Society of Operations Engineers

Governance Related Documents

Governance Principles

The Society is governed by its Articles of Association and applicable charity and company law. All Directors are charity trustees and are collectively responsible for the governance, strategic direction and legal compliance of the Society. Appointment to an Officer role does not diminish the collective responsibilities of trustees.

Officers exercise only those powers delegated by the Trustee Board in accordance with the Articles of Association and the Society's Rules.

All Directors shall act in the best interests of the Society and further its charitable Objects.

Appendices

Articles of Association SOE: Governance

The Trustee Board is constituted in accordance with Article 19 of the Articles of Association and comprises the Society Officers, designated committee and Professional Sector Chairs, elected members and co-opted directors.

Role Descriptions for Trustees and Officers of the Board

President

Overall role

To chair board and (general) meetings to ensure efficient decision-making. To provide leadership and direction to the Society's Trustee Board ("the Board"), enabling it to fulfil its responsibilities for the overall governance and strategic direction of the Society, and to further the charitable Objects of the Society through delivery of the Board-approved strategy and to work with the Chief Executive Officer to ensure that the Society is managed in accordance with the Articles of Association, the Charity Commission, Companies House and in accordance with the licences issued to the Society by the Engineering Council (EngC) and Society for the Environment (SoCEnv).

Main Elements of the Role

- In liaison with the President Elect and the Chief Executive Officer, to lead the Board to ensure that it fulfils its responsibilities for the governance of the Society and the development of its strategic aims and objectives.
- To provide support and leadership to the Chief Executive Officer, helping them achieve the purpose, strategic aims and vision of the Society whilst ensuring that the Society is run in accordance with the decisions of the Board, the Society's governing document and all legal and regulatory guidelines.
- To optimise the relationship between the Board, Professional Sector Councils, standing committees, the regions and staff in close liaison with the other officers and the Chief Executive Officer.
- To fulfil the duties defined in the role descriptor for Board members and always abide by the Trustee Code of Conduct.

- To ensure the Trustee Board fulfils its responsibilities under charity law, company law and the Articles of Association.
- To promote a culture of integrity, inclusion, safeguarding and good governance across the Society.

Main duties

Leadership and direction

- With the Chief Executive Officer, to develop appropriate agendas for Board meetings.
- To chair meetings of the Board, bringing impartiality and objectivity to decision-making to ensure that the business is covered efficiently and effectively.
- To chair General Meetings of the Society in accordance with the Articles of Association.
- To lead the Board in setting overall strategies and to give direction to Board policy making.
- To provide leadership and direction to the Board members, ensuring that they comply with the trustees' Code of Conduct and to take appropriate action as necessary.
- To monitor the activities of the Professional Sector Council's, standing committees and other groups.
- To highlight the Board's responsibility in their role 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 governing document and all legal and regulatory guidelines.
- To liaise closely with the President Elect, Board members, Professional Sector Council Chairs and the Chief Executive Officer on all aspects of the Society's policy, strategy and direction to ensure a parity of approach. To monitor and ensure that decisions taken at meetings are implemented in a timely and efficient manner.
- To chair general meetings and preside at social and other national Society functions.
- To promote the Society (and its Professional Sectors as appropriate) to a wider audience of potential members, sponsors and supporters.
- To serve as an Officer of the Board.

Working with the Chief Executive Officer

- To receive regular informal progress reports of the Society's work from the Chief Executive Officer.
- In conjunction with the Chief Executive Officer, to ensure that the Board develops a long-term strategy for the Society with objectives that can be monitored.
- To monitor progress of the overall strategic plan.
- To ensure that appropriate resources (personnel, financial, material) are secured with which to achieve agreed goals.
- To ensure that the Chief Executive Officer delivers the annual plan and budget.
- To conduct the Chief Executive Officer's performance appraisal in conjunction with the President Elect and other delegated Director and agree their remuneration.
- To sit on the recruitment and interview panel for the appointment of a Chief Executive Officer when a vacancy occurs.
- To be an authorised signatory on the Society and subsidiary company bank and investment accounts and other documents as required.

