

Board of Trustees of the Institution of Chemical Engineers

The Board of Trustees is the governing body of the Institution of Chemical Engineers (IChemE).

The Board of Trustees has the following collective purpose:

- **Leading the strategy:** to lead the ongoing development of the Institution's vision, purpose, and strategic aims and take ownership of IChemE's strategic direction. To ensure strategy and policy reflect our aim to be an Institution that is led by members, supporting members and serving society'. To focus on long-term sustainability. To take decisions about the priority of strategic issues according to the importance of the issue to the Institution and the profession and the availability of resources.
- **Promoting an effective governance culture:** to ensure that processes, capability and resources are in place to execute the strategic intent. To support open debate, diversity, thoughtful challenge and constructive dissent. To lead through high standards of ethical behaviour, commitment, candour and integrity and promote effective relationships between trustees, management, members and other stakeholders. To communicate and engage with members and ensure their involvement in direction setting and decision making.
- **Holding to account:** to hold management to account for executing strategy through informed, astute, and independent oversight of performance and conformance matters. To regularly self-assess the Board of Trustees' performance against good practice. To set the risk appetite and oversee risk management. To monitor the implementation of policies and activities of committees at a high level and assess the effectiveness of the agreed strategy.
- **Ensuring effective compliance:** to ensure that IChemE operates at all times in accordance with the Royal Charter, the Charities Act and all other applicable law. To ensure that IChemE is and remains solvent. To ensure the probity of financial reports and processes, and a high standard of compliance with regulatory environment. To maintain high standards by complying with the spirit as well as the letter of the law. To take independent professional advice where appropriate
- **Representing the Institution:** To be an ambassador for IChemE and represent the policies and views of the Institution and the profession in a positive way to external audiences. To engage constructively with partners and stakeholders in furtherance of the engineering profession in general.

Role profile for all Board of Trustee members

Main duties and responsibilities

All members of IChemE's Board of Trustees are unpaid volunteers. All share the following collective duties and responsibilities:

- Preparing, attending and following up from up to 10 Board of Trustee meetings per year including one away day;
- Participating in at least one standing committee, such as Audit & Risk, HR and Remuneration, Finance and Investments etc.;
- Participating in ad hoc working groups or project teams;
- Supporting member engagement events, webinars and social media engagement;
- Representing the Institution to the external audiences and appropriate stakeholders;
- Supporting Institution staff in areas where the trustee has specific expertise.

Expected Commitment from all Board of Trustee members

In taking up this voluntary unpaid position and carrying out their duties, all Board of Trustee members are expected to:

- Commit to spend a minimum 3 days per month on IChemE business;
- At all times operate in a strict accordance to the guidance outlined by the Charity Commission (Section 2, CC3 - The Essential Trustee: What you need to know, November 2016);
- At all times operate in a strict accordance to IChemE's Trustee Code of Conduct (September 2017);
- Be exemplary role models as leading members of the profession;
- Be fully familiar with the duties and responsibilities of trustees and actively participate in the induction and continuous development;
- Ensure that the Institution is carrying out its purposes for the public benefit;
- Act at all times in the best interests of the Institution;
- Ensure that the Institution operates within its objects as defined in the Royal Charter and governing documents;
- Manage the Institution's resources responsibly to ensure that its assets are only used to support or carry out its purposes;
- Take collective responsibility for the decisions of the Board of Trustees;
- Actively and constructively engage with members on behalf of the Board of Trustees;
- Take on additional responsibilities and lead & support working groups as required;
- Act with reasonable care and skill;

- Gain no benefit from their position beyond that which is allowed by the law and is in the interests of the Institution;
- Identify and declare any actual or potential conflict of interest;
- Accept no gifts or hospitality where this could be seen as likely to influence the decisions of the Board of Trustees.

Person specification for all Board of Trustee members

To be able to do this, the Board of Trustee ordinary members should meet all of the following criteria (with the remaining post holders needing to meet the additional post specific criteria as set out in the next section):

Education and Formal Qualifications:

- Member or Fellow of the Institution of Chemical Engineers in good standing.

