Society of Operations Engineers

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 and regions. The financing of all Professional Sector Council and regional activities will be conducted 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), Budget, Audit and Risk Management (BARM) and Governance and Nominations.

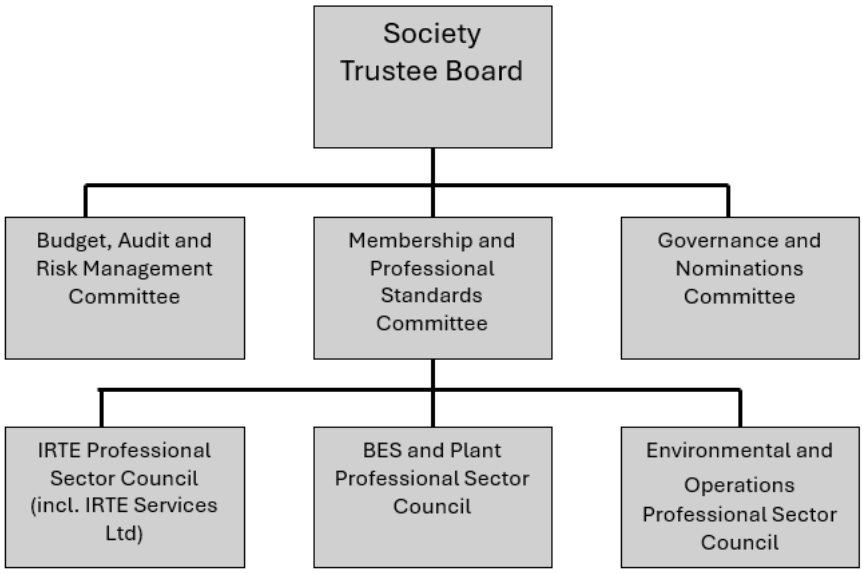
The Board delegates authority for industry-specific matters such as membership promotion, recruitment, retention and services, technical journals and publications, technical events, seminars, education, training and regional activities, to the Professional Sector Councils beneath it, which operate within 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 and have no time limit criteria.

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 specific skills requirement exists, or for a defined purpose, the Board may co-opt up to three additional individuals. Such co-options may include Society members, the immediate Past President and, where appropriate, individuals who are not members of the Society. Co-opted appointments shall be subject to annual review and shall not exceed the terms set out in these Rules.

Co-opted members shall be appointed for an initial term of 12 months. Thereafter, with the consent of the Trustee Board, this term can be extended by up to two additional 12-month terms.

The Board should, as far as practicable, seek representation from across the Engineering Council and Society for the Environment registration categories.

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

Five 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, Professional Sector Council and committee members will occur electronically (via email) or an extraordinary Board meeting.

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.

Society of Operations Engineers

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.
- Monitoring and reviewing the Society's Disciplinary Procedure.
- Monitoring and reviewing the Society's Trustee Code of Conduct.
- 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 Councils standing committees and working groups.
- Coordinating and monitoring the development and implementation of Professional Sector 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.
- Overseeing the Workshop Accreditation scheme (WA) via IRTE Services.
- Overseeing the Maintenance Provision Rating Scheme (MPRS) via IRTE Services.
- 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 Professional Sector Councils, 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 Professional Sector Councils / international committees.
- Reviewing the Society's staff employment and development policies including those relating to the Chief Executive Officer.
- Receiving reports from and monitoring the activities and products of the Society's regulators, Professional Sector 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 via the Membership & Professional Standards Committee.
- 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 Chief Executive Officer.
- Overseeing recruitment and development of Trustees, Professional Sector 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:

Always follow the Code of Conduct, particularly when exercising the functions of the Trustees or any of the Society's Professional Sector 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 Professional Sector 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 – Additional Delegated Responsibilities

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 participate in the Society's disciplinary and appeals processes when appointed by the Trustee Board and in accordance with the Society's Disciplinary Procedure
Be prepared to participate in the Society's disciplinary, conduct, safeguarding and appeals processes when appointed by the Trustee Board and in accordance with the Society's approved procedures and governing documents.

- 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 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 Chief Executive Officer.

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 Chief Executive Officer, 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 Professional Sector 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 7 days before the meetings.

Typical agenda items include strategy, financial matters, President and Chief Executive Officer activity reports.

Professional Sector 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, Professional Sector Council members and regional officers wishing to put items forward for inclusion in the Board meeting agenda may do so in writing to the Chief Executive Officer, who will consult 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 Chief Executive Officer, in the capacity as Company Secretary, at least 28 days before a Board meeting. If the matter cannot be concluded informally between the Chief Executive Officer 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 exceptional 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 Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer, for consideration by the Board. There is however no provision for postal or proxy votes at Board meetings.

