

## **Organisation and Management**

### **1. The Group**

The Group comprises the Society and the trading company, IRTE Services Ltd, and is a single entity for VAT purposes. The constituent body companies, the Institute of Road Transport Engineers and the Institution of Plant Engineers, are dormant and have no active functions. The Society of Operations Engineers and IRTE Services Ltd are the only active companies within the Group: The Society owns all assets, controls the finances and the Group budget, and one set of accounts are produced to incorporate the financial affairs of the Professional Sectors ("PS") and regions. The financing of all PS Council and regional activities will be carried out via business plans to sustain the overall Strategic Plan of the Society, the budgets for which must be approved by the Board.

The mission of the Society is to promote safe, efficient and environmentally sustainable operations engineering to the benefit of Society. Its vision is to be recognised world-wide by all its stakeholders as being the most relevant and professional organisation, and to continually deliver best practice amongst engineering individuals and their related companies.

The Society's strategic aims in support of the mission and vision are to:

- Improve professional education, training, competence and ethics.
- Influence legislation and design.
- Enhance public understanding of the contribution of the Society and its membership to the community.
- Promote the benefits of membership and professional registration.

### **2. The Governing Structure**

The Society is governed by a Trustee Board of Management and Governance, known as "the Board." The Board is responsible for overarching matters concerning the Society as a whole, such as strategy, policy, procedures, finance, the regional structure, nominations and awards, property, staff, PR, marketing and communications. Standing committees reporting directly to the Board have devolved responsibility for Membership and Professional Standards (M&PS) and audit of the Society's financial and risk evaluation activities (Audit).

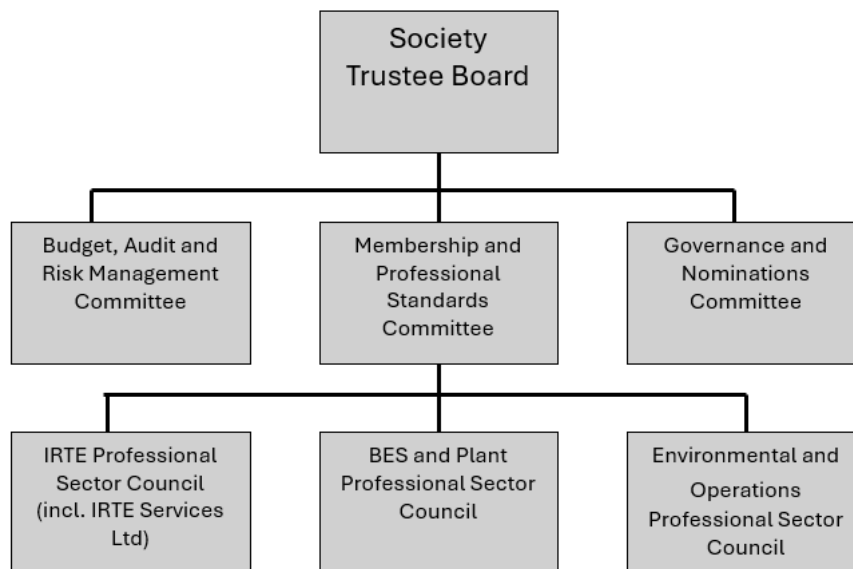
The Board delegates authority for industry-specific matters such as membership promotion, recruitment, retention and services, technical journals and publications, technical events, seminars, education, training and regional activities, to the Professional Sector Councils beneath it, which operate within operational budgets and business plans that the Board has approved.

Ad-hoc working groups may be created by the Professional Sector Councils to undertake specific tasks and/or activities as and when required.

The Board may appoint an eminent person, as the Patron of the Society, to serve as its figurehead, champion the Society and its Professional Sectors, raise their profile and exert

influence on their behalf. They may be requested by the Board to preside at Society or Professional Sector social functions, and they may be invited to attend Board or general meetings but would not normally be expected to do so. The Patron is not a Board member and is not necessarily a member of the Society. They shall be appointed by the Board for a term of years not less than one nor more than three years at the Board's discretion.

### 3. The Governance Structure Diagram



### 4. The Board

The Trustee Board is the governing body of the Society. All Board members are directors of the company as well as trustees of the charity and subscribe to the Society's published aims and objectives: they are bound by all the Society's governing documents.

The Board comprises not more than fourteen and not fewer than seven members. These include: the President, President Elect, Honorary Secretary, Honorary Treasurer, a Chair from each of the Professional Sector Councils, and the Chair of Membership and Professional Standards (M&PS).

In addition, there are two other Board positions for voting members to be elected by the voting membership, each for a period of three years. This can be for two elected terms of three years after which a fallow year must be taken. The Board is empowered to define criteria for each of these elected positions to ensure that the required mix of skills and knowledge are represented on the Board. Where a skills requirement exists, or for a specific purpose the Board may co-opt up to three members of the Society, one being the past President at the presidents discretion or someone who is not a member of the Society, to its membership until the next AGM, when the Board can re-appoint such members provided that no co-opted member to

the Board shall serve for more than two years. Each section of the Engineering Council and Society for the Environments register must as far as is practical be represented on the Board.

New Board members receive an induction briefing, which includes the governance of the Society and their responsibilities as directors and trustees. Board member training and development sessions are also held from time to time.

The Board shall be chaired by the President, or in the Presidents absence the President Elect. In the event of the President Elect also being absent or unwilling to chair the meeting, the Board members present shall choose one of their number to chair the meeting.

Additionally, by invitation, a guest or advisor, to present or apply their expertise to the Board, but not to become a member of the Board.

### **Quorum**

Seven voting members of the Board.

