

January 2019

Appointment to a new position of Chairman to The Institution of Structural Engineers Trustee Board

Since its inception 111 years ago, the annually appointed President, as the senior member, has been the voice of our profession, as well as Chairman of the Trustee Board.

Both aspects of the role are fundamentally important to a vibrant professional body and as we continue to develop, the Board have considered, over the past couple of years, the benefits of separating these two roles. We wish to maximise the impact each President can make in their year of office, and have an effective Trustee Board which meets today's expectations of governance of a Charity.

We have decided the time is now right to take this step, so that in future we have both a President and a Trustee Board Chairman.

Subject to a satisfactory appointment process, the intention is to make an appointment before the end of July 2019 with the successful applicant becoming Chairman with effect from January 2020. Upon appointment, the tenure of Board Chairman will be for 2 years and subject to agreement by the Board at the end of the first year in post, extendable by one further term of no more than 2-years such that the maximum term of a Board Chairman will be 4 years.

The position of Board Chairman is open and available to all Institution Voting Members and to non-member candidates.

The role specification

1. The Chairman of the Institution Board will become a Trustee of the Institution.
2. The Institution's Board Chairman serves as Chairman of the Trustee Board and performs all roles and functions that would be expected of a high performing charity board in the not for profit and membership sectors.
3. The Chairman is accountable to the Board of Trustees.
4. Other than in the proper fulfilment of their duties and responsibilities, and with any legitimate interest as an Institution member, the Board Chairman will not play an active role in the leadership of learned society affairs of the Institution. Leadership of learned society affairs is fully vested in the Institution's President.
5. The Chairman will provide leadership and direction to the Board of Trustees and enable the Board to fulfil their responsibilities for the overall governance and strategic direction of the organisation.
6. The Chairman with support from the President and Chief Executive will be the principal driver of Board agenda.
7. The Chairman will ensure that the organisation pursues its objects as defined in its governing document, charity law, company law and other relevant legislation & regulations.
8. The Chairman will work in partnership with the Chief Executive and Senior Staff members and support the employees, helping them achieve the aims of the organisation and to optimise the relationship between the Board of Trustees and the staff.
9. The Chairman will facilitate the Board of Trustees in stimulating excellent, well-rounded and carefully considered strategic decision making.
10. The Chairman will take the lead in ensuring meetings are properly run and recorded and take the lead in ensuring that Trustees comply with their duties and that the charity is well governed.
11. The Chairman will ensure suitable training is provided for Trustees.

12. The Chairman will lead the Annual Board appraisal and take forward action items in a spirit of continuous improvement of the Board's performance.
13. The Chairman will seek opportunities for Trustee input and feedback between meetings.
14. The Chairman will have a second or casting vote if a vote on a Trustees' decision is tied.
15. Whilst the Chairman will not act as spokesperson for the Institution on professional matters, he/she may be required to act as a spokesperson on matters relating specifically to the governance and operation of the Institution as a Charity.
16. The Chairman will sign the annual accounts and financial statements.
17. The Chairman will line manage the Chief Executive on behalf of the Trustees.

Candidate Profile

1. The successful candidate will be a voting member of the Institution with up to date payment and CPD records at the point of selection to the role or a non-member with demonstrable experience to fulfil the requirements of the role.
2. Whilst it is not a requirement of the role for the incumbent to hold Fellowship of the Institution it is likely that the successful candidate if a member, will possess the necessary qualities and attributes to make application prior to taking up the position of Chairman.
3. The successful candidate will have significant experience at senior management and leadership level with demonstrable Board level exposure and service.
4. It is highly desirable that the candidate has experience working as a Charity Trustee and is conversant with the duties and obligations of a Trustee Board.
5. The successful candidate will not necessarily be a current and active practicing structural engineer and may well now be engaged outside or inside the sector or not in employment.
6. Proven leadership and highly developed communication skills that can support and bring out the best in a highly motivated Trustee Board as well as support and challenge at Senior Executive level will be expected.
7. The successful candidate will be expected to devote the necessary time for preparation and attendance for routine and regular diarised Board duties and, as reasonable, for interim activities that ensue with the position of an active and engaged Board Chairman.

Anticipated Commitment Required

1. Time required for the role is likely to encompass an average of 2 days per month broadly comprising across the year:
 - a. 5 x 1-day Board meetings
 - b. 1 x 2-day Board meeting
 - c. 1 x ½ day AGM
 - d. 6 x ½ day meetings with Chief Executive and/or Staff Executives
 - e. 6 x ½ day time allocation for follow up contact with Board Trustees
 - f. 12 x ½ day per annum for preparation, reading and miscellaneous matters
 - g. 9 x ½ day contingency
2. The time outlined does not include travel. Save for any visits to meet with Trustees outside the routine meeting schedule then it is expected that the majority of meetings will be held in London.
3. The role is intended to be unremunerated although reasonable travel and subsistence costs including any necessary overnight accommodation will be met in full by the Institution in common with current arrangements for Board Trustees

The Application and Appointment Process

1. The Chairman selection process will operate separately and independently to other routes of election to a position as Institution Trustee. Unlike other routes to trusteeship based on **election**, the Chairman route will have a specific focus on skills and expertise commensurate with the duties and responsibilities of a Board Chairman and will thus be an appointment by **selection**.

2. Applications will be made to the Company Secretary and will include a full cv plus covering candidate statement outlining why they should be considered for the position and how they believe they meet the person/role specification.
3. Any current Board member applying for and successfully being appointed as Chairman will resign their remaining Board tenure which will then become available in accordance with the Institution's existing regulations for dealing with casual vacancies.
4. The review and selection process will be overseen by the Institution's Nominations Committee which will establish a selection panel task group from amongst their number of 2 persons plus the Chief Executive. Additionally, a member of the Board who is not on the Nominations Committee, will be elected by the Board to join the selection panel task group. The Company Secretary will oversee and support the process.
5. Only one member of the panel selected by the Nominations Committee may be an existing Board member. The 2019 Senior Vice President will not be eligible.
6. An appointment will be subject to interview. If there are conflicts of interest then interviewers may be drawn from other members of the Nominations Committee.
7. A recommended candidate arising from the deliberation of the 4-person panel will be taken to the entire Nominations Committee. If the recommendation of the panel is unanimous then Nominations will simply be expected to endorse the recommendation.
8. If not unanimous, then Nominations will review via open discussion in committee and agree on the candidate to take forward. The Chief Executive will be entitled to be part of any discussion but will not be entitled to vote.
9. The current Board will be notified in confidence of the recommended candidate and in the absence of any feedback giving rise to substantial concern, then the preferred candidate will be contacted with an offer of the role by the chairman of the Nominations Committee.

Timetable

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| 1. Details on Institution website. | From February 1st |
| 2. Advertisement in <i>The Structural Engineer</i> | February and March issues |
| 3. Letter from President to all members. | February |
| 4. Council and opportunity for discussion | February 22nd |
| 5. Closing date for applications. | April 26th |
| 6. Interviews. | May and June |
| 7. Board ratification | July 18th |
| 8. Announcement to Council | July 18th |
| 9. Wider announcements | From July 22nd |

For further information and to apply:

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