



Policy Document

Council Members & Institute Officials

**Version: 7**

<b>Summary:</b>	This document sets out how Council and other Institute Officials are appointed, their roles and the Institute’s expectations of those members. To be read in conjunction with guidance document 006B.	
<b>Target Audience:</b>	All Members, Staff and Council	
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## **1. Introduction**

The role of Council as a body is defined in the Institute's Memorandum and Articles of Association. This document expands further on the specific roles of responsibility within the Institute and how they are elected. It sets out the role of the President, Vice Presidents, Chair, Council members including Co-opted and Causal Vacancies, and that of Company Directors. This policy is enacted under the By-Laws of the Institute.

## **2. Council**

Council consists of not more than fifteen members including the President, Chair & Vice Chair.

### **2.1. Role of President**

The president is the titular head of the Institute. The president will be a company director of the Institute and fulfil both an ambassadorial and representative role, with the key focus to:

Represent the Institute at local, regional, national, and international events.

2.1.1. Maintain the profile of the Institute at all times throughout the world.

2.1.2. Develop, contribute, and expand the services of the Institute for the benefit of all members.

2.1.3. Liaise with other appropriate professional bodies and other organisations including government when appropriate.

2.1.4. To wear the President's Regalia and Chain of Office and act as an ambassador for the Institute.

2.1.5. To be an active member of Council and its constituent groups and committees etc.

2.1.6. To work closely on a day-to-day basis with the Chair to aid with executive decision-making process.

2.1.7. In conjunction with the Chair And staff, to ensure the Institute acts at all times within its constitution.

2.1.8. To promote the objectives of the Institute at all times.

2.1.9. To liaise with other professional and academic bodies to further educational, technical and social development of the membership.

2.1.10. To attend relevant formal functions as a representative of the Institute.

### **2.2. Role of Chair**

The chair provides leadership to Council, the Management Team and Company Directors and will be a company director with the key focus to:

- 2.2.1. Lead Council and the Management team in achieving the Institute's mission and evaluate annually the performance of the Institute in achieving its mission. Encourage Council's role in strategic planning.
- 2.2.2. Help guide and mediate Council and the Management Teams actions with respect to Institute priorities and governance concerns.
- 2.2.3. Review with the President any issues of concern, report to Council when applicable.
- 2.2.4. Set the agenda and chair meetings of Council, directors and the Annual General Meeting.
- 2.2.5. Assign directors their areas of responsibility.
- 2.2.6. Monitor financial planning and financial reports.
- 2.2.7. Formally evaluate the performance of the Business Manager and informally evaluate the effectiveness Council.
- 2.2.8. Perform other responsibilities assigned by Company Directors and Council to whom they are accountable to.

### 2.3. **Role of Vice Chair**

- 2.3.1. Carry out the Chair's duties in their absence.  
Provide support and assistance to the Chair in carrying out their responsibilities when required. Will be a company director of the Institute.

### 2.4. **Role of Council Members (including Co-opted)**

- 2.4.1. Set and maintain vision, mission, and values.
- 2.4.2. Develop strategies.
- 2.4.3. Establish and monitor policies.
- 2.4.4. Ensure compliance with governing policies and procedures
- 2.4.5. Ensure accountability.
- 2.4.6. Ensure compliance with the law.
- 2.4.7. Maintain proper fiscal oversight.
- 2.4.8. Select and support the directors in their roles.
- 2.4.9. Respect the role of staff.
- 2.4.10. Maintain effective Council performance.
- 2.4.11. Promote the Institute.

### **3. Expectations of Council**

The Institute recognises Council members are not paid employees; however, it is expected that those members who have been elected will take an active part in all Council activities as follows:

- 3.1. Regular Attendance: Council Members must attend technical meetings, and conferences on a regular basis.
- 3.2. Active Contribution: Council Members should actively contribute to any Institute-related business they are involved in.
- 3.3. Contribution to Daedalus: Council Members are expected to contribute to Daedalus.
- 3.4. Attendance at Council Meetings: Council Members cannot miss two consecutive Council meetings without providing a valid reason.
- 3.5. Current Membership: Council Members should maintain a current and paid-up membership.
- 3.6. Institute Support: Where appropriate, Council members are expected to use the Institute's products/services/schemes.
- 3.7. Council Procedures: Follow the Council's procedures for submitting agenda items, booking hotels, requesting event attendance, and developing pathways.

