The Institution of Engineering and Technology

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CO(22)15

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Council

CONSTITUTION AND TERMS OF REFERENCE

(Paper by Mr Andrew F Wilson. If you have any questions on this paper before the meeting please contact Mr Andrew F Wilson on +44 (0)20 7344 5415 or by email afwilson@theiet.org)

1. Issue

To provide information annually to Council on its constitution and Terms of Reference.

2. Timing

Council Meeting, 6 October 2022.

3. For Note

Council is invited to note this paper.

4. Constitution

The constitution of Council for 2022/23 is attached as Appendix A. It is published on the IET website at https://www.theiet.org/about/governance/council/

5. Terms of Reference

5.1. The terms of reference of Council are described in the Council Regulations, attached as Appendix B. The Regulations are published on the IET website at https://www.theiet.org/about/vision-and-strategy/our-royal-charter-and-bye-laws/council/

5.2. There are references to Council in the Royal Charter and Bye-laws and extracts are attached as Appendix C. The Royal Charter and Bye-laws are published on the IET website at https://www.theiet.org/media/3330/charterbyelaws2016.pdf

5.3. The terms of reference of the Council Working Party on Monitoring Governance are attached as Appendix D.

6. Governance Structure

The current IET Governance Structure chart is attached as Appendix E.

7. Risk

There are no risks associated with this paper.

8. Resources

There are no resource issues associated with this paper.

Appendix A to CO(22)15

CONSTITUTION OF IET COUNCIL 2022/23

Chair

- Mr I MacGillivray BEng CEng MIET

Deputy Chair

- Mr A Spyrou MEng CEng MIET

Ordinary Members

- † Mr A R Anderson BA MEng CEng FIET
- + Mr S W Bennison BSc MSc CEng FIET
- * Ms K N Bryan MEng MBA CEng FIET
- + Mr J P Caplin BSc MIET
- * Mr W J Cowburn BSc CEng FIET
- † Professor A C Downton BSc PhD CEng FIET
- + Mr M R Goudie MEng CEng FIET
- * Ms O Hartley MEng MSc APMP CEng MIET
- * Miss J C Y Ho BMath MSc LLB MIET
- * Mr W Hodgkiss IEng MIET
- + Mr R Jobbins LCGI MCGI EngTech MIET
- † Ms S Jones MEng CEng FIET
- + Miss M Kenney BEng MSc
- † Mr K O Lee IEng MIET
- + Professor W Y Leong BEng PhD CEng FIET
- * Mr I MacGillivray BEng CEng MIET
- † Ms S Mathobela MSc CEng MIET
- † Mr B Obiri-Bonney BEng MSc CEng MIET
- * Eur Ing Dr K Otiaba PhD CEng MIET
- + Mr A Palmer BA CEng FIET
- + Mr J Peckham IEng FIET
- * Professor I Phillips BSc CEng FIET
- * Mr A Pocock CEng MIET
- + Mr A Singh BE CEng FIET
- † Mr A Spyrou MEng CEng MIET
- † Mr F Yaqub CEng MIET
- † Eur Ing Dr A Zobaa BSc MSc PhD CEng FIET

President

- * Professor R A Cryan CBE DL FREng MBA DSc CEng FIET

Also Invited to Meetings of Council

Board of Trustees

- * Professor R A Cryan CBE DL FREng MBA DSc CEng FIET
- * Dr B S Bhangu OBE BEng MSc MBA PhD FIET[1]
- + Professor T R Dafforn BSc PhD FIET
- + Ms K Deacon BEng MEng CEng MIET
- † Ms A Feng MEng CEng MIET[2]
- * Dr A C Harter CBE DL FREng MA PhD CEng FIET
- † Ms S E Hubbard BEng IEng FIET
- * Ms R C Hurst FREng MSc FIET
- + Ms A S Hutty MEng CEng FIMechE MIET[12]
- + Dr G Katragadda BE MS PhD FIET[1]
- † Eur Ing Dr C Marsh OBE EngD CEng FIET
- † Professor R Nag BSc MS PhD CEng FIET[1]
- * Professor P M Needham PhD CEng FIET
- + Professor S K Spurgeon OBE FREng BSc DPhil CEng FIET
- * Professor K Sugden BSc MSc PhD MIET
- * Air Marshal Sir Julian Young KBE CB OBE CEng FIET

