

REGULATIONS – TERMS OF REFERENCE OF BOARDS AND COMMITTEES

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Governance of the Society

1. The Test Engineering Society has noted the recommendations of the Report of the Committee on the Financial Aspects of Corporate Governance (The Cadbury Report). This Code of Best Practice applies to listed Companies; however, its principles apply to all organisations with a public interest. The TES operates under its Royal Charter, the Charities Acts and the associated Accountancy Reporting Standards.

2. On behalf of the Board of Trustees, the following Boards and Committees of the TES deal with governance issues:

Audit and Risk Process Committee Finance and Investment Committee Remuneration Committee

Nominations and Succession Committee Disciplinary Board

3. The Board of Trustees considers that the TES has adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

4. The Board of Trustees is responsible for the TES's systems of internal financial control. These can provide only reasonable, but not absolute, assurance against material misstatement or loss. The key features of the controls are:

- communication of ethical values and a controls awareness through written codes of conduct, formal standards of discipline and employee performance appraisal;

- a system of review and monitoring of the key areas of risk; financial systems and their controls are kept under continual review by the relevant professionally qualified staff employed by the TES;
- regular consideration of budgets, management accounts and variations from budget;
- quarterly meetings of the Audit and Risk Process Committee including discussions with the external Auditors with regard to the scope of the audits and the content of their reports

to management and management's response.

5. Each Board and Committee operates under specific Terms of Reference and members uphold high standards of personal behaviour, both individually and in their collective responsibility, to ensure good corporate governance of the TES. It is expected that any conflicts of interest, if they arise, are declared.

6. Nothing in the TES's procedures precludes a member from questioning any aspect of the TES's governance, bringing forward any issue for debate, or stating their view in a personal capacity.

Terms of Reference of Boards and Committees

7. The President is ex officio a member of all Boards and Committees.
8. The Bye-laws which concern the Boards and Committees of the TES, read as follows:

79. Except where the Charter or these Bye-laws provide to the contrary, the Board may delegate any of its powers or the implementation of any of its resolutions to any committee, and every such committee shall be accountable to the Board. All delegations under this Bye-law shall be variable or revocable by the Board at any time.

The resolution making that delegation shall specify those who shall serve on such committee.

80. The composition of any such committee shall be entirely at the discretion of the Board which may make and vary such regulations and impose such terms and conditions and give such mandates to the committee as it may from time to time think fit.
81. The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or any decision taken by any such committee shall be reported forthwith to the Board.
82. Groupings of members, based on territory, knowledge or special interest may be established or disestablished. These groupings shall be established, constituted or disestablished, and their affairs carried on, in accordance with Regulations to be approved from time to time by the Board who shall have power to vary the same subject always to the provisions of the Charter and Bye-laws.

9. The normal period of service for an elected or appointed member of any Board or Committee is three years. For appointed members, the period of service on a Board or Committee cannot be extended beyond a maximum of six years. It is customary for one third of the members of a Board or Committee to retire each year, to ensure a regular turnover.

10. The Bye-laws which describe the Board of Trustees and the election and appointment of Trustees apply mutadis mutandis to the Boards and Committees. The members of Boards or Committees are members of the TES, unless allowed otherwise by the terms of reference.

Employees of the TES may not be members of Boards or Committees, unless allowed otherwise by the terms of reference.

Confidentiality of Board and Committee Papers

11. The Test Engineering Society (TES) prides itself on being an open and inclusive organisation. It follows that the governance of the TES should be as open as possible, subject to issues of commercial or personal sensitivity. Board and Committee papers are presumed to be open unless classified as confidential in accordance with this policy.

12. Confidentiality may be required to protect individuals or be required to protect information of potential or actual commercial use to competitors, suppliers or customers. Documents may be classified as Open or Private and Confidential.

13. Papers marked Private and Confidential are private to the Board or Committee to whom the paper is addressed and to any higher reporting Board or Committee. For example, papers which are Private and Confidential to the Knowledge Services and Solutions Board may automatically be passed to the Board of Trustees, to which it reports. However, the same paper would not automatically be released to Committees which report to the Knowledge Services and Solutions Board, such as the Communities Resourcing Committee without the specific agreement of the Board. Boards and Committees should therefore consider when it would be helpful to share confidential papers with other parts of the Society and give specific directions for the release of such papers.