Work Experience/Background

- Senior leadership experience in a medium or large sized enterprise with evidence of managing complexity and ideally having prior experience as a company director or trustee;
- Direct experience in a major industry related to chemical engineering, such as oil and gas, chemicals, pharmaceuticals, biotechnology, formulation or engineering design and construction, and broad knowledge of other such sectors

and/or

- Substantial academic experience in the field of chemical engineering;
- Experience of interacting with government bodies and with major public and private sector organisations such as regulators, research councils, skills bodies or industry associations;
- Track record of active involvement with IChemE or undertaking similar and relevant activities such as promoting chemical engineering.

Specific Competencies

Strategic and Governance Leadership

- Experience of leadership coupled with a clear understanding on the distinction between the roles of trustees and management;
- Ability to think at a strategic level, understanding both the process of development and implementation of policy and the implications of strategic and policy decisions on the Institution's resources;
- Ability to comprehend and articulate the big picture and maintain a strategic outlook;
- Ability to cope well in complex and demanding situations and fully motivated to marshal their strong intellectual abilities to envision outcomes and plan the strategies and tactics required to deliver IChemE's aims;
- Ability to understand and be compliant with fiduciary responsibilities and legal frameworks.

Informed decision making

- Ability to deploy critical thinking and conceptual reasoning to reach informed decisions based on evidence.

Business Acumen

- Possess strong business management skills and experience;
- Demonstrate awareness – on local, national and global scales – of chemical engineering issues and an application of how the Institution can lead or assist change for the better;
- Possess the capacity to familiarise him/herself rapidly with diverse fields of science, engineering, business and policy in order to interact effectively in those areas.

Communications

- Possess excellent communications skills;
- Ability to demonstrate diplomacy and good interpersonal skills with the capacity to build and maintain relationships across diverse cultures;
- Ability to build strong relationships within the Board of Trustees and with senior management and work constructively and collaboratively with others;
- Ability to actively listen and engage with and influence fellow trustees, management & staff, members and other stakeholders, in the interests of achieving the goals for IChemE and the profession;
- Ability to promote and represent the Institution internally and externally in a positive and constructive way.

Role-specific person specification

President

Role profile

The purpose of voluntary unpaid post of the President is to lead the Board of Trustees and ensure IChemE strategy and policy reflect its aim to be an Institution that is led by members, supporting members and serving society.

Main duties and responsibilities

During the time in office, the IChemE's President should:

- Represent the chemical engineering profession in the UK and internationally;
- Lead the Board of Trustees and build effective relationships with and between trustees, encouraging trust and respect; lead continuous improvement through trustee and board evaluations; act as mentor /advisor to the Chief Executive of the Institution;
- Chair Board of Trustee meetings; ensure all trustees are enabled and encouraged to play their full part in its activities; manage group dynamics and facilitate discussions towards consensus /collective decision making; guide discussions so that they are courteous, respectful and effective, whilst ensuring genuine disagreements are aired and resolved; ensure that decisions are properly understood and recorded.
- Set agenda and priorities for trustee meetings; ensure that relevant issues are placed on the agenda and that trustees have the necessary background information for their deliberations.
- Ensure that succession planning is actively discussed and processes are in place to ensure required balance of skills and experience is available at the board table.
- Oversee the long-term strategic development of the IChemE, in conjunction with the trustees, the Chief Executive and the senior leadership team.
- Engage with the IChemE's current, and potential, membership to seek their views on Institution matters and promote the strategy.
- Have primary responsibility for overseeing the performance of the Chief Executive and holding management to account.
- Work closely with the Immediate Past President and Deputy President to ensure presidential duties, responsibilities and engagements can be met.
- Engage at trustee level with other PEIs on matters of mutual interest.

Expected Commitment

In taking up this voluntary unpaid position and carrying out the relevant duties, the President is expected to:

- Be able to spend 5-7 days/month on IChemE business including attendance at other committees, ad hoc working groups, membership engagement and external discussions with partners and stakeholders, both within 'work time' and in evenings/weekends. In times of strategic project work the President may have to dedicate up to an additional 5 – 7 days per month for short periods. This is in addition to 3 days/month as a trustee;

- In addition, there are numerous events which the President will be expected attend to represent the Institution.
- Travel internationally;
- The Immediate Past President and the Deputy President are there to support the President and their time commitment is likely to be 3-5 days/month in addition to the 3 days/month as trustees.