Knowledge Services Board

- * Eur Ing G H Kenyon BEng CEng MIET

Membership and Professional Development Board

- † Mr P Beynon BSc CEng FIET
- + Professor S K Haywood BA PhD CEng HonFIET
- + Mr P M Johnson BSc MBA CEng FIET
- † Mr A Wright BEng MBA CEng MIET CMgr

Volunteer Engagement Board

- * Ms K Aliakhmet MIET
- * Miss S Kidaha MEng MIET
- * Mr T Sewell MIET
- * Dr K Smith BE BCom PhD CEng MIET
- * Mr C Winder EngTech TMIET

* will retire from that office on 30 September 2023
+ will retire from that office on 30 September 2024
† will retire from that office on 30 September 2025

The Institution of Engineering and Technology

IET COUNCIL REGULATIONS

(Revised 3 November 2016)

Purpose

1. These Council Regulations relate to the membership, management and business conduct of the IET Council. Terms used but not defined in these Regulations shall bear the same respective meanings as in the Bye-laws unless the context requires otherwise.

Royal Charter and Bye-laws

2. The terms of reference of Council are stated in the Royal Charter and Bye-laws – predominantly Charter Article 9A and Bye-law 91. The Council Regulations are subordinate to the Royal Charter and Bye-laws.

Changes to Council Regulations

3. Changes to the Council Regulations may be made by a simple majority vote at a Council meeting and approval by the Board[1]. Changes can also be made by a resolution passed at a General Meeting.

4. If the Board rejects a request by Council to change the Council Regulations, and the Council does not accept this decision, the matter may be resolved by discussion with the Board before the next Council meeting. If agreement is not reached the request may be put to a General Meeting.

Approval of Council Regulations

5. The Council Regulations were proposed by the Council on 17 May 2007 and approved by the Board on 11 June 2007. Amendments were approved by the Board on 9 June 2008, 1 October 2012, 9 March 2015, 7 September 2015, by a Special General Meeting on 11 February 2016 and by the Board on 3 November 2016.

Purpose of IET Council

6. The role and responsibility of Council are defined in Charter clause 9A and Bye-law 91. Its relationship with the Board is defined in Bye-laws 92-93.

7. Each year, Council will review and contribute to the IET's Strategic and Corporate Plans. It will also review and note the IET's Annual Report and Accounts. Council will provide its own Annual Report to the IET's Annual General Meeting.

8. Council will monitor the governance of the IET and will determine the most appropriate method of undertaking such monitoring, using external assistance if reasonably required. In the spirit of continuous improvement, Council should engage

[1] The Board of Trustees, as defined by Bye-law 3.

with the Board in establishing the methodology for review and it may seek clarification on issues from the Board.

Composition

9. Council will comprise 27 Ordinary Members and the President.

10. The term of office will be three years and one third of members will retire each year. Two-thirds of the Ordinary Members will be elected by the membership of the IET and one-third of the Ordinary Members will be appointed by the Board from amongst the members of the IET to support the skills base needed by Council and to reflect, to the extent practicable, a broad representation of the profession and its interests. Of the members of Council to retire each year, one third shall be those appointed by the Board and two thirds shall be those elected by the membership of the IET. Those members of Council to retire shall be those who were not re-elected or reappointed to Council for one of the preceding two sessions.