### **Frequency of Meetings**

The Board will meet as necessary, but not less than four times a year, spread throughout the period to reflect the budget review, Annual Meeting outcomes and membership figures. If in between meetings decisions are required communications with and between Board, PS Council and committee members will occur electronically (via email).

Where electronic decisions are made, these should be minuted in a form to be easily accessed for reference.

## **5. Trustee Board Terms of Reference**

### **Role**

To formulate and regularly review the aims of the Society within the strategic plan and ensure that the policy and practices of the Society are in keeping with its aims and within its charitable objectives.

To strive to achieve best practice and function within the legal and financial requirements of a charitable Society as Directors and Trustees, to take collective responsibility for the sound governance of the Society in accordance with the Articles of Association, these Rules, and all other governing documents or policies adopted by the Society from time to time.

Of special note is the monitoring of the progress and development of the irtec and Skills Challenge Schemes by the SOE Board as these are classified as charitable educational activities and therefore enjoy favourable VAT status from HMRC.

### **Responsibilities**

The Board's responsibilities include, but are not limited to:

- Monitoring and developing strategy in the furtherance of the Society's purpose, vision, values, objectives and aims.
- Establishing, promoting and monitoring the corporate culture and image of the Society by PR events, use and development of the website etc.
- Developing policy on and monitoring the development of the Professional Sectors' structure.
- Developing the Society's strategic plan and monitoring its implementation.
- Any Board Member who votes against a motion, must abide in accordance with the majority decision of the Board.
- Considering and, if thought fit, approving business plans, budgets and proposed activities placed before the Board every year by each of the Professional Sector ("PS") Councils Standing committees and working groups.
- Coordinating and monitoring the development and implementation of PS Council business plans and budgets.
- Monitoring a scheme for the certification of competence (irtec), and satisfying the needs of the transport industry, bearing in mind the requirements and provisions of relevant standards and continually re-assessing requirements.
- Monitoring a scheme for the Skills Challenge competition satisfying the needs of the transport industry, bearing in mind the requirements and provisions of relevant standards and continually re-assessing requirements.
- Workshop Accreditation – write in update paragraph
- Maintaining a linkage between the planning and budgetary process.
- Overseeing the management of the Society's current assets.
- Keeping under review the relationship between the Society and its trading subsidiary IRTE Services Ltd and its activities.
- Monitoring the performance of the Society's external advisors, e.g., legal and financial.
- Approving the group budget in conjunction with the Society's strategic plan.
- Actively monitoring income, expenditure and forecast out-turn against the current year's budget (including PS Council, standing committees, working groups, irtec, and

- centre/regional /overseas group budgets) and advising on any corrective action considered necessary.
- Setting annual membership subscription rates.
- Developing reserves and investment strategies, drawing on external professional advice, where appropriate, and reviewing the performance of investments.
- Determining policy for the reimbursement of members' expenses on Society business.
- Reviewing the audited accounts and monitoring the performance of the Society's auditors, bankers and investment advisors.
- Overseeing development of the Society's domestic and international regional structures and monitoring the functioning of centres and regional groups; establishing the Society's regional structure policy, delegating monitoring and functioning of regions to PS Councils / international committees.
- Reviewing the Society's staff employment and development policies including those relating to the Executive Director.
- Receiving reports from and monitoring the activities and products of the Society's regulators, PS Councils, standing committees
- Liaising with relevant groups within the Society and wider industry on issues associated with licensing of competence.
- Overseeing the Societies licensing functions.
- Acting as a good employer, taking employment law into account and leaving the day-to-day management of the staff in the hands of the Executive Director.
- Overseeing recruitment and development of trustees, PS Council and standing committee members.
- Managing Society submissions for national honours and awards.
- Developing and administering Society award and prize schemes.

## **6. Trustee Board member's Role Descriptor**

### **The Main Elements of the Role**

To further the Society in accordance with its charitable objects.

To perform the responsibilities of a Trustee Board member as stated in its Terms of Reference.

To take part in formulating and regularly reviewing the strategic aims of the Society.

With other trustees, to ensure that the policy and practices of the Society are in keeping with its aims and objects, and that the Society complies with legal and financial requirements in accordance with the Companies Acts.

With other trustees, to ensure that the Society functions within the legal and financial requirements of a charitable Society and strives to achieve best practice within its activities.

### **To ensure policies and practices are in keeping with Society aims, in particular:**

Follow the Code of Conduct at all times, particularly when exercising the functions of the trustees or any of the Society's PS Councils, standing committees, sub-committees or groups.

- Attend Board meetings of the trustees on a regular basis.

- Reflect the trustees' policies and concerns on the Society's PS Councils, standing committees, sub-committees and groups as appropriate.
- To ensure that the Society complies with the law and best practice, in particular:
- Ensure that the Society complies with its Articles of Association, The Rules and other governing documents, charity and company law and the regulatory guidelines of the Engineering Council and Society for the Environment.
- Ensure that the Society applies its resources exclusively in pursuance of its objects.
- Be an active member in exercising its responsibilities and functions, and always maintain the confidentiality of any matters discussed, or decisions reached, by the Board or any Professional Sector Council.
- Safeguard and promote the good name and the values of the Society.
- Take part in trustee training sessions provided for the benefit of the Society.
- Ensure that all relevant documents pertaining to the Board, Professional Sector Councils, and any other committee, sub-committee or working group, are read recorded and maintained.
- Fulfil such other duties and assignments as may be required from time to time by the Board.
- That the Society aids the activities of its sub sections to provide public benefit in accord with Charity Law.

