The Institution of Engineering and Technology

COUNCIL REGULATION

(Revised 9 March 2015)

Purpose

1. This Regulation relates to the membership, management and business conduct of the IET Council.

Royal Charter and Bye-laws

2. The terms of reference of Council are stated in the IET Royal Charter and Bye-laws – predominantly Charter Article 9A and Bye-law 87 (approved at the SGM on 17 May 2007). The Council Regulation is subordinate to the Royal Charter and Bye-laws.

Changes to Council Regulation

3. Requests to change the Council Regulation may be made by the Council as a result of a simple majority vote at a Council meeting or by a Proposition at a General Meeting.

4. Changes to the composition and methods of election and appointment may only be approved at a General Meeting; all other changes will be referred direct from the Council to the Board of Trustees for approval.

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

Approval of Council Regulation

6. The Council Regulation was proposed by the Council on 17 May 2007 and approved by the Board of Trustees on 11 June 2007. Amendments were approved by the Board of Trustees on 9 June 2008 and 1 October 2012.

Purpose of IET Council

7. The role and responsibility of Council are in Charter clause 9A and Bye-laws clause 87. Its relationship with the Board of Trustees is in Bye-laws clauses 88-89.

8. 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 AGM.

9. Council will monitor the governance of the IET and, in the spirit of continuous improvement, may seek clarifications from the Board of Trustees.

10. Council will provide constructive feedback on specific items, as requested through the Board of Trustees, to gauge opinion prior to involving all volunteers and members.

Relationships and Roles

11. A description of the relationships between Council, the Board of Trustees, other Boards and Committees together with purpose and roles is available to all members via the IET website.

Composition

12. To achieve the broadest and most inclusive cross-section of the IET membership, the following general principles will be followed. These principles may only be changed at a General Meeting of the IET.

- Membership of Council is open to all categories of IET membership.

- Whether elected or appointed, members of the IET Council serve in a personal capacity and do not act as delegates representing constituencies.

- More than half of the members of Council will be directly elected.

- An agreed number of the elected members will be:

    - from the Membership at Large
    - from the Geographic Networks
    - from the Technical and Professional Networks
    - resident in the UK
    - not resident in the UK
    - Younger Members

- The remainder of the members of Council will be:

    - Appointed by the Main Boards
    - Past Presidents
    - Trustees
    - Co-opted for specific expertise (if required)

13. Details of the Composition of Council (sources and numbers) are in Appendix A.

14. Council will routinely assess the effectiveness and appropriateness of its Composition and, should it deem necessary, prepare a request for change to be considered at the next relevant General Meeting. Views external to the Council should be made to the Council Chairman and considered by Council.

Election to Council

15. The following method of election will apply. This method can only be changed at a General Meeting of the IET.

16. These criteria apply for all sources of elected members:

- A candidate must be a current member of the Institution and be supported by ten current members.

- The term of service is three years.

- Council members are eligible for re-election from any one source for one subsequent term provided that at least one year shall have elapsed between the expiry of the first term and the start of the second.

- Supporters cannot support more than one candidate.

- Any member will be entitled to vote for a candidate from any source.

17. There are three sources for elected Council members – the Membership at Large, Geographic Networks and Technical & Professional Networks. The Membership at Large and the Geographic Network sources are sub-divided by geography (UK and non-UK) and by age (Younger Member ie 35 and under, and 36 and over).

- **Elected from the Membership at Large** – this source of Council members is for those IET members who are not specifically active in Geographic or Technical & Professional Networks. Any IET member meeting the candidate criteria may be nominated.

- **Elected from the Geographic Networks** – this source of Council members is for those IET members who are specifically active in any Local or Regional Network organisation, eg on committees.

- **Elected from the Technical and Professional Networks** – this source of members is for those IET members who are specifically active in the Technical & Professional Networks organisations, eg on committees.

18. One third of the elected members of Council will retire each year resulting in 22 vacancies to be filled by ballots (see Appendix B for source and number details). The detailed election timetable and process will be published by the Council Secretary. Age, residency and any network activity requirements refer to 1 October in the year of election. Nominations must be delivered to the Chief Executive and Secretary in writing before the published deadline.

19. The election process will be transparent and the full voting figures and calculating sheets of ballots will be published. The ballot will be conducted by Electoral Reform Services Ltd using the Single Transferable Vote method. Members may vote by post or via the internet.

Appointment to Council

20. The following method of appointment will apply. This method can only be changed at a General Meeting of the IET.

21. There are four sources for appointed Council members – Boards, Trustees, Past Presidents and Co-opted.

- **Boards**. Members of Council appointed by the main Boards are appointed annually. They are eligible for re-appointment to a maximum of three consecutive or six non-consecutive years.

- **Trustees**. All Trustees will be ex-officio, non-voting, members of Council. Presence at Council meetings will enable them to gain first hand views of Council business.