11. Council shall include either:

    (a) at least three Ordinary Members aged less than 36 years at the commencement of their period of office who are resident in the United Kingdom and at least three Ordinary Members who are resident outside the United Kingdom; or
    (b) at least two Ordinary Members aged less than 36 years at the commencement of their term of office who are resident in the United Kingdom and at least three Ordinary Members who are resident outside the United Kingdom one of whom must be aged less than 36 years at the commencement of period term of office; or
    (c) at least one Ordinary Member aged less than 36 years at the commencement of their period of office who is resident in the United Kingdom and at least 3 Ordinary Members who are resident outside the United Kingdom of whom at least two must be aged under the age of less than 36 years at the commencement of period term of office; or
    (d) at least 3 Ordinary Members who are resident outside the United Kingdom each of whom is aged less than 36 years at the commencement of their period of office.

12. An Ordinary Member shall be eligible for re-election or re-appointment for subsequent terms. No person shall be elected or appointed to the office of Ordinary Member more than twice when aged less than 36 years, and no person shall be elected or appointed to the office of Ordinary Member more than twice when aged 36 years or over. No person shall hold the office of Ordinary Member for more than twelve years in total.

Number	Position
18	Ordinary Members (elected)
9	Ordinary Members (appointed)
1	the President

13. Membership of Council is open to all categories of IET membership. With the exception of the President, a serving Trustee cannot be a member of Council.

14. Save for the President, all other Trustees and Main Board members (who are not Council members) shall be entitled to attend and speak at (but not vote at) meetings of Council.

Election to Council

15. The election of Ordinary Members of Council shall follow the procedure set out for the election of members made under Regulation 16. Membership is open to all categories of IET member. Nominations of members of Council can be made and supported by all categories of IET member. The Board can also nominate candidates for election to Council.

16. Subject to Regulation 15, the election process for those positions on Council which are to be filled by elections shall be in accordance with Regulations made for the purpose from time to time.

17. Any casual vacancy that arises on Council shall be filled by appointment made by the Board following consultation by the Board with the Main Board of which the relevant Council member was a member.

Council Chair

18. The Chair and Deputy Chair of Council will be elected by simple majority vote by the members of Council from their own number. Each will be in post for one year, but the incumbent may stand for re-election for the following year. No Chair or Deputy Chair shall hold their respective office for more than 2 years in succession. The nomination and ballot exercise will be performed before the end of each session of Council. In the absence of the Chair or Deputy Chair of Council, a meeting of Council will be chaired by one of its number elected at that meeting.

Council Meetings

19. The frequency and conduct of Council meetings shall be as decided by the Council from time to time. Council will meet at least three times per year. Where practicable, meetings will be held in the same place and on the same date (but not at the same time) as meetings of the Board.

20. Any member of the Council may validly participate in a meeting of the Council through telephone conference or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. All business transacted in such manner by the Council shall for the purpose of these Council Regulations be deemed to be validly and effectively transacted at a meeting of Council notwithstanding that a quorum of members of Council is not physically present in the same place. If the members of Council cannot or do not decide upon where such a meeting shall be deemed to take place, then it shall be where the chair of the meeting then is located.

21. The agenda for Council meetings will be set by the Council Agenda Team (CAT) consisting of the Chair, the Deputy Chair and two members of Council selected by Council for this purpose to reflect the wishes of Council.

Quorum

22. The quorum is more than half the Council membership.

Main Boards

23. The Ordinary Members of Council will comprise the Ordinary Members of the Main Boards, divided equally (to the extent reasonably possible) between each of the Main Boards. Each Ordinary Member of Council will serve a three-year term as an Ordinary Member of one of the Main Boards.

24. The Ordinary Members of Council are the Ordinary Members of the three Main Boards, being (as at the date of approval of these Council Regulations) the Knowledge Services Board, the Membership and Professional Development Board and the Volunteer Engagement Board. The Board may delegate powers to a Main Board individually in accordance with Bye-law 79 and those powers rest with the relevant Main Board and not Council as a whole. In the event that the number of Main Boards changes after the date of approval of these Council Regulations, the Board shall make such amendments to the number of Ordinary Members of Council who sit on each Main Board as are reasonable to reflect the number of Main Boards then in existence, but always reflecting the principle that that the members of Council shall be split equally between the Main Boards.