## **7. Trustee Board Officers' Role Descriptor**

*These role descriptors are a guide to the responsibilities and duties of the roles and should not be seen as inflexible. The role holders share the responsibility to suggest improvements and alterations to ensure that their role descriptors reflect the full extent of the positions.*

### **Directors possible additional delegated duties**

On behalf of the Board, to maintain a strategic overview of the Society's affairs (and its Professional Sectors) in order to ensure that the Society achieves its charitable objectives within the parameters of the law and its own constitution and is accountable to the public in accordance with the requirements of the Charity Commission and Companies House and in accordance with the licences issued to the Society by the Engineering Council and Society for the Environment.

- Be prepared to chair membership preliminary disciplinary hearings.
- To take a lead role in highlighting the Board's duty to fulfil the Society's constitutional, legal and employment obligations.
- In conjunction with the President and other directors, to help formulate, develop and represent the Society's overall policies, strategies and future plans and sit on other meetings of groups/panels as may reasonably be required.
- Highlighting the Board's duty to meet the Society's constitutional, legal and employment obligations and Engineering Council and Society for the Environment licensing requirements.
- To ensure that the Society pursues its objects as defined in its Articles of Association and applies its resources exclusively in pursuance of these objects.
- To ensure that the Society operates within the legal and constitutional guidelines set out in current company and charity legislation and its own articles of association and other governing documents and to keep the Board informed of the Society's obligations.
- To ensure that the Society has appropriate policies to comply with current employment legislation and good practice and acts as a fair and ethical employer.
- To ensure that the Society's policies promote the effective and efficient organisation and administration of the Society.

## **8. Trustee Board Appointments and Meetings**

### **Officers**

The appointment of the Officers and powers and proceedings of the Board of the Society are set out in the Articles of Association. While the Officers have specific responsibilities as set out below, the Board, as directors and trustees, remains collectively responsible for the sound governance of the Society in accordance with the Articles of Association.

### **Responsibilities of the Officers**

**President:** The President effectively manages the Board and carries the strategic responsibility for ensuring the Board achieves its stated objectives. The President chairs general meetings and presides at social functions and is the regular point of contact for the Executive Director.

The President represents the organisation and its value, to be aware of and promote all aspects of the Society's business working in partnership with the Executive Director, helping them achieve the purpose, strategic aims and vision of the Society.

**President-Elect:** The President-Elect will be elected by the Board and should be a member of the Society. The President-Elect may be called upon to deputise for the President, and to share some of the President's representational responsibilities. The President-Elect shall use their term to familiarise themselves with all aspects of the Society's business and activities in order to prepare themselves for the Presidency.

**Honorary Secretary (Governance):** To oversee the governance and compliance of the Society within Charity and Company Law, rules, regulations, strategic aims and mission. Having oversight of Risk and supporting Head Office functions and standards.

**Honorary Treasurer:** To maintain a strategic overview of the Society's affairs (and its Professional Sectors) in order to ensure its financial viability to achieve its charitable objectives and to ensure accurate and transparent financial reporting for accountability to the public in accordance with the requirements of the Charity Commission and Companies House and in accordance with the licences issued to the Society by Engineering Council and Society for the Environment.

**Any Officer:** may be invited to investigate or officiate in a hearing or appeal under the staff disciplinary or capability procedures.

**Chair of Membership and Professional Standards:** The Chair of M&PS is appointed by the Committee and is a member of the Trustee Board. Under the general direction of the Board, they are strategically responsible for ensuring that the Society maintains appropriate standards and criteria within the parameters of the industry, academia, the Society for the Environment, and the Engineering Council. The Chair is responsible for the liaison with overseas membership of the Society.

## **Board Meetings**

The Board will meet a minimum of four times a year to conduct its normal business. Additional meetings may be convened as necessary in accordance with the Articles of Association, and regular electronic communication will occur between staff and PS Council members, as appropriate.

The notice and agenda for each Board meeting, having been agreed by the President are distributed to all Board members and senior staff. The agenda may be accompanied by papers for discussion at the meeting. The notice, agenda and papers are usually emailed not less than 10 days before the meetings.

Typical agenda items include strategy, financial matters; President and Executive Director activity reports.

PS Council reports; standing committee (i.e., Budget Audit & Risk Management and Membership & Professional Standards committee) reports; Engineering Council / Engineering UK and Society for the Environment matters; regional structure; irtec and Skills Challenge Competition matters; other topics will appear on the agenda as required.



Trustees, PS Council members and regional officers wishing to put items forward for inclusion in the Board meeting agenda may do so in writing to the Executive Director, who will liaise with the President to determine whether the matter should be included in the agenda and will respond accordingly.

Advance notice motions from Board members should be submitted in writing to the Executive Director, in the capacity as Company Secretary, at least 28 days before a Board meeting. If the matter cannot be concluded informally between the Executive Director and the Board member, the matter will be referred to the President who will decide when the matter should be put before the Board. The President will write to any Board member if the motion is inappropriate for Board consideration (e.g. staffing and employment matters).

An item of **Urgent Business** may only be considered by the Board where, by reason of special circumstances to be recorded in the minutes, the Chair of the meeting is of the opinion that the item should be considered at the meeting as a matter of urgency. Wherever possible, the Executive Director should be given advance warning of any Board member's intention to raise such a matter, to enable appropriate research and preparation to be undertaken.

Board members are expected to inform the Executive Director whether they are able or not to attend the Board meeting. Board members unable to attend are encouraged to make written comment on agenda items, through the Executive Director, for consideration by the Board. There is however no provision for postal or proxy votes at Board meetings.