- **Past Presidents.** The two most recent Past Presidents will be members of Council. Each will normally be a member of Council for two years.

- **Co-opted**. Council may, if the need arises and at any time, co-opt no more than two IET members with specific expertise required by Council. Co-opted members may be appointed part way through a year and may serve for a maximum of two full years.

22. Council will decide whether to fill any casual vacancies that arise and the method to be followed.

Council Chairman

23. The Chairman and Deputy Chairman of Council will be elected by simple majority vote by the members of Council from their own number. The Chairman and Deputy Chairman of Council cannot be Trustees. Each will be in post for one year. Ordinarily the Deputy Chairman will succeed the Chairman resulting in annual nomination and ballot for Deputy Chairman only. Should, for whatever eventuality, the Deputy Chairman be unable to progress to Chairman then nomination and ballot for both posts will be required. There is no limit to the number of times a Chairman or Deputy Chairman may serve, subject to the term of service and re-election rules that apply to all Council members. The nomination and ballot exercise will be performed before the end of each session of Council.

24. To enable involvement in planning Agendas and the business of Council between meetings, the Chairman and Deputy Chairman of Council will be members of the Council Co-ordination Team.

25. In order to ensure a smooth succession plan, the Deputy Chairman of Council shall be elected from those reaching the end of their first year on Council, in order that they can then progress to Chairman at the end of their second year. If, for whatever reason, the Deputy Chairman is unable to progress to Chairman, nominations shall be sought from those elected Council members reaching the end of their first or second year on Council.

Frequency of Council Meetings

26. To ensure a satisfactory interactive debate and to elicit regular guidance, Council will meet for a full day three times a year. Furthermore, there shall be at least one teleconference meeting involving all members of Council between the physical meetings to act as a progress update and maintain the flow of effort. Further Working Party teleconferences or meetings shall be held as appropriate to the tasks and milestones of the Working Parties to ensure continuity of engagement.

Timing of Council Meetings

27. So that its advice can be promptly reported to the Board of Trustees, Council will normally meet two weeks before a meeting of the Board of Trustees.

Quorum

28. The Quorum is one fifth of the Council membership.

Agenda

29. The Council agenda will be managed by a Council Co-ordination Team working as appropriate with the Board of Trustees (seeking specific advice), the IET staff (providing discussion papers), Geographic and Technical & Professional Networks (for strategic issues and membership feedback) and the main Boards and Committees.

Preparation

30. Agenda and papers for Council meetings will be made available no less than 7 days before a meeting. Council members will be encouraged to review material so that meetings can focus on highlights, debate and decision making.

Meeting Process

31. Material will be issued in advance and briefly presented. Meetings will be managed to give full debate resulting in positive conclusions – simple agreement, vote or referral. More complex matters, and those requiring more detailed consideration, will be referred to Working Parties for report back at a relevant Council meeting. The conduct of IET Council meetings will follow the protocol in the Regulation – Conduct of Formal Meetings (not yet written). Any operational issues raised at Council will be directed to the relevant staff member or Board.

Meeting Attendance

32. 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 will be considered to have resigned from Council.

Voting at Council Meetings

33. Council members (with the exception of members from the Board of Trustees – who are non-voting members) will be asked to vote on those items where measurement of support or preference is seen as necessary. However, a broad range of comments on strategic issues should be offered to the Board of Trustees as some matters may not be reducible to a simple proposition for a vote.

Output from Council Meetings

34. Following approval by the Council Chairman, the Council Secretary will forward key items of advice / guidance to the Board of Trustees. Minutes will be placed on the IET website and be accessible in the IET Library.

Feedback

35. The Board of Trustees will provide feedback to the Council on the advice that has been given. To aid understanding of the Board's needs, feedback will be given to each Council meeting.

Development of Institution Strategy

36. Institution strategy will be developed in discussion among the Board of Trustees, Council and the Chief Executive & Secretary. Once agreed, monitoring by Council will be undertaken as a result of reports from the Board of Trustees and the strategy will evolve to take account of relevant developments.

Council Co-ordination Team

37. The Council Co-ordination Team (CCT) will comprise 7 current members of Council, of whom no more than 2 may be Trustees. The Chairman and Deputy Chairman of Council will be members of the CCT.

38. Members will be elected to the CCT for a term of one, two or three years, depending on the unexpired term of their membership of Council. Volunteers and nominations will be sought annually immediately after the Council election results are announced to find members to replace those retiring from the CCT. Should a poll be held, the Single Transferable Vote method will be used. The CCT will elect its chairman from amongst its members. The chairman of the CCT may not be a Trustee.

39. The CCT is charged with the selection of agenda items for each Council meeting, to ensure a focus is kept on strategic matters. It will set up and co-ordinate the efforts of Working Parties as directed by the Council and will act as a focal point for handling Council business between Council meetings. It will communicate mainly by email and meet in advance of each Council meeting.

