

Governance Committee – Terms of Reference

Authority

The Governance Committee reports to and advises the Board of Trustees (the Board) in accordance with these Terms of Reference. The Committee may liaise or consult with any IChemE fora necessary for the performance of its duties.

Purpose

The role of the Governance Committee is to regularly review the Institution's governing documents (Royal Charter, By-laws, Code of Conduct, Disciplinary Regulations etc). This is to ensure that documents remain up to date, relevant to the needs of the Institution, compliant with external regulatory and relevant legislative requirements, and published guidelines and recommendations of the Charity Commission.

Duties

The Committee is responsible for:

1. Keeping the Royal Charter & By-Laws under regular review to ensure that any necessary changes are identified and submitted at the appropriate time;
2. Regularly reviewing the Code of Conduct and Disciplinary Regulations;
3. Having ownership of the overall committee structure and their schedule of delegation, and oversight of the Terms of Reference of all of the committees reporting directly into the Board of Trustees;
4. Reviewing the relevant governance Regulations to ensure they reflect current processes;
5. Ensuring that any necessary changes are submitted to the relevant approval bodies at the appropriate time.
6. The governance framework and the governance policies.

Membership

The Committee shall comprise of six members: the current President, Immediate Past President, the Deputy President and three IChemE members (Fellows or Chartered Members).

The Chair of the Committee should be a Trustee and should have a good understanding of how the governance of IChemE operates both in principle and in practice. The Immediate Past President shall normally take on the role of Chair of the Committee. The Committee shall submit their recommendation for the Chair to the Board of Trustees for approval.

The Committee shall maintain and update as required role profiles for Committee membership. When a vacancy occurs the role shall be advertised to the membership and appointed in accordance with IChemE's volunteer engagement process.

Apart from the Deputy President and Immediate Past President, who will change on an annual basis, the Committee members will hold office for an initial term of three years. They may be appointed for a maximum of two terms, with terms commencing at the AGM.

The Chief Executive/Chief Operating Officer shall be entitled to attend Committee meetings in order to advise the Committee.

If a vacancy occurs for whatever reason mid-term then the Committee may recommend a candidate from the reserve list arising out of the previous round of elections for the Governance Committee to the Board of Trustees to fill the vacant place.

Meetings

Meetings will be physical or virtual to enable participation of all members.

The quorum for a meeting of the Committee shall be 3 members.

The Committee will aim to achieve decisions by consensus at its meetings. If this is not possible then a simple majority of all of the Committee members will suffice. If a simple majority cannot be achieved the Chair may additionally have a casting vote.

If necessary, decisions may be taken outside of the meeting by written resolution following an exchange by email.

The Committee may invite others to attend all or part of the meeting in order to seek advice as required.

The Governance Committee shall have access to the services of the Chief Executive's Office secretariat on all Committee matters, including assisting the Chair in planning the Committee's work, drawing up meeting agendas, maintenance of meeting records, collection and distribution of information and provision of any necessary practical support.

Reporting responsibilities

The Committee shall regularly report to the Board on its progress on matters within its duties and responsibilities.

Version 1	Approved by BoT – 12 November 2020
Version 2	Approved by BoT – 21 January 2021
Version 3	Minor updates to change Panel to Committee – July 2025