Unless otherwise determined, the quorum for a Board meeting is seven. At a quorate meeting, Board decisions require a simple majority, the Chair having a casting vote in addition to their own if there is an equality of votes.

## **Board Minutes**

Draft Board minutes, having been agreed by the President are distributed to all Board members. Minutes shall be uploaded to the secure document transmittal system seven working days prior to a meeting. The Board will use enhanced technology to assist with note taking at all society meeting such an example of AI is "Fathom notetaker".

## 9. Trustees Code of Conduct

### Introduction

All charity trustees have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's leaflet **Responsibilities of Charity Trustees** (CC3). The directors of a charitable company (as is the SOE) are charity trustees and have duties under company law as well as charity law.

This Code of Conduct is not a list of trustees' legal duties, although many of the elements of the code are based on legal principles. The conduct and practices recommended in this Code go beyond what the law requires in some respects, but they are nevertheless fully consistent with the law.

### Purpose of the Code

- To set out the relevant standards expected of SOE trustees in order to maintain the highest standards of integrity and stewardship.
- To ensure that the SOE is effective, open and accountable.
- To ensure a good working relationship with the Executive Director and the Head Office team.

### The Code

Trustees must act with probity and due prudence and should take and consider professional advice on anything in which the trustees do not have expertise themselves.

A trustee must administer the Society and all its assets in the interest of current, potential and future beneficiaries.

Trustees should hold themselves accountable to the Society's stakeholders, including the public, for the Board's decisions, the performance of the Board, the Professional Sector (PS) Councils, the regions and the performance of the Society.

Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the Society. Nor must a trustee attempt to use their status as trustee to gain customer advantage within the Society, e.g., queue-jump. The Board should ensure that there are clear written policies on claiming of expenses by trustees.

A trustee must not place themselves under any financial or other obligation to outside individual organisations that might influence them in the performance of their official duties.

Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Society or its staff, individually or collectively, and should not take part in any activity which is in conflict with the objectives, or which might damage the reputation of the Society.

Trustees must make decisions together and take joint responsibility for them. The extent to which any one trustee, or a small group of trustees, is empowered to speak for or act on behalf of the Society or the Board must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.

Trustees who sit on the Board as the employee or representative of a group or Society must accept that their sole responsibility is to the Society, not to their employing group or body.

## **Responsibilities**

Trustees must, with the help of the Executive Director, formulate and regularly review the Society's vision, values and long-term strategy as well as policies for its fulfilment.

With the assistance of the Executive Director and appropriate professional advisers, Trustees must ensure that the Society complies with regulatory and statutory requirements and must exercise overall control over the Society's financial affairs. In addition to compliance with statutory requirements, Trustees should have a commitment to the development and implementation of good practice.

Trustees must be familiar with and keep under regular review the Articles of the Society. Any changes must be made in accordance with constitutional and legal requirements.

In order to develop a working knowledge of the Society and to give themselves credibility, Trustees should endeavour to maintain links and keep in touch with the Society by regular visits to headquarters and, where practicable, to front-line services and regional groups in the UK. Unless there is a good reason to believe that the Executive Director's actions are threatening the probity of the Society, all such visits should be made by arrangement with the Executive Director.

Trustees must, upon taking office, subscribe to a simple form confirming their understanding and acceptance of the need for confidentiality of Board and, where applicable, PS Council, discussions and decisions at all times: breaches of this confidentiality will render the trustee(s) in question liable to the Society's disciplinary process.

In the case where Trustees also sit on PS Councils, it is their responsibility to understand the difference between the two roles and that no conflicts of interest arise.

## **Meetings of the Board of Trustees**

Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute to them appropriately and effectively.

Trustees should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the charity's best interests.

Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent themselves from any discussion or vote taken on the matter by the other Trustees. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority.

Confidential information or material (relating to users, beneficiaries, members, staff, commercial business etc) provided to or discussed at a Board meeting must remain confidential and within the confines of the Board and must not be discussed outside the trustee body. Also, a continuing obligation for when a trustee retires or resigns then a non-disclose agreement should be considered at this juncture.

Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, election, training, retirement and, if necessary, removal of trustees, and to ensure that arrangements are followed for recruiting the President, President Elect and other Directors.

## **Staff**

Trustees must ensure there is a clear understanding of the scope of authority delegated to the Executive Director.

Policies and strategies agreed by Trustees should be expressed in unambiguous and practical terms, so that the Executive Director and staff responsible for implementing those policies are clear what they need to do. Directions given to the Executive Director and the staff should come from the Board as a whole.

Trustees should act fairly and in accordance with good employment and equal opportunities legislation and practices as set out in the staff handbook in making decisions affecting the appointment, recruitment, professional development, retention, appraisal, remuneration and discipline of the Executive Director and their staff. Any matters concerned with any member of staff should be raised with the Executive Director: matters relating to the Executive Director should, in the first instance, be raised with the President who will decide how to proceed.

Trustees must understand, accept and respect the difference in roles between the Board, the Executive Director and senior staff, ensuring that the Officers, the Board, the Executive Director and the senior team work effectively and cohesively for the benefit of the Society, and develop a mutually supportive and loyal relationship.

Having given the Executive Director delegated authority, Trustees must be mindful both individually and collectively not to undermine this delegated authority by word or action.

## **10. Standing Committees**

### **Budget, Audit, Risk Management Committee**

#### **Terms of Reference**

To ensure that this Committee reviews the financial oversight on behalf of the Trustee Board.