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 meetings, the Board may utilise approved digital and AI-assisted technologies to support the preparation of meeting notes and minutes.

9. Trustees Code of Conduct

Introduction

As a trustee of the SOE, I agreed to abide by the fundamental values that underpin all activities of this organisation. All charity trustees have legal duties and responsibilities which is key to the success of the SOE. The SOE endorses the UK Charity Governance Code, we recommend all Trustees read the Charity Commission's leaflet Responsibilities of Charity Trustees (CC3a) and sign the SOE's Trustee Responsibilities and Strategic Agreement.

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 and Development of the code

Purpose of the Code is to set out the relevant standards expected of SOE trustees in order to maintain the highest standards of integrity and stewardship, demonstrating the requirement of being a good role model with behaviours and attitude supporting our values.

To ensure that the SOE is effective, open and accountable.

To ensure a good working relationship with the Chief Executive Officer and the senior team.

Society of Operations Engineers

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 Councils (PSC's), 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 expenses by trustees.

A trustee must not place themself 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 the Board 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.

Organisation values and public trust

As an organisation we strive to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and government.

Responsibilities

Trustees must, with the help of the Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer's actions are threatening the probity of the Society, all such visits should be made by arrangement with the Chief Executive Officer.

Trustees must, upon taking office, subscribe to signing this agreement confirming their understanding and acceptance of the need for confidentiality of Board and, where applicable, PSC, discussions and decisions at all times:

Breaches of this confidentiality may result in the matter being referred to the Trustee Board for consideration under the Society's disciplinary, governance and conduct procedures.

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

Any Trustee who is the subject of a complaint, or who has a conflict of interest in relation to a complaint, shall take no part in the investigation, consideration or determination of that matter.

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 themself 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, the Board 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/resigns.

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.

The Board

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

Policies and strategies agreed by Trustees should be expressed in unambiguous and practical terms, so that the Chief Executive Officer and the Board responsible for implementing those policies are clear what they need to do. Directions given to the Chief Executive Officer should come from the President following discussion as appropriate with 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 Chief Executive Officer and other employees. Any matters concerned with any member of the staff team should be raised with the Chief Executive Officer: matters relating to the Chief Executive Officer should, in the first instance, be raised with the President who will decide how best to proceed.

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

Having given the Chief Executive Officer delegated authority, Trustees should be careful, individually and collectively, not to undermine it by word or action.

Voluntary commitment statement

The Code of conduct has been updated to ensure the organisation is able to uphold standards. In doing so we will raise the level of trust and confidence through positive contributions in the advancement of the engineering.

We expect all members to uphold the reputation of the Society and the reputation of the profession. There are disciplinary policies and procedures in place to maintain these professional standards.

The purpose of the Code of Conduct is to assist members in dealing with the demands on business and any concerns that may arise. As an organisation, we are always willing to support our members who have concerns relating to aspects of conduct and offer guidance as appropriate.

Managing difficult situations

The purpose is to assist volunteers to be able to respond effectively to challenging situations and behaviours in adults, should the situation arise.

The understanding of the perceived challenging behaviour is behaviour we find unacceptable in some way. Behaviour becomes unacceptable when it hurts or undermines others or is socially inappropriate in a damaging way to other people or to a project themselves regardless of their intention. Examples of such behaviour include: -

verbal abuse, sarcasm, intimidation, inappropriate body language, bad language, language that can undermine other people's self-esteem, silence, actively ignoring people or disengagement, abuse or inappropriate comments through verbally or email or social media.

Volunteers will have the opportunity to understand what acceptable and unacceptable behaviour is within our organisation.

If this behaviour is reported it will be investigated in accordance with the policies and procedures of the SOE.

What happens if I don't follow the code?

A breach of this Code may result in action being taken by the Trustee Board in accordance with the Society's Articles of Association and approved procedures.

Before any decision is taken, the Trustee shall be informed of the concerns and given a reasonable opportunity to respond and be heard.

Following consideration of the matter, the Trustee Board may take such action as it considers appropriate and as permitted under the Articles of Association, including removal from office where the Board determines this to be in the best interests of the Society.

Where concerns arise regarding a Trustee's conduct, safeguarding responsibilities, governance responsibilities or compliance with this Code, the Trustee shall be given an opportunity to be heard in accordance with the Society's procedures. Following consideration of the matter, the Board may take such action as is permitted under the Articles of Association and other governing documents of the Society.

10. Standing Committees

Budget, Audit, Risk Management (BARM) Committee

Terms of Reference

To ensure that the Trustee Board reviews the annual accounts and prepares the budgets for both SOE and IRTE Services Limited.