Council Discussion Forums

40. Between Council meetings, members will be able to contribute to Council business through the Council Discussion Forum. This is promoted as a means of enhancing the speed and efficiency of handling Council activities. Forums will be conducted via the IET website with contributions flagged to members by email. They will be originated by members of the Council Co-ordination Team to pursue specific aspects of Council business and by any Council member. Originators may be requested to report at the next Council meeting. All Council members are encouraged to be active on Forum threads.

Communications

41. Decisions taken at Council will be minuted and Minutes will be placed on the IET website and be accessible in the IET Library.

42. The agenda and minutes of Boards and Committees will be made available to Council members. Associated papers may be requested and, if available, will be provided by the Council Secretary. Email and the IET website will be the primary communications media.

Council Working Parties

43. When the Council initiates Working Parties it will utilise the expertise of Council members and others, as appropriate.

Working Parties

44. Council shall include standing Working Parties (Communicating the Views of Members, Future and Current Strategy, and Monitoring Governance) to work between meetings. These provide continuity between years and structured workloads can be developed (especially regarding input to the IET strategy).

- The aims and objectives of the Working Party on Communicating the Views of Members are to improve internal communications between Council and other Boards, Committees and staff, and to improve external communications of the standing of engineers in the wider community.

- The tasks of the Working Party on Communicating the Views of Members shall include oversight of the organisation of the International Congress with the other stakeholders in the event. Other tasks shall include communicating relevant elements of Board Minutes to members of Council and providing greater detail where required to inform Council of the reasoning behind decisions.

- The aims and objectives of the Working Party on Current and Future Strategy are to discuss and recommend strategic items relating to the medium and long term and provide support and advice to the Board of Trustees and other Boards and Committees and staff with regard to the IET's strategic direction.

- The tasks of the Working Party on Future and Current Strategy shall include oversight of Council's input into the Board of Trustees strategic cycle.

- The aims and objectives of the Working Party on Monitoring Governance are to monitor the governance of the IET and promote a culture of continuous improvement.

45. The tasks of the Working Party on Monitoring Governance shall include the generation of Council's annual report to the AGM. The Chairman of the Audit Committee shall be a member of the Working Party on Monitoring Governance.

Members' Expertise

46. The expertise of Council members will be utilised when the IET creates Working Parties. Details of such expertise will be held by the IET Staff.

47. Where Advisory Panels are formed by Boards, Committees, etc, Council shall have at least one member on that Panel. These Panels shall be created by the Boards and Committees (as has occurred with the trial Membership and Professional Development Board Advisory Panel) and populated with members of Council. This shall avoid the construction of a duplicate set of volunteer advisory functions parallel to the Council role. The function shall strengthen the links between the Boards and Committees and Council, increase access to up-to-date information, avoid duplication of effort and help Council to focus on relevant items.

Council Nominations to the Board of Trustees

48. Council members may suggest suitable candidates from their own number as prospective nominees for the Board of Trustees. Any nomination will require ten Council members as supporters. Individual Council members may not propose more than one nominee. Qualified nominations will be recorded as "nominated from Council" on the printed voting papers.

Council Secretary

49. The Council Secretary will be responsible for circulating Agenda and papers, minuting meetings, conducting ballots and all other activities required for the running of the Council.

Appendix A

COMPOSITION OF COUNCIL

Number	Source
12	Elected from the Membership at Large - resident in the UK, over 35
6	Elected from the Membership at Large - resident in the UK, under 36
3	Elected from the Membership at Large - not resident in the UK, over 35
3	Elected from the Membership at Large - not resident in the UK, under 36
12	Elected from Geographic Networks - resident in the UK, over 35
6	Elected from Geographic Networks - resident in the UK, under 36
3	Elected from Geographic Networks - not resident in the UK, over 35
3	Elected from Geographic Networks - not resident in the UK, under 36
18	Elected from Technical & Professional Networks
4	Appointed by Knowledge Services Board
4	Appointed by Membership and Professional Development Board
2	Past Presidents (appointed)
15	Trustees
2	Co-opted (if required)
76	Totals (excluding co-opted and Trustees)
91	Totals (excluding co-opted but including Trustees)
93	Total - overall

Appendix B

ANNUAL ELECTIONS

Number	Source
4	Elected from the Membership at Large - resident in the UK, over 35
2	Elected from the Membership at Large - resident in the UK, under 36
1	Elected from the Membership at Large - not resident in the UK, over 35
1	Elected from the Membership at Large - not resident in the UK, under 36
4	Elected from Geographic Networks - resident in the UK, over 35
2	Elected from Geographic Networks - resident in the UK, under 36
1	Elected from Geographic Networks - not resident in the UK, over 35
1	Elected from Geographic Networks - not resident in the UK, under 36
6	Elected from Technical & Professional Networks