies. Where documents conflict the New Zealand legislation takes precedence of the ToR.

#### Australia

3. None

#### Singapore

4. The Singapore NB has a constitution in accordance with local legislation for societies. Current NB positions are for a period of one year, elected at their AGM.
5. The majority of Board members should be Singaporean or Singaporean Permanent Residents status for alignment with Singapore's Societies Act.

For the purposes of NB elections, all Fellows, Chartered and Associate Members may be classed as voting members by the NB in whose territory they reside. Any member nominated for office will normally require the support of a proposer and seconder who should both be voting members as defined herein. It should be noted that candidates may act as their own proposer. Where there is a young engineer/early career member on the NB, they can hold any class of IChemE membership, and the election process will be as agreed by the NB.

**Country specific variations:**

Australia

1. States will nominate a member of their committee to represent them on the Board.

New Zealand:

2. All members are eligible to vote for all Board members including regional members. Local districts may nominate Board members to represent them.

Malaysia:

3. Local SIGs or MGs will elect or nominate Board members to represent them.

Singapore

4. None

## Meetings

The NB shall normally meet four times per year. Attendance will normally be virtual. At the discretion of the NB one physical meeting (face-to-face) can be called as local health directives allow. Additional meetings may be convened at the request of the Chair or senior staff as required. Meeting dates (placeholders) will normally be set a year in advance. A notice confirming the meeting details and agenda, will normally be distributed electronically to all attendees no later than five working days before the date of the meeting. Supporting papers shall normally be sent out at the same time. Meetings will be quorate if at least half the members (rounded up), including the Chair, or person nominated to act as Chair for the meeting and a senior staff member are present either in person or through electronic means.

NBs may call an Annual Meeting (AM) (or Annual General Meeting where required by statute) if required. The business of such meetings shall normally include an update from the BoT on IChemE strategy and activity, performance (including financial), and the results of any local elections may be concluded/declared. AM/AGMs should be open to the regional membership.

The following may attend meetings: the Vice President Member Engagement and senior staff including the Chief Executive, Director of Regions, the Senior Regions Manager, Australasia, and the Country Manager for Malaysia. IChemE staff will also provide the secretariate for the meetings.

## Decisions

Where a resolution requires the support of the members, then the Chair may put the matter to a vote of the voting members present to be decided on a show of hands. The Chair may declare the result of the resolution on the basis of a simple majority of those present and voting. If the votes are evenly cast, the Chair may have, in addition to their own vote, a further casting vote.

## Minutes of meetings

A record of the decisions that are taken at meetings will be kept along with a copy of meeting papers. Records of meetings, less reserved items, should be made available to members through the IChemE website. The record shall normally include the names of those in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of any committee members.

## Working Groups

NBs may set up working groups with a pre-defined task-and-finish objective. For example, this may be to arrange an event or review and report on a particular topic. The membership and ToR for such groups will be determined by the NB and normally chaired by a member of the NB. Members of working groups, where appropriate, may be co-opted from outside of IChemE membership.

## Review

These Terms of Reference shall be regularly reviewed by the VP Member Engagement with input from NBs and the BoT. A revision within 12 – 18 months is anticipated.