It meets at least twice a year to:

- Receive and approve the annual accounts at the meeting with the statutory auditor (May)
- Review the first draft of the annual budget (October)
- Approve the final draft of the annual budget before its presentation to the Trustee Board (early November)
- Review the Society's investment portfolio.
- Review the risk register for the Group and overseeing the annual insurance renewal.
- Consider the financial implications of any issue/proposal prior to it being tabled before the Trustee Board

The Committee is chaired by the Honorary Treasurer with at least one other representative from the Trustee Board. Where possible, communications with and between committee members will occur electronically and decisions may be taken electronically.

Members of this committee will be selected by the Trustee Board.

The Committee will report directly to the Trustee Board through its minutes or meetings where necessary.

### **Governance and Nominations Committee**

#### **Terms of Reference**

To ensure that this Committee reviews the governance on behalf of the Trustee Board.

It meets at least twice a year to:

- Members of the Committee have the right to decide on any additional coopted members to join the committee for their expertise.
- The committee shall be chaired by the Honorary Secretary; in their absence the committee shall be chaired by another appointed person as agreed by the Committee. Where possible, communications with and between committee members will occur electronically and decisions may be taken electronically.

Members of this committee are selected by the Trustee Board.



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The company secretary shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

The Committee will report directly to the Trustee Board through its minutes or meetings where necessary.

### **Membership and Professional Standards Committee Terms of Reference**

To further the Society's vision by developing, applying and upholding professional standards consistent with those of the Engineering Council, the Society for the Environment, and with the Society's charitable aims, taking account of the needs of industry, employers and academia.

#### **Responsibilities**

- Responsibilities include but are not limited to:
- Developing, documenting and implementing procedures for admission, transfer and reinstatement to all current and future classes of membership and grades of registration.
- Developing and reviewing disciplinary procedures.
- Developing, implementing and administering the Society's Continuing Professional Development scheme.
- Developing, monitoring, promoting and administering the Society's Corporate Partner scheme.
- Developing, monitoring, and promoting the activities of the Armed Forces Committee.
- Ratifying recommendations of accreditation and approval of university, college and other education courses and qualifications that meet the academic requirements for membership and registration.
- Ratifying recommendations of accreditation and approval of employers' and others' training and formation programmes that meet the requirements for membership, registration and continuing professional development.
- Acting as custodian of the Society's nominated and licensed body status, including coordination of internal audits and preparation for the Engineering Council and Society for the Environment external audit.
- Acting as custodian of the Society's exemption status for CPC.
- Consulting with other bodies and authorities and contributing to the development of relevant education and training initiatives, standards and legislation.
- Managing, overseeing and coordinating the establishment and operation of any working groups or teams for the assessment of membership, registration or accreditation applications or for initial disciplinary investigations.
- Consulting with relevant committees within the Society on issues associated with membership and professional standards.



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- Undertaking specific objectives and tasks arising from the Society's corporate plan or the Board's instruction.
- Provide support and advise to any Appeals Panel, chaired by the SOE Chair, appointed to review membership and registration appeals.
- Acting as liaison with the overseas membership of the Society
- Reporting, making recommendations to and advising the Board on matters relating to all of the above.

### **Membership and Professional Standards (M&PS) Chair**

Subject to Board approval, the Membership and Professional Standards Committee is to be chaired by the Chairperson who is nominated from members currently serving on the committee. The Chair shall be a corporate member of the Society.

The nominated Chair must be recommended by the majority of the committee to the Society's Trustee Board for full endorsement and ratification prior to appointment. Once the Chair has been selected and appointed by the Society's Trustee Board, they will serve for up to a maximum period of two three-year terms, after which a fallow year must be served before being eligible for election as the Chair again.

The Vice-Chair will also be appointed on the same basis as the Chairperson and will take the chair if the Chairperson is unable to be in attendance as chair. In exceptional circumstances whereby both Chair and Vice-Chair are unable to attend, they must agree in advance which committee member will take their place.

In order to manage a succession plan for the Chair and Vice-Chair, nominations need to be carried out up to six months in advance.

This plan to include the Vice-Chair, Chair, or both if the Vice-Chair is not to naturally progress to be nominated as Chair successor.

### **Committee Membership**

As approved by the Board annually. The Committee shall consist of a minimum of five members and a maximum of thirteen, following invitation by the Chair to ensure a current knowledge and experience of a wide range of industrial and academic standards and skills. Where possible the Committee composition shall consist of Chartered Engineers, Chartered Environmentalists, Incorporated Engineers, Environmental Practitioners and Engineering Technicians, ensuring each professional sector is represented. Members will normally have served on supporting panels and have some experience of EngC and SocEnv procedures before being appointed to the main Committee.

With the exception of the Chair and Vice Chair, Committee involvement will normally have no time limit criteria. Retirement from the Committee shall not preclude active participation in any supporting panel (where there is no time limit criteria of involvement).



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In addition, any of the Trustee Board Honorary Officers will be an ex-officio member. Each committee member will have one vote. The Committee activities are coordinated by staff delegated by the Executive Director.

### **By Invitation**

Such other non-voting persons as the Committee may wish to invite as a guest for a specific purpose.

### **Quorum**

The quorum for the Membership and Professional Standards Committee is four voting members. (Registrants shall be in the majority when making license related decisions).

If the meeting is not quorate, the Chair can make a deciding vote.

### **Frequency of Meetings**

The Committee will meet as necessary, but not less than four times a year, spread throughout the period where possible, communications with and between committee members will occur electronically and decisions may be taken electronically if the need arises.



The Committee will report directly to the Board through its minutes and by representation from its Chair.

## **Membership & Professional Standards Committee Panels**

### **Registration Committee.**

This committee has delegated authority from the Membership & Professional Standards Committee for overseeing, reviewing and ratifying the professional registration activities as required by Engineering Council and the Society of the Environment for registration applications and shall meet every calendar month remotely.