It meets at least three times a year to:

- Receive and recommend to the Board the annual accounts at the meeting with the statutory auditor (May).
- Review the first draft of the annual budget (September).

- Approve the final draft of the annual budget before its presentation to the Trustee Board (early November the latest).
- Review the Society's investment portfolio.
- Maintaining and updating the risk register.
- Overseeing the annual insurance renewal.
- Making remuneration recommendations to the board

The Committee is chaired by the Honorary Treasurer; in their absence the committee shall be chaired by another appointed person as agreed by the committee. In addition, the committee will include three representatives from the Trustee Board, The Society Company Secretary and the Society Head of Finance may be present but not counted as members of the committee. Where possible, communications with and between committee members will occur electronically and decisions may be taken electronically.

Committee members will normally serve a term of three years but can have their term extended for an additional period, after which a fallow year must be served. This extension will be determined by the Governance and Nominations Committee.

The quorum necessary for the transaction of business shall be three members of the committee.

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:

- Regularly review the structure and composition of the Board (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board regarding any changes.
- Ensure plans are in place for orderly succession to Board positions and senior Board roles and oversee the development of a diverse pipeline for succession, considering the challenges and opportunities facing the Society and the skills and expertise needed on the board in the future.
- Keep under review the leadership needs of the Society, with a view to ensuring the continued ability of the Society to fulfil its charitable objectives.
- Keep up-to-date and fully informed about strategic issues and changes affecting the Society and the environment in which it operates.
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise.
- Support the process for electing candidates to the board and professional sector councils.

- Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board.
- Consider any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- Consider any other Board committees including Professional Sector Councils, in consultation with the chair of those committees.

Members of the committee have the right to decide on any additional co-opted members to join the committee for their expertise.

The committee is chaired by the Honorary Secretary; and will include four Board members. The Society Company Secretary but will not be counted as a member of the committee. Where possible, communications with and between committee members will occur electronically and decisions may be taken electronically.

The Society Company Secretary but shall not be counted as a member of the committee.

Appointments to the committee are made by the board on the recommendation of the nomination committee and shall be for a period of up to three years, which may be extended for an agreed period up to three years, provided the individual still meets the criteria for membership of this committee.

The company secretary shall function 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 agreed agenda items.

The quorum necessary for the transaction of business shall be four.

The Committee chair shall report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

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, implementing and administering the Society's Continuing Professional Development scheme.

- Developing, monitoring, promoting and administering the Society's Corporate Partner scheme.
- 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 audits.
- Acting as custodian of the Society's exemption status for the "Certificate of professional Competence" (CPC).
- Consulting with other bodies and authorities and contributing to the development of relevant education and training initiatives, standards and legislation.
- Ratifying recommendations of accreditation and approval of university, college and other education courses 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.
- Managing, overseeing and coordinating the establishment and operation of any working groups or teams for the assessment of membership, registration or accreditation applications
- Consulting with relevant committees within the Society on issues associated with membership and professional standards.
- Provide support and advise to any Appeals Panel, chaired by the SOE Honorary Secretary, appointed to review membership and registration appeals.
- Undertaking specific objectives and tasks arising from the Society's corporate plan or the Board's instruction.
- Acting as liaison with the overseas membership of the Society.
- Reporting, making recommendations to and advising the Board on matters relating to all the above.
- Monitoring and reviewing the Society's Code of Professional Conduct.

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 a period three years which can be extended for a further three years 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.

Society of Operations Engineers

To manage a succession plan for the Chair and Vice-Chair, nominations need to be conducted 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, Engineering Technicians and Registered Environmental 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.

Apart from 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).

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 Chief Executive Officer.

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).

No business requiring a decision may be transacted unless the meeting is quorate.

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.

Reporting

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

Society of Operations Engineers

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 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

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.

Professional Sector Councils (PSCs)

Professional Sector Council Structure, Meetings & Minutes

There are currently five Professional Sector Councils, representing the interests of each of the Professional Sectors, IRTE, Operations Engineers, IPlantE, BES and Environmental. Professional Sector 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 Professional Sector Council. As far as is practical, one third of the elected Professional Sector 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 and Director of the Society.

Up to seven positions within the Professional Sector 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 Professional Sector 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 Professional Sector Council to co-opt members or non-members with specific knowledge and skills to contribute to the work of the Professional Sector Council. It is at the discretion of the Professional Sector Council whether 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 Professional Sector 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 Professional Sector Council meets its objectives as agreed in its annual Business Plan and budget. The Professional Sector Council may establish working groups comprising members and non-members with appropriate skills to complete specific tasks as delegated by the Professional Sector Council.