- To investigate or officiate in a hearing as may be required, or delegate as appropriate to another Trustee of the Board.
- Optimising the relationship between the Board, Professional Sector Council's, Standing Committees, the regions and staff
- In conjunction with the delegated Officer, to ensure that the Society has appropriate policies and procedures in place to comply with current legislative and licensing requirements
- In consultation with the Chief Executive Officer and trustees, ensure that they and all the Society's Professional Sector Council's, standing committees, and working groups communicate regularly with and promote the interests of the Society's members, centres, and regional groups.
- To identify and facilitate change and address conflict within the Board and within the Society.
- Through the Chief Executive Officer, to ensure regular communications between the Board and the staff group, and particularly the senior staff.
- Fulfilling Board member duties and abiding by the Trustees' Code of Conduct.
- To declare and appropriately manage conflicts of interest in accordance with the Articles of Association and Society policies
- To maintain an appropriate separation between governance and operational management, recognising that responsibility for day-to-day operations is delegated to the Chief Executive Officer and staff team.

President Elect

Overall role

To prepare for forthcoming role as President

Main Elements of the Role

- To familiarise themselves with all aspects of the Society's business in preparation for the forthcoming Presidential term
- To work with President, Chief Executive Officer and the Board, to achieve the purpose, strategic aims and vision of the Society.
- To prepare for the office of President through active participation in governance, strategic planning and trustee development activities.
- To fulfil the duties defined in the role descriptor for Board members and always abide by the Trustee Code of Conduct.

Main duties:

- To attend meetings of the Society's Professional Sector Councils as requested by the Sector chairs, the President or the Board.
- To represent the Society both externally, with other bodies and industry, and internally, with centres and regional groups.
- To participate in all matters relating to the Society's policy, strategy and direction, ensuring a parity of approach.
- To deputise for the President, both internally and externally, in their absence.
- To serve as an additional spokesperson for the Society.

- To promote the Society to a wider audience of potential members, sponsors and supporters.
- As requested by the President to assist in any investigations as appropriate
- Fulfilling Board member duties and abiding by the Trustees' Code of Conduct.
- To serve as an Officer of the Board.
- To undertake trustee development and governance training as appropriate.
- To support succession planning and leadership continuity for the Society.
- To declare and appropriately manage conflicts of interest in accordance with the Articles of Association and Society policies.

Honorary Secretary (Governance)

Overall role

To support the Trustee Board in maintaining high standards of governance, constitutional compliance and trustee effectiveness in accordance with charity law, company law, the Articles of Association, the Society's Rules and the charitable Objects of the Society.

Main elements of the role

Oversight of governance, constitutional compliance and Board effectiveness.

- Oversight of compliance within the context of Charity and Company Law.
- Focus on the realisation of the vision, mission and strategic aims of the Society.
- Advice in supporting and oversight of Head Office functions and reporting to the Trustee Board in all appropriate meetings.
- Upholding standards.
- Supporting pro-active, positive communications with members.

Main duties

- To serve as an Officer of the Board
- To attend meetings of the Society's Professional Sector Councils as requested by the Sector chairs, the President or the Board
- Ensure the appropriate maintenance of governance and compliance of the Society in support of the Head Office function.
- Chair the Governance and Nominations Standing Committee meetings.
- To oversee periodic reviews of Board effectiveness, governance arrangements and succession planning.
- To monitor compliance with the Articles of Association and advise the Board on governance matters
- To secure efficient and effective governance of the Society.
- Support the Head Office to ensure notices and agendas for General Meetings, including, Annual General Meeting and Extraordinary General Meetings are issued in a timely manner.
- Support the Head Office team to ensure minutes of these meetings are produced and facilitate effective action as decided by the meetings.
- Support the Head Office to ensure notices of elections are issued and nominations received for Officers and Board members and Professional Sector Councils.

- Act as a key focal point for the monitoring and management of Risk. Together with other Officers act when required as one of two authorised signatories for banking and financial transactions in accordance with approved financial controls.
- Ensure the appropriate operation of Board meetings and work with the Chief Executive Officer and head office team.
- To ensure that governance arrangements support the Society's obligations as a licensed Professional Engineering Institution and Licensed Member of the Society for the Environment.
- To declare and appropriately manage conflicts of interest in accordance with the Articles of Association and Society policies

Honorary Treasurer

Overall role

On behalf of the Board, to maintain a strategic overview of the Society's affairs in order to ensure its financial viability in support of the Society's charitable Objects 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.