This committee shall consist of eight experienced registrants with current knowledge and experience of a wide range of industrial and academic standards to ensure a consistency.

### **EngTech Assessment Panel**

This panel is responsible for overseeing and undertaking the professional registration activities associated with EngTech applications as requested by the Engineering Council. The panel shall consist of between six and twelve experienced & trained registrants and have a quorum of four voting members. The EngTech Assessment Panel shall meet as necessary to review registration applications. Most meetings are expected to be virtual and may occur up to twelve times per year. At least one face to face meeting may occur per year for the purpose of training.

### **Marking Panel.**

This panel is responsible for providing a pool and appropriately qualified volunteers to undertake reviews of documentary evidence for both Stage 1 (Pre-PRI reviews) and Stage 2 (the Professional Review Interview) of the EngC and the Society of the Environment registration processes at all registration levels. The Marking Panel also provides a pool of trained and appropriately qualified volunteers to undertake Continuous Professional Development (CPD) reviews.

This panel shall consist of experienced registrants with current knowledge and experience of a wide range of industrial and academic standards and skills appropriate to the grade of assessment required. The panel has no restriction in numbers but is appropriate in size and scope to ensure it has sufficient experience to cover the current applications and registration activities of the Society.

The Panel will be reviewed by the Chair of Membership and Professional Standards ensuring that every member of the panel is trained in the appropriate activity.

### **Individual Assessment Panel (IAP).**

This panel has the responsibility for assessing the level of academic competence for non-accredited and non-exemplary applications against the Engineering Council's Accreditation of



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Higher Education Programmes (AHEP) and Approval and Accreditation of Qualifications and Apprenticeships (AAQA) criteria and for portfolios for registration with SocEnv.

These non-exemplary qualifications and/or portfolio application papers will be circulated electronically to the IAP members so that decisions may be speedily achieved for processing to members. Discussion amongst the IAP members receiving these papers is encouraged in order that a balanced view can be made of the application and best practice knowledge is shared.

The IAP will meet every calendar month remotely and shall consist of experienced registrants with current knowledge and experience of a wide range of industrial, career, academic standards and skills appropriate to the grade of registration required. The panel has no restriction in numbers but is appropriate in size and scope to ensure it has sufficient experience to cover the current applications to the Society.

### **Accreditation and Approvals Panel (AAP)**

An Academic and Approvals Panel is appointed by the Membership & Professional Standards Chair and is responsible for assessing courses to carry out assessment of applications from academic institutions, companies or training schemes against Accreditation of Higher Education Programmes (AHEP) and Accreditation of Academic Qualifications and Apprenticeships (AAQA) learning outcomes and competences for qualifications leading to accreditation / approval for registration in the three grades or for CPD purposes.

These application papers will be initially circulated electronically to the AAP members (where possible) so that decisions may be speedily achieved for processing to the applicant body. Discussion amongst the AAP members receiving these papers is encouraged in order that a balanced view can be made of the application.

The AAP panel shall consist of experienced registrants with current knowledge and experience of a wide range of industrial, training and academic standards appropriate to the grade of registration required. The panel has no restriction in numbers but is appropriate in size and scope to ensure it has sufficient experience to cover the current applications to the Society.



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## **5.0 Professional Sector Councils (PSCs)**

### **5.1 PS Council Structure, Meetings & Minutes**

There are currently five Professional Sector Councils (PS Councils), representing the interests of each of the Professional Sectors, IRTE, Operations Engineers, IPlantE, BES and Environmental. PS Councils have delegated powers from the Board to manage the business appropriate to their own Professional Sector only, within operational budgets and business plans approved by the Board.

Each Professional Sector Council comprises such combination of corporate members and co-opted positions, as the Board shall from time to time approve, to a maximum of twelve members. The diversity of the Professional Sector's membership should be represented within the PS Council. So far as is practical, one third of the elected PS Council members retire each year. Professional Sector Council members do not act as trustees or directors of the Society. (*See detailed role descriptor*) with exception of the Sector Chair which is a Trustee / Director of the Society.

Up to seven positions within the PS Council are reserved for the election of corporate members for a three-year term by the voting membership of the Professional Sector. No more than two terms in succession may be served by any elected member. The PS Councils will agree annually with the Board any specific election criteria for the upcoming vacancies.

A maximum of five further positions are available for the PS Council to co-opt members or non-members with specific knowledge and skills to contribute to the work of the PS Council. It is at the discretion of the PS Council whether or not such co-opted members are able to vote on matters related to their specific area of expertise. Co-opted members normally serve until such time as the task for which they were co-opted has been completed or until the ensuing Annual Meeting of the SOE, at which point they step down, unless the PS Council resolves that they should be co-opted for a further period. No co-option may last longer than a maximum of three years.

Each Professional Sector Council appoints its Chair and Vice-Chair annually from amongst its elected voting members. The Chair and Vice-Chair normally serve for a maximum period of three years.

It is the responsibility of the Chair to ensure the PS Council meets its objectives as agreed in its annual Business Plan and budget. The PS Council may establish working groups comprising members and non-members with appropriate skills to complete specific tasks as delegated by the PS Council.



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## **Professional Sector Council (PSC) Meetings**

The PSC's meet as the published scheduled to conduct their normal business, with additional meetings of the PSC or its working groups being convened, as necessary. In addition, regular electronic communication will occur between staff and PSC members, as appropriate.

At its first meeting after the Society's Annual Meeting, each PSC will identify its strategy to achieve the objectives set by the Board and will agree the specific skills required. The PSC's may then identify from within or outside the membership additional persons who have the skills needed and co-opt them to each individual PSC to assist with specific tasks. PSC co-options are renewable annually for a maximum of three years.