14. Where the following is contained within the document, it should be marked Private and Confidential:

- Personal data: The paper contains personal data relating to an individual. It is important that such information is not disclosed as it may breach Data Protection requirements;
- Staffing matters: Personnel matters, personal information or matters of a management, planning or forecasting nature, relating to staff. These should not be made available outside the Board or Committee as this may breach TES procedures or legislative requirements relating to staff;
- Information relating to negotiations, commercial or otherwise, where disclosure could prejudice the TES's position, or could prejudice future negotiations of a similar nature;
- Information about spending estimates where such information may benefit a supplier, contractor or other organisation to the potential detriment of the TES;
- Details about a complaint concerning an individual or group of individuals, including members, volunteers and staff as this may prejudice any investigation and could also disclose personal data;
- Information which has been supplied in confidence by a third party or would result in such supply as this would breach the trust of the third party;
- Information considered confidential to a third party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage;
- It concerns legal advice or Counsel's Opinion, or is otherwise covered by legal professional privilege or concerns active legal proceedings;
- Information which if made available might create a risk of action for libel, slander or contempt;
- Information the disclosure of which would be prejudicial to the engineering profession as a whole;
- It relates to minutes of or the proceedings or business of a committee or other group which has been marked Private and Confidential by that Board or Committee;

- Information which if disclosed may result in premature publicity of courses of action that may not, in the end, be followed;
- Information from a contract which contains a confidentiality clause;
- Any other matter which the Board or Committee considers appropriate in the particular circumstances. The Board or Committee should consider carefully that it is in the interests of the TES to mark a document Private and Confidential under this paragraph as most

situations would fall under the paragraphs above.

15. Decisions about the classifications of documents are made by Board and Committee Chairs in consultation with Board and Committee Secretaries. The paper should note the reason why the paper has been marked as Private and Confidential.

16. Papers which are not marked Private and Confidential may be provided to any party on request. Papers marked Private and Confidential may only be released as described in paragraph 12 above or on the express authority of the Board, Committee or Council. Boards, Committees and Council may decide to change the classification of a paper, including changing a paper to an Open classification after it has been considered.

BOARD OF TRUSTEES

The terms of reference of the Board of Trustees are described in the Royal Charter and Bye-laws as follows.

Board of Trustees

56. The Board shall consist of:

the President;
 two Deputy-Presidents;
 six Vice-Presidents;
 six ordinary members;
 the Past President (subject to Bye-law 66):
 of whom at least two Trustees must be aged less than 36 years at the commencement of their period of office and, if such persons are not also resident outside the United Kingdom, at least one other Trustee shall be resident outside the United Kingdom at such time; and
 any person(s) co-opted to the Board pursuant to Bye-law 67.

57. The office of a member of the Board shall be honorary and without remuneration.

58. Any question of doubt or difficulty as to eligibility for, or retirement from, membership of the Board shall be decided by the Board.

59. No member who is an employee of the TES or prohibited by law from being a charity trustee shall be eligible to be a member of the Board.

60. Unless stated to the contrary, in relation to any period of office, a year is the time between 1st October and 30th September next.

Proceedings, powers and duties of the Board

76. The Board shall manage the property and affairs of the TES in accordance with the Charter and these Bye-laws, and may exercise all such powers of the TES as are not required to be exercised by a General Meeting of the TES.

77. The Board shall meet as often as the business of the TES may require and may act notwithstanding any vacancy in its body. Subject to these Bye-laws, it shall regulate its proceedings as it thinks fit, and shall from time to time formulate and resolve rules of procedure for its meetings.
78. The quorum for the transaction of business of the Board shall be eight or one more than half of its number, whichever is the greater.

BOARD OF TRUSTEES

The terms of reference of the Board of Trustees are described in the Royal Charter and Bye-laws, paragraphs 56-60, 76-78.

The principal roles of Trustees individually and collectively as the Board of Trustees are:

Strategic Leadership

- Ensure that the TES complies with charity law, does not breach any of the requirements or rules set out in the Royal Charter and Bye-laws, and that it remains true to its charitable objects and purposes.
- Provide strategic leadership of the TES.
- Approve the strategic direction, developed in conjunction with the Chief Executive and Secretary.
- Ensure that the appropriate level of consultation has been carried out and that the strategic

direction is consistent with the delivery of the charitable aims of the TES.

Monitoring the Effective and Efficient Delivery of the Strategy

- Ensure that the Corporate Plan provides the Chief Executive and Secretary with the necessary resources and assets to deliver the agreed strategy and that these are being deployed appropriately.
- Ensure that the Chief Executive and Secretary has competent and properly motivated human resources to deliver the forward plans and that succession plans are in place.

Stewardship, Assurance and Risk Management

- Ensure that a relevant governance structure is maintained for all Boards and Committees and review the structure periodically.
- Monitor the Corporate Plan and all activities to ensure that:
 - Progress is being made.
 - All activities are appropriate, in accordance with the Bye-laws and Regulations of

the TES, and uphold the highest standards of ethical and professional behaviour.

- The charity is being operated legally, in accordance with the Bye-laws and Regulations of the TES, and upholds highest standards of ethical and professional behaviour.
- The member and volunteer groups and structure are aligned to the TES strategy

and are well motivated and organised to deliver its short term plans and long term objectives.