### **4. Role of Vice Presidents & Life Vice Presidents**

- 4.1. To ensure strict adherence to the policies, aims and objectives of the Institute.
- 4.2. To advise and guide the Council but not partake directly in any decision of the Council.
- 4.3. To ensure good governance of the Institute by the Council.
- 4.4. To form an independent committee to hear any appeals or complaints against Council or council decisions.
- 4.5. To be ready to assume the role of Acting/Temporary President if the current President resigns during their period of office.
- 4.6. To sit on any committee of the Institute as ex-officio members to offer advice, direction, and information as and when required.

## **5. Role of Company Director & Secretary.**

- 5.1. Company Directors have collective responsibility for overseeing the legal and regulatory affairs of the Institute, with specific areas of responsibility delegated by the Chair.
- 5.2. The Company Secretary ensures that the Institute complies with legal and administrative requirements.

## **6. Election of Roles**

### **6.1. General Eligibility Requirements for Nomination**

To maintain the integrity and professional standing of the Institute, any member seeking nomination for the roles of President, Chair, or Council Member (elected or co-opted) must meet the following general eligibility criteria. These apply at the time of nomination and throughout the election process:

- 6.1.1. The nominee must not have any active membership suspension in place.
- 6.1.2. The nominee must not have any relevant unspent criminal convictions or be listed on any professional misconduct or disqualification registers pertinent to their role.
- 6.1.3. The nominee must not currently be under investigation by the Institute or any other professional body, including during any ongoing appeals process.
- 6.1.4. The nominee must not be subject to active or pending legal action against the Institute, including any claim, litigation, or tribunal case, or have formally indicated an intention to pursue such legal action.
- 6.1.5. The Institute reserves the right to disqualify or remove a nominee at any stage of the process should any of the above conditions become applicable or made known.

### **6.2. President**

- 6.2.1. President is a self-nominated position.
- 6.2.2. Applications open in April and close at the end of July.
- 6.2.3. An applicant must have held membership at Member grade or above for at least five years.

- 6.2.4. An applicant must provide three sponsors who have had at least three years of membership with the Institute at Associate grade or higher.
- 6.2.5. An applicant must be an existing or past elected member of Council.
- 6.2.6. A President's tenure is two years. When the term ends, they stand down or self-nominate for re-election to the Council. Although not encouraged, the president can re-stand for the position; if required, they will be asked to stand for another two years.
- 6.2.7. Where more than one applicant stands for President, corporate members will vote online.

### 6.3. **Chair**

- 6.3.1. Chair is a self-nominated position, voted by Council at the first meeting after the Annual General Meeting.
- 6.3.2. A Chair must have served on Council for at least five years.
- 6.3.3. A Chair's tenure is three years. When the term ends, they may self-nominate themselves for the position at the next vote.

### 6.4. **Council Members**

- 6.4.1. Applications open in April and close at the end of July.
- 6.4.2. Applicants must have been a member at any grade for three years or more.
- 6.4.3. Applicants must fill out an application form, providing answers to pertinent questions and three sponsors.
- 6.4.4. A Council Member's tenure is three years. When the term ends, they either stand down or self-nominate for re-election.
- 6.4.5. Where there are more applicants than vacancies, corporate members will vote online.

### 6.5. **Co-option to the Council**

- 6.5.1. Any current member of the Institute can be co-opted by Council.
- 6.5.2. The period of co-option can last up to twelve months until the next AGM. At this time, the co-opted member can stand for election as a full Council member or be asked again by Council to be co-opted.

- 6.5.3. The co-opted member can resign anytime by informing the Chair.
- 6.5.4. During their co-option, the member is expected to contribute as outlined in section 3.

#### **6.6. Casual Vacancies on the Council**

- 6.6.1. The Council may appoint any person it considers suitable to fill a casual vacancy within itself.
- 6.6.2. This person will be treated as any other elected Council member, but they must retire at the next AGM.
- 6.6.3. After retirement from the casual vacancy, they may become a member if they are not already and stand for election to Council.