Criteria for the role

A corporate member being considered for the post of Honorary Treasurer should fulfil the following criteria:

- Chair the BARM Committee
- Demonstrable experience within the Society and sufficient understanding of its governance, finances, charitable activities and strategic priorities.
- Have the time available not only for Board/PS/working group meetings, as appropriate, but also to give advice to and consult with head office staff on a regular basis.
- Have a working knowledge of company and charity law.
- Have previous financial experience of budgeting; producing and interpreting management accounts; SORP (Statement of Recommended Practice) and charity accounting.
- An understanding of reserves management, investment oversight, financial risk and charity finance

Main Elements of the Role

- To take a lead role in highlighting the Board's obligations to ensure appropriate and sufficient net income streams and investments for the future and to ensure that all expenditure, including the payment of trustee expenses, is in accordance with the Charity Commission's guidelines.
- To work with and support the Head of Finance on all aspects of the control, management and reporting of income, expenditure, reserves and investments and report to the Board.
- In conjunction with the CEO, President and other officers, to help formulate, develop and represent the Society's, overall policies, strategies and future plans and, as an

officer of the Society, sit on other meetings of groups/panels as may reasonably be required.

- To fulfil the duties defined in the role descriptor for Board members and always abide by the Trustee Code of Conduct.
- To support Trustee Board oversight of financial risk, fraud prevention, reserves and investment management.
- To advise the Board on the financial implications of strategic, governance and regulatory decisions.

Main duties

- To ensure that the Society operates within the legal and financial guidelines set out in current company and charity legislation and its own Articles of Association and to keep the Board informed about its financial duties and responsibilities.
- To advise the Board on the financial implications of the Society's strategic plans and policy objectives and to ensure that an appropriate reserves policy and investment strategy is in place.
- To ensure that the Board holds in trust any Society monies or property and invests monies to the greatest benefit of Society within the constraints of the law and
- the Society's approved investment policy and responsible investment principles.
- To receive regular formal and informal progress reports of the Society's work.
- To oversee and present budgets, accounts and financial statements as prepared by the staff team and seek approval as required.
- To ensure that grants and other funds received for specific purposes are appropriately spent.
- To maintain under review the policy and scope for payment of trustee expenses and to adjudicate in cases where the reimbursement of a trustee's claim is under dispute.
- Liaising with Head of Finance on financial operational matters to ensure adequate control, procedures and parity of approach.
- To work with and support the Head of Finance to ensure that financial information, in particular management accounts and the annual budget, is presented in a manner that is timely, comprehensive and accurate.
- To ensure that adequate accounting procedures and controls are in place and that the Society operates within a sound financial framework.
- To ensure that all financial dealings are accounted for.
- To monitor the Society's investment activity and ensure its consistency with the Society's policies and legal responsibilities.
- To ensure that the Society is compliant with legislation.
- To ensure that equipment and assets are adequately maintained and insured.
- To ensure that the accounts are prepared and disclosed in the form required by the relevant statutory bodies e.g., the Charity Commission and the Registrar of Companies.
- To be an authorised signatory on the Society and associated company bank and investment accounts and other financial documents as required.
- To represent the Board on strategic financial matters of the Society and, as a senior officer, sit on other groups/panels as required.
- To chair an annual meeting with external auditors (and any other delegated members of the Board) to discuss the auditor's report and accounts and to report to the Board as appropriate.
- To make a formal presentation of the accounts at the annual general meeting and highlight important points in a coherent and easily understandable way.

- To liaise closely with the President, other Officers, Professional Sector Council chairs and the Chief Executive Officer on all aspects of the Society's policy, strategy and direction to ensure a parity of approach.
- To represent the Society at regional meetings as may reasonably be required and act in an advisory capacity.
- To sit on appraisal, recruitment and disciplinary panels as required.
- To sit on the recruitment and interview panel for the appointment of a Chief Executive Officer when a vacancy occurs.
- To review the Chief Executive Officers remuneration in conjunction with the President and other delegated Officer.
- To conduct an investigation or officiate in a hearing as may be required.
- Fulfilling Board member duties and abiding by the Trustee~~s~~' Code of Conduct.
- To serve as an Officer of the Board.
- To declare and appropriately manage conflicts of interest in accordance with the Articles of Association and Society policies.
- To support compliance with the Society's obligations as a licensed Professional Engineering Institution and Licensed Member of the Society for the Environment.