Professional Sector Council Meetings

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

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

The Chief Executive Officer will assign a staff co-ordinator to assist the Professional Sector Council with its objectives. Where appropriate, other staff will also attend Professional Sector Council meetings.

The meetings' schedule for the Professional Sector Council'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 Professional Sector Council meeting, having been agreed by each Chair, shall be distributed to all Professional Sector Council 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 Professional Sector Council members, co-opts and staff only. These shall be sent via the secure document transmittal system.

Professional Sector Council members and co-opts are expected to inform the staff co-ordinator whether they are able to attend the meeting. Members unable to attend are encouraged to make written comment on agenda items, through the staff co-ordinator, for consideration by the Professional Sector Council.

Professional Sector Council Minutes

Professional Sector Council minutes, having been written by the staff co-ordinator and agreed by the Chair, shall be distributed to all Professional Sector Council 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.

Professional Sector Council 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 Professional Sector Council members' activities must be in keeping with the Society's aims and charitable objectives, Professional Sector Council members are not, other than in the case of members who also sit on the Board, Directors or Trustees of the Society.

Responsibilities

Professional Sector Council'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 Professional Sector Council's 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 Professional Sector 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

Professional Sector Council's duties include, but are not limited to:

- Monitoring the content of the Professional Sector 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 Professional Sector engineering initiatives, standards and legislation.
- Stimulating debate on developments related to the Professional Sector 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. Professional Sector Council Chairs and Vice-Chairs will serve a maximum period of three years.

In such cases where the Chair of the Professional 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 Professional Sector Council 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 Professional Sector Council in the normal cycle.

Membership

The Professional Sector Council's membership will comprise a combination of corporate members elected by the membership of each Professional Sector 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 Professional Sector Council. 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 Professional Sector Council membership as well as providing the required skills and knowledge.

It is at the discretion of the Professional Sector Council whether 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

The Professional Sector Councils 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 Professional Sector Council business can be reported to the Board without undue delay.

Where urgent matters arise in between scheduled meetings, a full Professional Sector Council 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 Professional Sector Council will report directly to the Board via its minutes and Council Chair. However, the Chairs will meet as appropriate to co-ordinate the functionality of their individual Professional Sector.

Professional Sector Council Code of Conduct (including Standing Committee & Working Groups)

Introduction

All Professional Sector Council members, Standing Committee and Working Group members have duties and responsibilities to the Society: and any other Board member who may from

Time to time be co-opted to a Professional Sector Council in a specific capacity, Professional Sector Council members are **not** charity Trustees or Directors of any SOE-related company, with exception of the Council Chair. *Hereafter any reference to Professional Sector 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 Professional Sector Council members in terms of conduct and practices, following recommended best practice.

The Code

General

Although not Trustees or Company Directors (other than the Professional Sector Council, Chair, Professional Sector Council members are expected to act with probity and prudence and to always work under the overall management of the Board and within budgets approved by the Board.

Professional Sector Council 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 Council member attempt to use their position to gain customer advantage within the Society or Professional Sector.

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

Professional Sector Council members should hold themselves accountable to the Board for their decisions and performance.

Professional Sector Council 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 conflicts with the objectives, or which might damage the reputation of the Society.

Professional Sector Council 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.

Professional Sector Council 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

Professional Sector Council 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).

Professional Sector Council 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.

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

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

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

Professional Sector Council 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.

Professional Sector Council members must aim to foresee and avoid any conflict of interest. Where one arises a Professional Sector Council member must at once declare the interest and absent themselves from any discussion or vote taken on the matter by the other Professional Sector Council members. Any transaction under which the Professional Sector Council 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 Professional Sector Council meeting must remain confidential and within the confines of the meeting and any Board deliberations must not be discussed outside the Professional Sector Council and Board.

Professional Sector Council 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.

Professional Sector Council 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.

Society of Operations Engineers

Main responsibilities of Professional Sector Council members

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

To always follow the Code of Conduct, maintaining the confidentiality of all items considered at meetings, which must not be discussed outside the Professional Sector Council and Board, and to attend Professional Sector Council, 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.
- Operate within the policies laid down by the Board and ensure that Professional Sector Council 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 Professional Sector Council development sessions provided for the benefit of the Society.
- Working within the Code of Conduct, members must always follow the Code of Conduct and reflect the Society's purpose, vision, core values, strategic aims, strategy and major policies.
- Professional Sector Council members should be aware that, other than any Council members who are also Trustee 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 Professional Sector Council to assist with particular projects.

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 Engineers (IRTE) Professional Sector Council.