25. If a member of Council resigns or is deemed to have resigned from a Main Board under the terms of reference of such Main Board, such member of Council shall also be deemed to have resigned from Council at the same time.

Meeting Attendance

26. To maximise familiarity with and contribution to Council business it is expected that members will regularly attend Council meetings and also contribute to debate between meetings. Any member who has not attended three consecutive meetings without cause (as determined by Council (acting reasonably)) will be deemed to have resigned from Council.

Voting at Council Meetings

27. Decisions of Council shall be made by simple majority vote of those present at the relevant meeting and entitled to vote. For the avoidance of doubt, if a simple majority is not achieved, then the relevant motion shall not have been passed.

Output from Council Meetings

28. Council will report to the Board. Minutes will be placed on the IET website and be accessible in the IET Library.

Committees of Council

29. Council may delegate any of their powers to any committee consisting of one or more members of Council. Any such delegation may be made subject to any conditions Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Council Regulations regulating the proceedings of Council so far as they are capable of applying.

30. Until the Effective Date[2], the provisions of the Council Regulations of the Institution in force immediately prior to the coming into force of these Council Regulations (the "Old Regulations") shall be deemed to form part of these Council Regulations save that, in the case of any inconsistency between the Old Regulations and these Council Regulations, the Old Regulations shall prevail, except for any provisions governing elections for or appointments to positions on Council commencing on or after the Effective Date, in which case the provisions of these Council Regulations shall prevail. In the case of any ambiguity in the interpretation of this Council Regulation, the Council shall make the final determination.

[2] 1 October 2016, as defined by Bye-law 3.

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EXTRACT FROM THE ROYAL CHARTER

9A. There shall be a Council which shall debate the future direction and strategy of the IET and advise and collaborate with the Board of Trustees accordingly and shall have such other rights, duties and responsibilities as are prescribed in this Our Charter and the Bye-laws and Regulations of the IET. The Council shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Bye-laws prescribe.

EXTRACT FROM THE BYE-LAWS

Council

90. The composition of Council and the method of appointment and election of its members shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the IET eligible to vote and voting at a General Meeting. The manner in which the proceedings and other business of the Council are conducted shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the Council eligible to vote and voting at a meeting of Council.

91. The Council shall have the right and responsibility:

(a) of tendering advice to the Board of Trustees concerning the conduct of the IET's affairs generally, including its direction and strategy, and on any other matters referred to it by the Board of Trustees;

(b) of communicating views that are representative of the range of views of members of the IET on these and other matters to the Board of Trustees;

(c) of monitoring the governance of the IET and promoting a culture of continuous improvement.

92. The Board of Trustees shall consider the strategic advice and guidance of Council, and explain to Council how this advice will be taken into account. If the Board of Trustees does not accept the advice of Council it will inform Council and, provided time permits, discuss the matter further with Council before implementing its decisions.

93. Council shall receive regular reports from the Board of Trustees including minutes of the Board meetings, but excluding matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis.

94. The Council shall be advised annually of the terms of reference and composition of all boards and committees of the IET and have access to minutes of their meetings, but excluding matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis.

95. The Chairperson and Deputy Chairperson of Council shall be elected before the first meeting of the session as set out in the Regulations. In the absence of the Chairperson or Deputy Chairperson of Council, a meeting of Council will be chaired by one of its number elected at that meeting.

Meetings of Council

96. The frequency and conduct of meetings shall be as decided by the Council from time to time.

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TERMS OF REFERENCE OF THE
COUNCIL WORKING PARTY ON MONITORING GOVERNANCE

(Approved 16 June 2016)

1. The Working Party on Monitoring Governance assists Council in achieving its responsibility to monitor the governance of the IET and promote a culture of continuous improvement.

2. The Working Party comprises a Chair and two other members chosen by Council.

3. The Working Party is responsible for performing all co-ordination work needed, reports regularly to Council on progress, and seeks approval from Council whenever needed.

4. The Working Party is responsible for reviewing the themes and any overarching issues of the Effectiveness Surveys.