The Executive Director will assign a staff co-ordinator to assist the PSC with its objectives. Where appropriate, other staff will also attend PSC meetings.

The meetings' schedule for the PSC's and their working group meetings shall be published on the website and by such other means as the Board from time to time agrees.

The notice and agenda for each PSC meeting, having been agreed by each Chair, shall be distributed to all PSC members, co-opts and staff. Regional Honorary Secretaries may also be circulated, if appropriate. The agenda may be accompanied by papers for discussion at the meeting, which are normally distributed to PSC members, co-opts and staff only. These shall be sent via the secure document transmittal system.

PSC members and co-opts are expected to inform the staff co-ordinator whether or not they are able to attend the PSC meeting. Members unable to attend are encouraged to make written comment on agenda items, through the staff co-ordinator, for consideration by the PSC.

## **PSC Minutes**

PSC minutes, having been written by the staff co-ordinator and agreed by the Chair, shall be distributed to all PSC members, co-opts and staff, then posted on the committee area of the Society's website, within two weeks of the meeting. Where appropriate, Board members, Regional Honorary Secretaries may also be included in the circulation.



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## **5.2 PSC Terms of Reference**

### **Role**

To manage the industry-specific activities and services appropriate to the Professional Sector's membership within operational budgets and business plans approved by the Board. Although PS Council members' activities must be in keeping with the Society's aims and charitable objectives, PS Council members are not, other than in the case of members who also sit on the Board, directors or trustees of the Society.

### **Responsibilities**

PSC's responsibilities include, but are not limited to:

- Ensuring that all activities, services and communications are compatible with the Society's overall corporate aims, values, culture, branding etc.
- Setting, each year, operational plans and budgets in line with the Society's Strategic Plan, for approval by the Board, and identifying such members or non-members for co-option to assist with specific tasks.
- Developing, implementing and monitoring initiatives and services to increase the Society's individual, Academic Partner and Corporate Partner membership and develop new avenues and opportunities for recruitment and retention.
- Overseeing the Society's regional activities within policy prescribed by the Board and monitoring the functioning and financing of centres, and regional groups.
- Encouraging young members actively to participate in the PSC activities, both nationally and regionally.
- Developing initiatives and services that will attract young people to the Society, including web-based services, events, publications, special interest groups.
- Liaising with young member sections of other bodies to share, coordinate and develop ideas and initiatives.
- Keeping abreast of government, academic, industry and competitor activities, initiatives and events and providing specialised advice and input as requested by outside bodies.
- Developing and implementing proposals for conferences, seminars, exhibitions and other PS activities and events.
- Seeking opportunities for building the portfolio of events through co-badging and co-sponsoring other bodies' events.
- Co-operating with the Membership and Professional Standards Committee in matters relating to Continuing Professional Development (CPD).
- Undertaking other specific tasks as may be from time to time assigned by the Board.
- Establishing and overseeing working groups to undertake specific tasks, as may be required.
- Monitoring the IRTE Services as a trading arm of the Society.

### **Duties**

PSC's duties include, but are not limited to:



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- Monitoring the content of the PS journal, maximising opportunities to develop its quality.
- Monitoring the journal's editorial contract and financial performance.
- Identifying opportunities to increase the additional income generated by publications.
- Organising technical investigations, research and trials in support of the Society's charitable aims and disseminating the results.
- Developing and maintaining a swift response system and liaising with other bodies, authorities and government to contribute to the development of relevant PS engineering initiatives, standards and legislation.
- Stimulating debate on developments related to the PS engineering speciality.
- Identifying and recommending key individuals to speak at Society technical national/regional events and technical events organised by other bodies if invited to do so.
- Contributing to the development and maintenance of the Society's website.

## **Chair**

Each PSC will choose annually from its elected members a Chair and Vice-Chair, who must be voting members of the Society. PSC Chairs and Vice-Chairs will serve a maximum period of three years.

In such cases where the Chair of the Sector Council is due for re-election during their normal term of office, they can continue in that office without recourse to election in that period, if the PSC members reaffirm their reappointment. At the end of the normal term, the chair must stand down or be re-elected by the full sector membership mindful of the maximum number of terms of office/election allowed to be served. The forgoing shall not apply to the vice-chair who will be elected to the PSC in the normal cycle.

## **Membership**

The PSC's membership will comprise a combination of corporate members elected by the membership of each PSC and co-opted members, up to a maximum of seven elected members and five co-opted members, totalling not more than twelve members. The number of co-opted members shall not exceed the number of elected members on any PSC. Society members, and non-members, may be co-opted to the Councils to assist with specific projects for one year, renewable to a maximum of three years. Co-optees should be selected to be representative of the diversity of the PSC membership as well as providing the required skills and knowledge.

It is at the discretion of the PSC whether or not co-opted members are able to vote on matters relating to their specific area of expertise.

## **Quorum**

Five voting members, and the majority of council members shall be elected members.

## **Frequency of Meetings**



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The PSC's will meet as necessary but not less than three times a year, spread throughout the year to fit in a few weeks prior to Board meetings so that recent PSC business can be reported to the Board without undue delay.

Where urgent matters arise in between scheduled meetings, a full PSC meeting may be called, or email correspondence used. In either case, full minutes shall be recorded of matters discussed and decisions made. This should not preclude more meetings being scheduled for the year if required by the specific sector.