- Operate a risk management process to identify and respond to significant and material risks to the TES's 'licence to operate' and its financial capability to deliver its long term objectives.

Stakeholder Management

- Operate a process to identify and manage all key stakeholders.
- Identify key issues and create an action plan to engage members and other stakeholders both pro-actively and in response to their needs and expectations.

Constitution

- President;
- Two Deputy Presidents;
- Six Vice Presidents;
- Six Ordinary Members;
- The Past President (subject to Bye-law 66);
- of whom at least two Trustees must be aged less than 36 years at the commencement of their period of office and, if such persons are not also resident outside the United Kingdom, at least one other Trustee shall be resident outside the United Kingdom at such time;
- any person co-opted to the Board pursuant to Bye-law 67.

Quorum

Eight, or one more than half of its number, whichever is the greater.

AUDIT AND RISK PROCESS COMMITTEE

Terms of Reference

1. (a) To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key partners are rotated at appropriate intervals.
2. (b) To recommend the audit fee to the Board of Trustees and pre-approve any fees in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
3. (c) To discuss with the external auditor, before the audit commences, the nature and scope of the audit and to review the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.
4. (d) To oversee the process for selecting the external auditor and make appropriate recommendations to the Board of Trustees.
5. (e) To review and advise on the external auditor's management letter and management's response.
6. (f) To review and approve the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the TES.
7. (g) To consider management's response to any major external or internal audit recommendations.
8. (h) To consider management's recommendation for the appointment or dismissal of the head of internal audit.

9. (i) To review and advise on the adequacy and security of the TES's procedures for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting and other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and follow up action.
10. (j) To review and advise on management's and the internal auditor's reports on the effectiveness of systems for internal financial control, financial reporting and risk management.
11. (k) To review and advise on the TES's procedures for detecting fraud.
12. (l) To review and advise on the TES's procedures for the prevention of bribery.
13. (m) To review and advise on the remit of the risk management function and ensure that it is adequately resourced and has appropriate standing within the TES.
14. (n) To review, and challenge where necessary, the actions and judgements of management, in relation to the annual financial statements before submission to the Board of Trustees, paying particular attention to:
 - (i) critical accounting policies and practices, and any changes in them;
 - (ii) decisions requiring a major element of judgment;
 - (iii) the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; (iv) the clarity of disclosures;
 - (v) significant adjustments resulting from the audit;
 - (vi) the going concern assumption;
 - (vii) compliance with accounting standards;
 - (viii) compliance with legal requirements;
 - (ix) reviewing the TES's statement on internal financial control, financial reporting and risk management prior to endorsement by the Board of Trustees and reviewing the policies and process for identifying and assessing business risks and the management of those risks by the TES;
 - (x) any other matters relevant to the financial well-being of the TES.
15. (o) To discuss with the external auditor any problems and reservations arising from the interim and final audits and any matters the auditor may wish to discuss (in the absence of management where necessary).
16. (p) To oversee and advise the Board of Trustees on the current risk exposures of the TES.
17. (q) To review and advise on the TES's capability to identify and manage new risk types.
18. (r) To review and advise on reports on any material breaches of risk limits and the adequacy of proposed action.
19. (s) To ensure compliance annually with Delegated Authorisations which should be monitored by the Honorary Treasurer.
20. (t) To be the primary interface on behalf of the TES with the Charity Commission on any investigation or enquiry into TES's financial affairs.
21. (u) To consider other topics, as defined by the Board of Trustees.
22. (v) To seek any information that the Committee requires from any employee of the TES Group.
23. (w) To obtain external legal or independent professional advice and to invite such advisors to attend meetings as necessary.
24. (x) To report to the Board of Trustees.

Constitution

A Deputy President or Vice-President

An Ordinary Member of the Board of Trustees Honorary Treasurer

Chair of Council

The Chair and the members of the Committee shall be appointed by the Board of Trustees.

The Committee may co-opt members from time to time to provide necessary skills or diversity.

Quorum

Three, including at least two Trustees.

FINANCE AND INVESTMENT COMMITTEE Terms of Reference

1. (a) Develop, with staff, options for the TES's financial framework, policies and plans.
2. (b) Oversee the financial performance of the TES on a routine basis by:
 - agreeing the principles for the budgeting process;
 - reviewing drafts of the budget;
 - monitoring emerging results.
3. (c) Propose options for timely actions to mitigate risks to satisfactory financial performance.
4. (d) Ensure that the investments of the TES held against the reserve funds and the trust funds are managed on behalf of the Board of Trustees in accordance with agreed policy and in accordance with legislation and good practice.
5. (e) Give clear written instructions to the professional investment advisers on the TES's investment policy.
6. (f) Monitor the performance of the portfolios managed by the investment advisers and discuss their performance with the investment advisers as necessary.
7. (g) Consider changes to investment strategy and make appropriate recommendations to the Board of Trustees
8. (h) Recommend to the Board of Trustees any change in the appointment of investment advisers.
9. (i) Review any significant internal investments and projects referred to it by the Board of Trustees.
10. (j) Deal with any detailed financial issues outside the scope of the Audit and Risk Process Committee, at the request of the Board of Trustees.
11. (k) Report to the Board of Trustees.