Person specification

To do this the President should meet all of the criteria of the ordinary Board of Trustees member and most, if not all, of the following criteria:

- Must be a Fellow of IChemE and a Chartered Chemical Engineer.
- A credible record of professional success in chemical engineering.
- Demonstrable experience of leadership in a complex and appropriately sized organisation (whether commercial, academic, or public body).
- Willingness to devote the time and energy to participating fully in the three years of the presidential term of office.
- A record of active membership in volunteering and supporting IChemE' s activities.
- Active contact with some of the industrial companies who employ chemical engineers.
- Active contact with some of the university departments which educate chemical engineers.
- Active network of relevant connections with the public sector, including governments.
- Skills to persuade, enthuse and drive competing stakeholders to mould a coherent view.
- Good understanding of financial management and management accounting, the preparation of statutory accounts and financial reporting.

Role-specific person specification

Honorary Treasurer

Role profile

The purpose of the voluntary post of the Honorary Treasurer is to oversee the financial matters of the charity in line with good practice and in accordance with the governing document and legal requirements and report to the Board of Trustees at regular intervals about the financial health of the organisation. The Honorary Treasurer will ensure that effective financial measures, controls and procedures are put in place, and are appropriate for the charity.

Despite the additional responsibility the Honorary Treasurer will have in overseeing the financial matters of the charity, all trustees are collectively responsible for the decisions and governance of the charity. This does not mean that all trustees have to agree on every matter they make a decision on, but all trustees have a duty to participate in the decision-making process and take responsibility and accountability for the outcome.

The Honorary Treasurer is appointed for a 12-month period and shall retire at the Annual General Meeting but is eligible for re-election annually for a total term not exceeding six years.

Main duties and responsibilities

In addition to those duties and responsibilities performed by all trustees, the Honorary Treasurer will be the trustee who leads on:

- Oversight of IChemE' s strategic financial management, budgets, management accounts, statutory accounts and financial statements to the Board of Trustees after discussion with the Institution's Finance Director, where applicable;
- Acting as the lead trustee in articulating the financial governance of the organisations and ensuring that all trustees are fully able to understand IChemE' s financial arrangements and contribute to financial discussions and decisions;
- Providing advice and information to the other trustees on their responsibilities in respect of the financial aspects of the Institution's operations;
- Acting as the main point of contact on the Board of Trustees for the Finance Director to ensure that proper accounts and records are kept, ensuring financial resources are spent and invested in line with IChemE' s strategic objectives, charity policy, good governance, legal and regulatory requirements;
- Working in partnership with the Institution's Finance Director, where appropriate, to ensure that the Board of Trustees' decisions are acted upon and that IChemE is managed effectively;
- Chairing the Finance & Investment Committee and also the HR & Remuneration Committee;
- Ensuring a system of sound financial controls and systems are in place and adhered to;
- Advising on the financial implications of IChemE's strategic plan;
- Contributing to the revenue and funding strategy of the organisation;
- Development and implementation of financial, reserves and investment policies;
- Monitoring and advising on the financial viability of IChemE;
- Liaison with the Finance Director, Chief Executive and other appropriate members of management and staff with responsibility for the financial conduct and activities of IChemE;

- Liaison with the Finance Director to ensure that IChemE's annual accounts are compliant with the current Charities SORP;
- Liaison with IChemE's auditors where appropriate;
- Oversight of investment strategy of unrestricted and restricted funds;
- Liaison with the Trustees of IChemE's Defined Benefit Pension Scheme;
- Chairing the Finance & Investment Committee and HR & Remuneration Committee in line with standing orders and terms of reference, and reporting back to the Board of Trustees.
- Being a member of the Audit & Risk Committee, temporary standing in as Chair, and consulting with the Committee in relation to areas of high financial risk.

Expected Commitment

In taking up this voluntary unpaid position and carrying out the relevant duties, Honorary Treasurer is expected to:

- Be able to spend 2 days/month on IChemE business including fulfilling the duties of Chair of the Finance & Investment Committee and HR & Remuneration Committee. Both within 'work time' and in evenings/weekends. This is in addition to 3 days/month as a trustee;

The governance changes currently being developed may dispense with or change the Honorary Treasurer role as needs dictate.

