

Succession Planning Committee – Terms of Reference

Background

The Nominations Committee at its February 2019 meeting requested that the Board of Trustees consider the establishment of a Succession Planning Committee in order to encourage applications for the elected volunteer appointments. This recommendation was agreed at Board of Trustees meeting on 11 April 2019, with the support of Congress.

The Committee's authority to act, is derived from a delegation from the Board of Trustees (the Board).

Purpose

The role of the Succession Planning Committee is to identify and encourage suitably qualified and experienced members to apply for the elected appointments on the Board of Trustees.

Membership

The Committee shall comprise of seven members: four members nominated by the Board (one of whom shall be appointed by the Board as the Chair); and up to three members nominated by Congress. The Board and Congress will liaise to ensure that as far as possible nominations collectively possess both geographical and diverse sector knowledge. The Chief Executive shall be entitled to attend committee meetings as Secretary.

The Committee members will be Voting Members of the Institution with current or prior experience of carrying out an IChemE voluntary role (eg as a Trustee, member of a National Board, Committee, Centre or Panel). They will not be current Trustees, nor be members of the Nominations Committee. They will hold office for an initial term of three years. They may be appointed for a maximum of two consecutive terms.

In appointing members of the Committee, the diversity in all its forms of the membership should be taken into account.

Resignation or Removal of Members

If a vacancy occurs for whatever reason, then the Board or the Congress, as appropriate, shall nominate a candidate to fill the vacant place on the Committee.

Quorum

The minimum requirement for the meeting of the Succession Planning Committee shall be half of the total number of members of the Committee (rounded down to the nearest whole number) plus one.

Meetings

Meetings shall be held respecting the timetable for Trustee elections to ensure that sufficient time is available to encourage candidates to stand for election. Meetings will be physical or virtual to enable participation of all members.

The Committee may invite others to attend all or part of the meeting in order to seek advice as required.

Notice of meetings

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and to any other person required to attend, no later than five working days before the date of the meeting.

Supporting papers shall be sent by email to the Committee members and to other attendees, as appropriate, at the same time.

Records of meetings

Decisions of the Succession Planning Committee shall be recorded. In addition to the Chief Executive, a member of staff may attend meetings for this purpose.

The records shall include the names of those present and in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of the Chair and any Committee members.

The Succession Planning Committee shall have access to the services of the Chief Executive's Office secretariat on all Committee matters, including assisting the Chair in planning the Committee's work, drawing up meeting agendas, maintenance of meeting records, collection and distribution of information and provision of any necessary practical support.

Duties

The committee shall:

1. comment annually on the role profiles and the person specifications for office holders and voluntary appointments (including the skills, knowledge, experience and diversity) and recommend any changes aimed at improving succession to the Board;
2. keep up to date and fully informed about strategic issues and commercial changes affecting the organisation and the market in which it operates when recommending changes to the contents of the person specifications;
3. develop a list of suitably qualified members from a wide range of backgrounds who might be future candidates to serve for the different positions on the Board;
4. using the role profiles and person specifications, identify potential candidates at the time of each annual election cycle to ensure an appropriate skill mix is maintained on the Board and encourage such candidates to stand for office;
5. work with the Volunteer Engagement team to actively promote vacancies arising on the Board and the opportunities and benefits of participating in the governance of the Institution; and
6. declare any personal knowledge of candidates but this will not be considered a conflict unless they have a business or personal relationship with the candidate.

Reporting responsibilities

The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. Such reports should not include data that allows individual members who have been the subject of discussion to be identified.

Other matters

The Committee shall:

- have access to sufficient resources in order for it to carry out its duties;
- be provided with an induction programme for new members and on an ongoing basis for all members;

- give due consideration to laws, regulations and any published guidelines or recommendations of the Charity Commission or other applicable rules as appropriate;
- arrange for periodic review of its own performance, and at least annually review the Committee Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval; and
- sign a Non-Disclosure Agreement in respect of the personal data held for the purposes of the Nominations Committee.

Confidentiality

Committee members will have access to and intimate knowledge of candidates' confidential information. Member shall not use or disclose to any person either during or at any time after their engagement with the Succession Planning Committee any confidential information about the candidates or about the business or affairs of IChemE or any other company in its group or any of its business contacts, or about any other confidential matters which may come to their knowledge in the course of undertaking the role of member of the Succession Planning Committee.

“Confidential information” means any information or matter which is not in the public domain and which relates to the affairs of IChemE or any other company in its group or any of its or their business contacts or of any of the candidates applying for the roles that fall vacant within IChemE.

The restriction in this clause does not apply to:

1. any use or disclosure authorised by IChemE or as required by law; or
2. any information which is already in, or comes into, the public domain otherwise than through your unauthorised disclosure.

All documents, manuals, hardware and software provided for members use by IChemE, and any data or documents (including copies) produced, maintained or stored on IChemE's computer systems or other electronic equipment (including mobile phones if provided by IChemE), remain the property of IChemE.

All notes, records and writing made or received in relation to the Succession Planning Committee shall remain the property of IChemE and shall be delivered by you to the Institution to which they belong forthwith upon request.

Version 1	Approved – 18 July 2019
Version 2	Approved – 23 January 2020
Version 3	Approved – 4 November 2021
Version 4	Approved – 14 September 2023