Constitution

A Deputy President or Vice-President

Two other Trustees with appropriate specialist experience Honorary Treasurer

The Chair and the members of the Committee shall be appointed by the Board of Trustees.

The Committee may co-opt members from time to time as necessary.

Not more than three members of the Board of Trustees of the TES Benevolent Fund (or its successor) may be invited to attend the investment part of the Committee's meetings as observers.

Quorum

Three, including at least two Trustees.

NOMINATIONS AND SUCCESSION COMMITTEE Terms of Reference

Purpose

1. To make recommendations to the Board of Trustees for suitable candidates for election or appointment to positions on Boards and Committees, seeking to achieve a balance of skills, demographics, diversity, sectoral knowledge and international membership. To provide a robust and transparent process that is open and attractive to candidates.
2. To manage the lists of potential candidates for current and future positions.
3. To monitor nomination and election processes.
4. To make recommendations for honours and awards.

Terms of Reference

1. (a) To ensure the effectiveness of all the administrative processes underpinning talent management, succession planning, elections, handovers and nominations to all of the TES's Boards and Committees.
2. (b) To make recommendations to the Board of Trustees to meet the needs of the Board of Trustees, Main Boards, Committees and Council for skills, experience and diversity, taking account of the diversity and characteristics of the membership, including but not limited to geographical location, age, gender, employment, sector and interests.
3. (c) To make recommendations to the Board of Trustees for the appointment of Trustees and the nomination of candidates for the election of Trustees.
4. (d) To make recommendations to the Board of Trustees, for the appointment of the Chairs and members of the Main Boards and the Committees reporting to the Board and Council and the nomination of candidates for the election of members of the Main Boards and the Committees reporting to the Board and Council.
7. (g) To ensure that Young Professionals are adequately represented on the TES's Boards and Committees.
8. (h) To monitor the nomination and election process for governance positions that do not fall within its remit, eg for elected positions on the Main Boards and Council.
9. (i) To manage the lists of potential candidates with appropriate skills, experience and personal characteristics, in conjunction with Board and Committee Chairs, and to ensure that a wide selection of potential candidates are identified.
10. (j) To maintain succession plans for key positions.
11. (k) To undertake an annual review of the skills, experience and personal characteristics required for each Board, in conjunction with Board and Committee Chairs, and to identify gaps to be filled.
13. (l) To create and manage a list of suitably qualified members who might be future candidates to serve on the Board of Trustees, Main Boards and Committees reporting to the Board.
14. (m) To make recommendations to the Board of Trustees for the provision of an appropriate programme of training and mentoring for the members of Boards and Committees.
15. (n) To make recommendations to the Board of Trustees for the election of Honorary Fellows.

16. (o) To advise the President when considering those to be nominated for honours and awards made by other bodies.
17. (p) To consider other matters referred to it from time to time.
18. (q) To report to the Board of Trustees.

Reporting

5. The Committee will publish an annual report on its work. The report will include information as to how the Committee has fulfilled its obligations as specified in its Terms of Reference and the Bye-laws and Regulations and how it has performed against its own targets. The work of the Committee may be reviewed through the internal audit programme which is considered and monitored by the Audit and Risk Process Committee.

Constitution

The President

2 Deputy Presidents

3 Past Presidents, being the most recent available

2 Ordinary Members of the Board of Trustees

3 Chairs of Main Boards*

3 Ordinary Members of Council, not current Trustees, selected by Council 1 non-member, selected by the Committee

The Chair of the Committee will be a Past President who is a member of the Committee. The Chair will be appointed by the Board of Trustees for a term of three years, or for a shorter period if due to retire from the Committee in less than three years.

*The Chairs of Main Boards will not participate in the Committee's discussion of candidates for Deputy President, nor its recommendations to the Board of Trustees regarding candidates for appointment as Deputy President.

Quorum

Five

POLICY OVERSIGHT COMMITTEE

Terms of Reference

Purpose

1. (a) To support the TES role and ambitions in the advancement of science, engineering and technology through its focus on evidence-based thought leadership and policy.
2. (b) To ensure cross-sector working with key stakeholders from industry and academia to gather evidence and insight to influence government and policymakers.
3. (c) To provide independent and timely advice and evidence to inform the TES's key stakeholders; government, industry and academia and society.
4. (d) To increase the TES's influence over government policy on matters to do with engineering and technology and establish a strong identity as a trusted authority.
5. (e) To assure the Board of Trustees that the focus of the Policy and Insight Panels remains relevant to the Society's strategy.