#### **6.7. Vice Presidents**

- 6.7.1. The Council may appoint up to three Vice Presidents. This appointment should be reported at the AGM.
- 6.7.2. The Vice Presidents will not be required to offer themselves for re-election but shall report their stewardship to each AGM.

#### **6.8. Life Vice Presidents**

- 6.8.1. Life Vice Presidents may be appointed at the Institute's AGM on the recommendation of Council and in recognition of outstanding service to the Institute.

#### **6.9. Company Directors & Company Secretary**

- 6.9.1. Directors will be:
  - 6.9.1.1. The serving President
  - 6.9.1.2. The serving Chair (Managing)
  - 6.9.1.3. The serving Vice Chair
  - 6.9.1.4. The Business Manager (Associate)
  - 6.9.1.5. Two members of Council, elected by Council. They will serve as Directors for a term of three years, after which they may either be reappointed as Directors or serve on Council for a period of one year before standing again for election to Council.

- 6.9.2. The Business Development Manager will be appointed as Company Secretary.
- 6.9.3. Any changes will be passed to Companies House by the Business Development Manager within 60 days of the changes, either by resignation, AGM, Council decision or abdication.
- 6.9.4. If changes occur outside an AGM, they will be formally reported at the next AGM.

## **7. Employees of the Institute**

- 7.1. An employee of the Institute cannot be on Council.

## **8. Conflict of Interest**

This aims to set down the expectations of both actual and potential conflicts of interest that may apply to members of Council to ensure that all aspects of the Institute's interests and actions are carried out free from improper influence and are always fair and free of bias.

A Member of the Council's failure to avoid where possible or to identify, declare and manage a conflict of interest in accordance with this policy could lead to disciplinary action being taken in accordance with the Institute's Code of Ethics and Discipline.

- 8.1. During matters of the Institute, a member of Council is expected to put the interests of the Institute above their private interests.
- 8.2. All members of Council are accountable for identifying, declaring, and managing any actual, potential, or perceived conflicts of interest.
- 8.3. All members of Council must follow the correct process in managing conflicts of interest.
- 8.4. All members should be aware of difficulties that may arise from the offering or acceptance of gifts, favours and hospitality that may influence any decision.

## **9. Confidentiality Statement**

As with any business or organisation, from time issues may be discussed within Council that will be of a confidential nature. This may relate to the Institute's business plan, financial planning, review of a member's professional status, discussions with other professional bodies, businesses, associate companies and those companies' seeking accreditation. It is of the utmost importance when Council identifies an item as being of a confidential nature that, until the item has been resolved, it shall remain confidential.

Items considered to be of a confidential nature will be recorded at the end of the minutes of the meeting and circulated to members of Council only. Draft minutes of the meeting, once approved at the next meeting of Council, will be posted to the website in accordance with policy but with the confidential item(s) redacted.

Until such time that the item has been fully discussed and agreed by Council, Council members will not enter into any communication by way of verbal, email, Facebook, Twitter or any other means that would impact on the confidentiality of the Institute's business.

## Version Control

## Change Record

Date	Author	Version	Page	Reason for Change
24/06/22	H Hilton	2	ALL	Changed to house style
24/10/23	RK, JW & HH	3	ALL	Document number change from PF021. Created by importing and editing information from PF002 Company Director Policy, IF002 Role of Chair, PF017 Vice President Policy, PF027 Conflicts of Interest, and adding information on the role of President.
23/11/23	H Hilton	4	10	Confidentiality Statement added, taken from 009Ci Business Planning Policy
14/11/24	H Hilton	5	9	Added an employee of the Institute cannot be on Council.
28/05/25	R King	6	6	Addition of extra checks for all elected roles.
19/12/25	H Hilton	7	ALL	Removed subgroups and added additional directors and director responsibility.

## Reviewers/contributors

Name	Position	Version Reviewed & Date
HH	Business Manager	V2 – 24/06/22
HH, DW, RK & Council	Business Manager & Council	V3 0 24/10/23