Person specification

Whilst it is not essential that the Honorary Treasurer has a financial accounting qualification or has headed the finance function of an equivalent size organisation, it is important that the Honorary Treasurer should meet all of the criteria of the ordinary Board of Trustees member and most, if not all, of the following criteria:

- Must be a Fellow and must also have previously been a member (elected or co-opted) of the Board of Trustees;
- Good understanding of financial management and management accounting;
- Good understanding of the preparation of statutory accounts and financial reporting;
- Strong business and financial acumen;
- Knowledge and experience of corporate and financial governance, compliance and risk management;
- Knowledge of investment management and pension fund issues;
- Knowledge of HR policy and remuneration;
- Full awareness of the difference between the role the Board of Trustees play in governance, developing and agreeing the strategic direction of the charity and that of the senior management team in applying that strategy to the day-to-day operations of the charity;
- It would be highly desirable if the candidate had sat on the Audit & Risk Committee of an organisation of the equivalent size of IChemE;

Role-specific person specification

Vice President (International)

Role profile

The purpose of the voluntary post of the Vice President (International) role is to work closely with non-UK national Boards in furtherance of delivering IChemE's strategic aims. Specifically, to nurture and support the development of IChemE and of the profession, particularly in those countries where we do not already have a mature operation, and to act as a source of guidance and advice to the Board of Trustees and staff in order that IChemE's work and policy are an appropriate "fit" to each country and geographic region involved.

The Vice President – International is co-opted to the Board of Trustees for a three-year term but in the spirit of the new governance arrangements members are being asked to nominate suitable candidates.

Main duties and responsibilities

During their time in office the IChemE Vice President (International) should:

- Ensure that due consideration is given to matters affecting the profession in countries which are not represented among the Board of Trustee members;
- Work closely with IChemE Senior Ambassadors, utilising them as a valuable network and source of advice;
- Regularly report to the Board of Trustees on international affairs in many countries across the globe.

Expected Commitment

In taking up this voluntary unpaid position and carrying out the relevant duties, the Vice President (International) is expected to:

- Be able to spend 2 days/month on IChemE business, both within 'work time' and in evenings/weekends. This is in addition to 3 days/month as a trustee;
- Be able to travel to many different countries each year. This to include the UK about twice /year.

Person specification

To do this the Vice President (International) should meet all of the criteria of the ordinary Board of Trustees member and most, if not all, of the following criteria:

- Understanding of and sympathy with IChemE's wide international work and development and a commitment to further this in accordance with the strategy agreed by the Board of Trustees;
- A broader understanding of the international chemical engineering profession whether in academia, education and research, in commerce and industry or among Governments and regulators;
- A commitment to membership growth based on an understanding of the value proposition to potential members in different countries and at different membership grades;
- A sensitive cultural awareness relating to the different countries in which IChemE operates or may wish to operate; skilled diplomat, strong influencing skills and able negotiator;

- An understanding of the diverse range of employment opportunities entered into by chemical engineering graduates;
- An ability to generally enhance the Board of Trustees' discussion and debate around a wide range of subjects, not exclusively within the international development arena;
- Ability to give time to IChemE activity, to participate within the Board of Trustees and ad-hoc groups and to interact with IChemE Boards and members in a variety of different countries;
- Extensive international experience of operating within the chemical engineering profession and preferably having had assignments in Africa, Asia, South and Central America;
- Experience of operating within an IChemE structure outside the UK;
- Good communication and influencing skills;
- It is recognised that no single individual is likely to have experience and/or background in all of the points above. Commitment, enthusiasm and time for the task are important.

Charity Commission requirements

Previous Charity Commission guidance has stated:

1) Trustees have and must accept ultimate responsibility for directing the affairs of the charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

Compliance - Trustees must:

(2) Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.

(3) Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.

(4) Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.

(5) Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

Duty of prudence - Trustees must:

(6) Ensure that the charity is and will remain solvent.

(7) Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.

(8) Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.

(9) Take special care when investing the funds of the charity, or borrowing funds for the charity to use.

Duty of care - Trustees must:

(10) Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.

(11) Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

Trustee Eligibility

Anyone over 18 years of age, but excluding anyone described in section 72(1) of the Charities Act 1993, which includes:

- anyone who has an unspent conviction for an offence involving deception or dishonesty;
- anyone who is an undischarged bankrupt;
- anyone who has been removed from trusteeship of a charity by the Court or the Commissioners; for misconduct or mismanagement; and
- anyone under a disqualification order under the Company Directors Disqualification Act 1986.