Scope and Duties

1. (a) Support the development of an overall model of delivery of TES policy outputs and engagement with policymakers including the overall governance of the policy work. This should allow agile expert response to a rapidly changing environment.
2. (b) Work with the Chairs of the Policy and Insight Panels to ensure a programme of coordinated and cross-sector topics aligned to the TES's strategy across the portfolio where the timing and market awareness allows this to happen.
3. (c) Ensure work is aligned with other areas of the TES, including, but not limited to, Technical Networks, Codes and Guidance, Strategy and Planning, and the Publishing and Journals team to ensure the TES is maximising the impact of it strategically aligned work.
4. (d) Provide regular updates and reports as required to help staff demonstrate the TES's impact in key policy areas and keep the Main Boards up to date with policy work.
5. (e) Ensure spokespeople, who can speak on behalf of the TES, are in place for key policy areas and are able to participate in media interviews, as keynote speakers, or be approached for interviews.
6. (f) To supervise the Policy and Insight Panels and approve the appointment of members of the Panels.
7. (g) To report to the Board of Trustees.

Constitution

- A Chair, normally a Vice-President, appointed by the Board of Trustees.
- A Vice Chair appointed by the Board of Trustees. They will deputise for the Chair to approve decisions where the Chair is absent.

- Chairs of three Policy and Insight Panels. All Panel Chairs will be invited to self-nominate.
- Three non-members or volunteers selected for policy experience.
- Up to two representatives from other areas of the TES governance that have a policy focus.
- Senior staff member – Director of Governance and External Engagement.

Reporting

1. (a) Provide written progress reports and assurances to the Board of Trustees at least annually.
2. (b) Notify the Board of Trustees immediately of emerging risks or issues that might adversely impact on the delivery of the strategy or TES Plan are identified.

Quorum

A minimum of five members present.

Frequency of Meetings

The Committee will meet at least twice a year and hybrid or fully virtual meetings will be adopted where appropriate.

POLICY AND INSIGHT PANELS

Purpose

1. (a) To provide independent and timely advice and evidence to inform the TES's key stakeholders; government, industry and academia and society.
2. (b) To increase the TES's influence over government policy on matters to do with engineering and technology.

Terms of Reference

1. (a) The Chairs of the Policy and Insight Panels will meet periodically with staff to plan a programme of strategically aligned topics across the portfolio where the timing and market awareness allows this to happen.
2. (b) The Chairs of the Policy and Insight Panels will work together with staff to ensure co-ordination and cross-sector collaboration of policy and insight work across the TES where strategically important to do so.
3. (c) The Chairs of the Policy and Insight Panels will work closely with aligned areas of the TES, including, but not limited to, Technical Networks, Codes and Guidance, Strategy and Planning, and the Publishing and Journals team to ensure the TES is maximising the impact of it strategically aligned work.
4. (d) To provide regular updates and reports as required to help staff demonstrate the TES's impact in key policy areas and keep the Main Boards up to date with policy work.
5. (e) Members of the Policy and Insight Panels should be willing to become spokespeople for their areas of specialism on behalf of the TES, having a willingness to participate in media interviews, as keynote speakers, or be approached for interviews for podcasts or written articles as appropriate.
6. (f) To report to the Board of Trustees.

Constitution

A Chair appointed by the Board of Trustees Members appointed by the Policy Panel

The Chair is appointed for an initial term of three years, which may, in exceptional circumstances be extended to a maximum of six years. The Chair should normally be a registered member.

REMUNERATION COMMITTEE

Terms of Reference

Definitions

Executive Team means the direct reports of the Chief Executive and Secretary. Senior management means the direct reports of the Executive Team.

Terms of Reference

1. (a) To approve on behalf of the Board of Trustees:
 1. (i) The employment contracts, annual salary and remuneration review and any termination agreements for the Chief Executive and Secretary and the Executive Team. For information purposes the Committee may also receive details of the salaries and remuneration packages of the senior management.

