

IChemE Commercial Committee

Terms of Reference

Purpose

The Commercial Committee is a standing committee with delegated authority from the Board of Trustees.

The Commercial Committee will provide counsel, guidance, and soundings on a variety of commercial matters, and is responsible for overseeing the development delivery of the Institution's Commercial Strategy.

Membership

The Commercial Committee members are typically

- a. Current members of the Board of Trustees and Congress
- b. Past members of the Board of Trustees and Congress
- c. IChemE members with experience in a senior, non-competing commercial and/or procurement role

The Commercial Committee Chair will be approved by the Board of Trustees. The Commercial Committee Chair will serve for an initial period of three years, with the option of one further three-year term, subject to the approval of the Board of Trustees.

In addition, at least one current IChemE Trustee should serve on the Commercial Committee at all times. This appointment will be approved by the Board of Trustees. The appointee will serve until the end of their term as an IChemE Trustee, at which point they may be invited by the Chair of the Commercial Committee to continue serving on the Commercial Committee in another role.

New members are identified and invited to join the committee by the current members of the Commercial Committee when suitable opportunities arise, subject to the approval of the Commercial Committee Chair.

There is no maximum/minimum number of members. Ordinary members are appointed for a three-year term with the option of one further three-year term, subject to approval by the Commercial Committee Chair. The maximum term an ordinary member can serve on the Commercial Committee is six years.

The Commercial Committee may also opt to invite members to join the committee for short-term project-based work when appropriate.

The Chief Executive and Associate Director - Commercial will be appointed to the Commercial Committee as part of their post-holder responsibilities and remain on the committee for the duration of their employment in the role. Both may opt for other appropriate members of staff to attend meetings where appropriate.

The Chair of the Commercial Committee does not need to be a current member of the Board of Trustees.

The Commercial Committee will have a secretariat. This role will be fulfilled by a member of IChemE staff.

Diversity and Inclusion

IChemE is committed to ensuring that its commercial activities best reflect the requirements of its member and non-member customer base.

IChemE is an international organisation and, as such, will seek wherever possible to ensure that its committees include individuals from a wide number of territories and across a broad spectrum of professionals within chemical engineering.

IChemE encourages the expectation of at least 33% female participation and ideally 50% female participation within all committees.

All Commercial Committee meetings should be conducted in a manner that is supportive of the Equality and Diversity (E&D) policy statement to ensure that the entire talent pool be considered in all discussions regarding commercial matters.

Quorum

The Commercial Committee will be quorum only if there are 3 non-staff attendees, including the Commercial Committee Chair or the Trustee representative, and the Associate Director – Commercial, or their nominated representative. In the event of the Commercial Committee Chair being unable to attend, the Trustee member of the committee would be asked to Chair the meeting.

Meetings

The Commercial Committee will typically meet a minimum of four times in a year (January through December), either by teleconference or in person.

The meetings will typically take place in April, July, September and December.

Further meetings may be held at the Chair's discretion. It will transact its business between meetings by email, teleconference, and other communications. Teleconferencing will be facilitated by the Secretariat.

Commercial Committee members will be required to announce any apparent or potential conflicts of interest at the beginning of every meeting.

Notice of Meetings

The Chair will be required to convene all meetings of the Commercial Committee.

The Secretariat will be responsible for facilitating the meeting (e.g. circulating agendas, setting up teleconferencing).

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, by the Secretariat 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.

Minutes of Meetings

Minutes of the proceedings and decisions of meetings of the committee shall be recorded by the Secretariat.

Minutes shall include the names of those present and in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of any committee members.

Any member of the committee who is in substantial disagreement with the majority on any proceeding or decision shall have the right to have this recorded in the minutes.

Draft minutes of committee meetings shall be circulated within one week of the meeting to the Chair before being circulated promptly to all other members of the committee.

The minutes shall be formally approved at the subsequent committee meeting and a final signed copy maintained for the Institution's records.

Annual General Meeting

The Commercial Committee Chair and/or the Trustee representative should attend the IChemE Annual General Meeting (AGM).

Duties

The Institution already has a mature international commercial offering including training, events, publishing, advertising and data rental.

The Commercial Committee will add value to and help expand this existing activity by providing oversight and support on commercial strategy, sales and marketing, new product development and market conditions.

The Commercial Committee is not a decision-making body, it is an advisory committee to help guide IChemE commercial activity.

Specifically, the Commercial Committee will concentrate their efforts on the following areas of IChemE commercial activity, providing counsel, guidance and soundings on:

1. Commercial strategy, including pricing, relationships with third-parties and IChemE's approach to sales and marketing
2. Product development including new product development
3. New market development
4. Strategic insight into the customer mindset and market conditions

The Commercial Committee Chair is responsible for monitoring continued engagement of the committee members. Any member of the Committee who has not attended three meetings in a row or contributed in other ways to the satisfaction of the Chair may be removed from the committee at the Chair's discretion, on the advice of the Chief Executive.

Reporting

The Commercial Committee is a standing committee of the Board of Trustees.

The Chair, supported by the Secretariat, will be required to submit a short, written report to the Board of Trustees following each meeting of the committee. This should cover the status of ongoing activity and include any recommendations for approval by the Board at their next meeting.

The Chair, supported by the Secretariat, will submit an Annual Report to the Board, which will cover the committee's annual activities and how it has met its Terms of Reference.

Other Matters

The Commercial Committee shall:

- Have access to enough resources for it to carry out its duties;

- Be provided with appropriate training, both in the form of 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 Board of Trustees for approval.

Finance

An annual budget for the Commercial Committee will be prepared as part of the IChemE Commercial budget and submitted to the Board as part of the annual internal budgeting process.

The Commercial Committee budget will cover expenses for committee members (e.g. travel costs for attending physical meetings) where required.

Any activities undertaken by the IChemE Commercial team, as a result of recommendations by the Commercial Committee, will need to be conducted in-line with the pre-agreed Commercial annual budget.