

# Forms of Contract Committee Terms of Reference

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## Delegated Authority

By-Law 91 Regs 5,6,7	The Board may delegate any of its powers (other than the power to borrow money) to standing or special committees of the Board consisting of members (Voting or Non-Voting) provided that the chairman of such a committee is a Voting member.
By-Law 91	Board of Trustees > Commercial Panel > Contracts Committee
By-Law105	Publications
By-Law 106	Indemnities

## Purpose

To draft and prepare for publication the Forms of Contract published by the Institution of Chemical Engineers.

## Duties

The Chair and Members of the Contracts Committee are responsible for the delivery of the following duties:

- Drafting, reviewing and regularly updating the IChemE Forms of Contract series of publications
- Recommending new titles the series as appropriate to meet the needs of members and industry
- Maintaining and organising external legal peer review of the 'IChemE Forms of Contract' training course materials

In the course of carrying out its duties, the Contracts Committee may consult, as appropriate:

- Commercial Panel
- Learned Society Subject Area Lead – Resources and Manufacturing
- Forms of Contract users
- Disputes Resolution Committee
- Legal profession (new books reviewed by Legal Counsel prior to publication)
- IChemE staff

The Contracts Committee is accountable to the Commercial Panel. It will report to the Commercial Panel annually, or any such time as considered necessary, via written reports compiled by the Chair. Such reports will be made available to the Board of Trustees and the Learned Society Committee, on request.

## Membership

Committee members shall be members of a relevant profession, and where possible shall together reflect experience of the various roles of clients, contractors and consultants/advisors that use the IChemE forms of contract. The Committee members shall be appointed for their personal expertise and not to represent any particular company or sector of industry.

Where possible any new Chair shall be appointed from the existing membership of the Committee. The appointment of a new Chair shall be reviewed and recommended by the Contracts Committee and shall be approved by the Commercial Panel. If the Commercial Panel does not approve the recommendation, it shall give its reasons and shall discuss and agree an appropriate alternative Chair with the committee.

The Chair should be appointed for a period of three years, with the option of a further three year period, subject to approval of the Commercial Panel.

The Chair, or their chosen representation, will also serve on the IChemE Commercial Panel. In the event of the Chair opting not to serve, the chosen representative will require the approval of the Commercial Panel Chair.

The appointment of the Deputy Chair of the Committee ('Deputy Chair') shall be approved by the Commercial Panel on the advice of the Chair for a term of three years, with the option of a further three year period, subject to the approval of the Commercial Panel. Where possible any new Deputy- Chair shall be appointed from the existing membership of the Committee.

Job descriptions for volunteer roles referred to in these ToR are described herein . The Forms of Contract Ordinary Member volunteer role will be advertised via the standard IChemE volunteer recruitment channels on an ongoing basis with all applications referred to the Chair of the Committee. The Chair is responsible for the arrangement of applicant interviews by the Contracts Committee and accepting or rejecting new committee applications. Each new member shall be subject to a three- month trial period as a temporary volunteer.

Committee members are expected to be actively involved in all aspects of the work undertaken by the group, so a commitment to active participation is an essential requirement. The Committee Chair may opt to remove inactive committee members.

## Meetings

The Committee will generally meet monthly. All committee members are encouraged to participate wherever possible. As appropriate, and as agreed with the Chair, other members of the IChemE staff in addition to the secretary may attend meetings of the Committee from time to time. The Contracts Committee may inform, as appropriate:

- IChemE Commercial team
- IChemE Learned Society Team
- IChemE marketing and communications teams
- IChemE senior management
- Suppliers – typesetters, printers

The Chair will be informed directly about any proposed activities being undertaken by the Learned Society Committee or Commercial Panel that may impact on the work of the Contracts Committee.

## Autonomy

The committee can call staff members or other parties into meetings to obtain information and will be supported by staff drawn from the Learned Society and Commercial Directorates.

## Code of Conduct

All members of the Contracts Committee shall treat the work undertaken as commercially sensitive and shall not divulge any matters relating to the committee's business to external parties without approval of the Chair and the Commercial Panel. All those who volunteer to lead, support to take part in IChemE activity and agree to conduct themselves with integrity and respect in accordance with relevant IChemE policies.