2. (ii) Employment policy for all staff, including pension schemes, and any general arrangements for performance related pay.
 3. (iii) Annual salary budget changes and material changes to staff costs.
 4. (iv) Fees and other remuneration to be paid to any Trustee for any services to the TES (eg honoraria etc); such payments to be declared in the TES's annual accounts.
 5. (v) Any offer of a non-executive directorship or other external appointment made to the Chief Executive and Secretary or members of the Executive Team, whether remunerated or not.
2. (b) To consider the remuneration of the Chief Executive and Secretary and the Executive Team, as set out below:
1. (i) The goals, objectives and performance measures for the Chief Executive and Secretary will be set on the basis of the agreed strategic plan and goals for the TES as a whole and agreed with the President, who in turn will share with the Chair of the Committee.
 2. (ii) The President will review the performance of the Chief Executive and Secretary against the goals, objectives and performance measures set and report on these to the Committee. Using this input the Committee will decide upon the base pay and incentive awards for the Chief Executive and Secretary, also taking account of the situation of the TES, the economic environment, the external market and benchmarks, supported by external advisors as appropriate.
 3. (iii) The Board of Trustees will set the corporate objectives and KPIs that underpin the corporate segment of the incentive plans for the Executive Team. It is the responsibility of the Chief Executive and Secretary to set the personal objectives of the Executive Team; the objectives will be seen by the Committee in advance of being set and the Chief Executive and Secretary will consider comments forthcoming from the President.
 4. (iv) The rating of the Executive Team's performance against corporate objectives and the Chief Executive and Secretary's assessment of performance against personal objectives should be reported to the Committee along with recommendations for changes in base pay and bonus awards, taking into account the situation of the

TES, the economic environment, the external market and benchmarks, supported by external advisors as appropriate.

(v) The Committee will have ultimate responsibility for approving remuneration levels for the Executive Team.

(c) To report to the Board of Trustees. A formal report to be submitted at least once per year detailing broadly the activities of the Committee throughout the year. In addition, the content of these reports will include details of salary costs, salary changes, objectives and agreed performances, progress on long term incentive plans, executive management changes. The report will not mention individual salary or bonus information.

Modus Operandi

The Committee has delegated powers to take decisions within its terms of reference on behalf of the Board of Trustees and may be assigned additional duties as considered relevant by the Board of Trustees. The Committee may directly appoint external advisors as deemed appropriate, subject to approval by the Board of Trustees.

Constitution

President
2 Deputy Presidents Honorary Treasurer
2 most recent Past Presidents

The Chair of the Committee shall be a Trustee will be appointed by the Board of Trustees from amongst the members of the Committee and will serve for three years. If the Chair retires as a Trustee before completing a three year term as Chair, they may be co-opted as a member of the Committee to allow them to complete a three year term, in a non-voting capacity.

The Committee may co-opt a retiring Chair of the Committee to act as Deputy Chair for a term of up to three years, in a non-voting capacity.

The Committee may co-opt any retiring member of the Committee with an expertise in remuneration work for a term of up to three years, in a non-voting capacity.

The Committee may co-opt a non-member with an expertise in remuneration work for a term of up to three years, in a non-voting capacity. No person may be a co-opted member of the Committee for more than six years in total.

Quorum

Three voting members.

EXECUTIVE SUCCESSION PLANNING COMMITTEE

Terms of Reference

To review executive staff succession on behalf of the Board of Trustees.

To receive an update on the talent management and succession process within the TES.

To report to the Remuneration Committee.

Meetings

The Committee will meet annually.

Constitution

President
2 Deputy Presidents

Quorum

Two members.

DISCIPLINARY BOARD

Extract from the Bye-laws

33. The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it. The accused shall have the right to be heard by an independent tribunal, to be represented at any hearing, to cross examine witnesses and to call witnesses on behalf of the accused, and in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of improper conduct, the tribunal may order that the member be expelled from the TES, suspended from membership of the TES for any period, reprimanded or admonished. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of national professional registration, an appeal may be made to the national regulatory body administering the register of professional engineers on the grounds either that the processes required by the licences held by the TES were not correctly followed or that the refusal was unreasonable or disproportionate.

Extract from the Disciplinary Regulations

Disciplinary Board

9.1 A Disciplinary Board shall be appointed by the Board of Trustees and shall comprise not more than 15 individuals. Members of the Disciplinary Board shall hold office for 3 years, which term may be renewed for one further term of 3 years. The Board of Trustees shall appoint one member of the Disciplinary Board to act as Chair of the Disciplinary Board.

Preliminary Investigation Board

5.1 The Preliminary Investigation Board shall be appointed by the Board of Trustees and shall comprise not less than 7 members. If none of the matters in 4.2 apply, the Complaints Secretary will convene a Preliminary Investigation Panel of 3 individuals drawn from the Preliminary Investigation Board appointed by the Board of Trustees.

Preliminary Investigation Panel

5.2 When referring a complaint to a Preliminary Investigation Panel, the Complaint Secretary will convene a Preliminary Investigation Panel of 3 individuals drawn from the Preliminary Investigation Board.

Disciplinary Panel

9.2 The Complaint Secretary will convene a Disciplinary Panel of 3 individuals drawn from the Disciplinary Board. No person who was a member of the Preliminary Investigation Panel may be a member of the Disciplinary Panel. The Chair of the Disciplinary Board will identify a Chair of the Disciplinary Panel.