## **Reporting**

Each PSC will report directly to the Board via its minutes and Council Chair. However, the PSC Chairs will meet together as appropriate to co-ordinate the functionality of their individual PS

## **5.3 PSC Code of Conduct (including Standing Committee & Working Groups)**

### **Introduction**

All Professional Sector (hereafter referred to as "PS") Council members, Standing Committee ("SC") and Working Group ("WG") members have duties and responsibilities to the Society: and any other Board member who may from time to time be co-opted to a PS Council in a specific capacity, PS Council members are **not** charity trustees or directors of any SOE-related company, with exception of the Council Chair. *Hereafter any reference to PS Council members may be taken additionally to mean Standing Committee, and Working Group members, unless specifically stated otherwise.*

The intention of this Code of Conduct is to set out the standards expected of PS Council members in terms of conduct and practices, following recommended best practice.

## General

Although not trustees or company directors (other than the PS Council, Chair, PSC members are expected to act with probity and prudence and to work at all times under the overall management of the Board and within budgets approved by the Board.

PSC members must not, except where legally authorised, gain financial or other material benefit for themselves, their families, or their friends from their Council membership. Nor must a PSC member attempt to use their position to gain customer advantage within the Society or PS.

A PSC member must not place themselves under any financial or other obligation to outside individual organisations that might influence them in their capacity as a PSC member.

PSC members should hold themselves accountable to the Board for their decisions and performance.

PSC members should conduct themselves in a manner which does not damage or undermine the reputation of the Society or its staff, individually or collectively, and should not take part in any activity which is in conflict with the objectives, or which might damage the reputation of the Society.

PSC members must make decisions together and take joint responsibility for them, always keeping in mind that their operational activities lie within the auspices of the Board for the conduct of the Society.

PSC members who sit on a Council as the employee or representative of a group or other organisation must accept that their sole responsibility is to the Society, not to their employing group or body.

## Responsibilities

PSC members have delegated powers from the Board to deal with industry-specific matters within budgets and operational plans approved by the Board. Their responsibilities include membership promotion, recruitment, retention and services; journals and publications; technical services; government and industry relations; events and seminars; CPD (Continuing Professional Development)

PSC members may take no action that has not been authorised within budgets given prior approval by the Board and must act within the corporate image and culture as laid down by the Board.

PSC members must be familiar with and act within the Society's Articles of Association.

PSC members must, upon taking up office, subscribe to a simple form confirming their understanding and acceptance of the need for confidentiality of PSC discussions and decisions at all times: Breaches of this confidentiality will render the PSC member(s) in question liable to the Society's disciplinary procedure in such instances. In the case where





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PSC members also sit on the Board, it is their responsibility to understand the difference between the two roles and to ensure that no conflicts of interest arise.

### **Meetings of the PSC**

PSC members must strive to attend all meetings regularly, ensuring they prepare for and contribute to them appropriately and effectively.

PSC members should bring a fair and open-minded view to all discussions of the Council and should ensure that all decisions regarding recommendations to the Board are made in the Society's interests.

PSC members must aim to foresee and avoid any conflict of interest. Where one arises a PSC member must at once declare the interest and absent themselves from any discussion or vote taken on the matter by the other PSC members. Any transaction under which the PSC member will benefit either directly or indirectly must have proper legal authority.

Confidential information or material (relating to users, beneficiaries, members, staff, commercial business etc) provided or, or discussed at, a PSC meeting must remain confidential and within the confines of the PSC meeting and any Board deliberations must not be discussed outside the PSC and Board.

PSC members must make decisions collectively and accept and abide by the decision of the majority, even if they did not vote in favour of the decision themselves.

## **5.4 PSC Members Role Descriptor**

### **Overall purpose**

To act in accordance with responsibility delegated by the Board for industry-specific matters within budgets and operational plans approved by the Board.

### **Main responsibilities of PSC members**

To ensure that the PSC's activities are conducted within the Society's aims and with due regard to the appropriate use of charitable funds and resources.

To follow the Code of Conduct at all times, maintaining the confidentiality of all items considered at meetings, which must not be discussed outside the PSC and Board, and to attend PSC, standing committee and/or working group meetings on a regular basis.

Under authority delegated by the Board, to develop, implement and monitor initiatives and services to increase and retain the Professional Sector's membership and develop new opportunities for recruitment.

### **Main duties:**

- Ensuring activities are in keeping with aims.



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- Operate within the policies laid down by the Board and ensure that PSC decisions are in accordance with legal and financial requirements as specified by the Companies Acts and charity law and best practice.
- Formulate and agree an operational plan and budget each year for presentation to the Board for its approval.
- Take part in PSC development sessions provided for the benefit of the Society.
- Working within the Code of Conduct, members must follow the Code of Conduct at all times and reflect the Society's purpose, vision, core values, strategic aims, strategy and major policies.
- PSC members should be aware that, other than any Council members who are also Trustee Board ("the Board") members, they are not directors nor trustees of the Society, and have no power to act other than as delegated and approved by the Board.

### **Membership Activities**

Ensure the development of the Council's business plan to meet the objectives set by the Board in the Strategic Plan for industry-specific services and activities.

Ensure the preparation of a budget to support the business plan.

Ensure the delivery of objectives within the approved business plan and budget.

Ensure the delivery of industry-specific membership services in the following areas: journals and publications; technical services; government and industry relations; events and seminars; CPD activities; regional services.

Each Council may establish working groups or task groups for specific purposes and will have the capability to co-opt additional members or non-members to the PS Council to assist with particular projects.

### **6 The Trading Company**

IRTE Services is a subsidiary and trading arm of the Society of Operations Engineers. The IRTE services come under the remit of the Institute of Road Transport (IRTE) Professional Sector Council.