Appeal Panel

18.1 The Complaint Secretary will convene an Appeal Panel of 3 individuals drawn from a pool of persons independent of the Preliminary Investigation Board and Disciplinary Board maintained for purposes of appeals. The Complaint Secretary will identify a Chair of the Appeal Panel.

EQUALITY, DIVERSITY AND INCLUSION WORKING PARTY

Terms of Reference

1. Purpose

1. 1.1 The purpose of the Equality, Diversity and Inclusion (EDI) Working Party is to support, monitor and advise on the development and delivery of the TES's EDI Strategy.
2. 1.2 This means that the Working Party will enable the TES to realise its full potential to advance EDI within its membership, activities, and within the wider engineering and technology sector.
3. 1.3 The Working Party will do this by:
 - supporting and guiding the delivery of the EDI Strategy;
 - promoting understanding of EDI to members, volunteers, and the wider engineering and technology sector;

 - supporting EDI strategic direction and context within the TES Strategy;
 - receiving and reviewing EDI reports;
 - monitoring performance in relation to EDI (for example membership data, volunteer data and any other data as appropriate);

 - identifying new opportunities to improve performance in relation to EDI for our members, volunteers and the wider engineering and technology sector;

 - endorsing the TES's EDI work and acting as EDI advocates where appropriate;
 - supporting the promotion of TES EDI events and campaigns;
 - supporting the Head of EDI in reporting on progress to the Board of Trustees towards the EDI strategy;

 - reviewing the EDI strategy on an annual basis and making recommendations to the Board of Trustees;

 - acting as role models for inclusive behaviour.
4. 1.4 The Working Party will report to the Board of Trustees.

2. Scope and Duties

1. 2.1 To monitor the delivery and reporting of an annual plan of activity to support the EDI Strategy specific to members, volunteers and the wider engineering and technology community.
2. 2.2 Devise, co-ordinate and monitor actions to comply with the UK Equality Act 2010, with particular regard to protected characteristics:
 - Age
 - Disability (this includes non-visible disabilities including mental health and neurodiversity)

- Gender reassignment
 - Marriage and civil partnership
 - Pregnancy and maternity
 - Race
 - Religion or belief
 - Sex
 - Sexual orientation
3. 2.3 In addition to the protected characteristics, in line with the EDI Strategy, the scope of the Working Party also includes:
 - Social mobility
 - the global nature of the TES
 4. 2.4 Assess information available to monitor EDI performance.
 5. 2.5 Ensure the views, needs and preference of all Working Party members are considered.
 6. 2.6 Raise the profile of EDI across the TES, by supporting good practice and promoting / monitoring activity.
 7. 2.7 Within one year of the first meeting, the Working Party will recommend to the Board of Trustees a plan of action which includes the responsibility for the transition to and formation of a permanent Committee reporting to the Board of Trustees.

3. Culture and Behaviours

1. 3.1 Working Party members shall undertake training as required, subject to budgetary approval.
2. 3.2 The Working Party will undertake an annual review of its performance (through self- assessment by its members) and report back to the Board of Trustees on an annual basis via a progress report.
3. 3.3 Working Party members are encouraged to foster equal participation, engage with kindness and respect for the diversity of world views, identities and experiences that are offered on the Working Party and to maintain privacy and confidentiality as appropriate.
4. 3.4 Working Party members are encouraged to take an intersectional approach to EDI in line with the TES's EDI Strategy.
5. 3.5 Working Party members are encouraged to take a global approach to EDI in line with the TES's EDI Strategy.
6. 3.6 Working Party members will be expected to participate in line with the TES's values, which are:
 - Integrity
 - Excellence
 - Teamwork
7. 3.7 Working Party members will be expected to participate in line with the TES's behaviours, which are:
 - I include everyone
 - I do my very best
 - I take full ownership
 - I work well with others
 - I communicate openly

4. Constitution

4.1 The Working Party comprises between six and fourteen members, including: 22

- Chair (normally a Trustee, appointed by the Board of Trustees)
 - Representatives from the three Main Boards (Knowledge Services and Solutions Board, Membership and Professional Development Board and Volunteer Engagement Board)
 - Representatives from other areas of the TES governance that have a strong EDI focus (Awards and Scholarships Committee, Young Professionals Committee and Communities Resourcing Committee).
 - Up to four members or volunteers with skills and experience identified by the Working Party
 - Up to two non-members to bring in skills and experience from the wider EDI sector.
2. 4.2 TES staff will support the Working Party, including:
 - Head of Equality, Diversity and Inclusion (to act as Secretariat)
 - Head of Corporate Communications (to act as strategic communication lead)
 - Director of International, Strategic Marketing and Engagement (to act as Senior Staff representative).
 3. 4.3 The Working Party Chair will normally be a member of the Board of Trustees and an EDI Champion. In the event that this is not possible another member of the Board of Trustees will be appointed by the Board of Trustees.
 4. 4.4 The term of office for members of the Working Party is normally three years but may be extended to retain particular skills or representation if needed.
 5. 4.5 Secretariat will be provided by an TES staff member.
 6. 4.6 Meeting agenda will be set in advance in collaboration with the Working Party Chair
 7. 4.7 Papers will be provided to Working Party Members at least two weeks in advance of a Working Party meeting
 8. 4.8 The Working Party may request further involvement of individuals outside the Working Party in the form of participating in a network or task and finish group.
 9. 4.9 The Working Party will endeavour to have broad representation across areas of the TES and in terms of diversity characteristics, geography and experience

5. Expectation of Attendance and Contribution of Members

1. 5.1 The Working Party will normally meet at least four times a year. Working Party members may need to meet in between scheduled meetings depending on needs and current projects.
2. 5.2 Working Party members are expected to contribute constructively and volunteer to do any agreed work between meetings.
3. 5.3 Any member who has not attended meetings within a one year period, or has not contributed to the Working Party's output, will be removed from the Working Party. The decision will be made jointly by the Chair and the Head of EDI who will consider the individual's total contribution and any extenuating circumstances. Extenuating circumstances will be treated in confidence.

6. Quorum

A minimum of four members present.

8. Frequency of Meetings

The Working Party will normally meet at least four times a year and hybrid or fully virtual meetings will be adopted where appropriate.

COUNCIL

(Revised 3 November 2016)

Purpose

1. These Council Regulations relate to the membership, management and business conduct of the TES Council. Terms used but not defined in this Regulation shall bear the same respective meanings as in the Bye-laws unless the context requires otherwise.

Royal Charter and Bye-laws

2. The terms of reference of Council are stated in the Royal Charter and Bye-laws – predominantly Charter Article 9A and Bye-law 91. The Council Regulations are subordinate to the Royal Charter and Bye-laws.

Changes to Council Regulations

3. Changes to the Council Regulations may be made by a simple majority vote at a Council meeting and approval by the Board. Changes can also be made by a resolution passed at a General Meeting.
4. If the Board rejects a request by Council to change the Council Regulations, and the Council does not accept this decision, the matter may be resolved by discussion with the Board before the next Council meeting. If agreement is not reached the request may be put to a General Meeting.

Approval of Council Regulations

5. The Council Regulations were proposed by the Council on 17 May 2007 and approved by the Board on 11 June 2007. Amendments were approved by the Board on 9 June 2008, 1 October 2012, 9 March 2015, 7 September 2015, by a Special General Meeting on 11 February 2016 and by the Board on 3 November 2016.

Purpose of TES Council

6. The role and responsibility of Council are defined in Charter clause 9A and Bye-law 91. Its relationship with the Board is defined in Bye-laws 92-93.
7. Each year, Council will review and contribute to the TES's Strategic and Corporate Plans. It will also review and note the TES's Annual Report and Accounts. Council will provide its own Annual Report to the TES's Annual General Meeting.
8. Council will monitor the governance of the TES and will determine the most appropriate method of undertaking such monitoring, using external assistance if reasonably required. In the spirit of continuous improvement, Council should engage with the Board in establishing the methodology for review and it may seek clarification on issues from the Board.

Composition

9. Council will comprise 27 Ordinary Members and the President.
10. The term of office will be three years and one third of members will retire each year. Two-thirds of the Ordinary Members will be elected by the membership of the TES and one-third of the Ordinary Members will be appointed by the Board from amongst the members

of the TES to support the skills base needed by Council and to reflect, to the extent practicable, a broad representation of the profession and its interests. Of the members of Council to retire each year, one third shall be those appointed by the Board and two thirds shall be those elected by the membership of the TES. Those members of Council to retire shall be those who were not re-elected or reappointed to Council for one of the preceding two sessions.

11. Council shall include either:
1. (a) at least three Ordinary Members aged less than 36 years at the commencement of their period of office who are resident in the United Kingdom and at least three Ordinary Members who are resident outside the United Kingdom; or
 2. (b) at least two Ordinary Members aged less than 36 years at the commencement of their term of office who are resident in the United Kingdom and at least three Ordinary Members who are resident outside the United Kingdom one of whom must be aged less than 36 years at the commencement of their period term of office; or
 3. (c) at least one Ordinary Member aged less than 36 years at the commencement of their period of office who is resident in the United Kingdom and at least 3 Ordinary Members who are resident outside the United Kingdom of whom at least two must be aged under the age of less than 36 years at the commencement of their period term of office; or
 4. (d) at least 3 Ordinary Members who are resident outside the United Kingdom each of whom is aged less than 36 years at the commencement of their period of office.
12. An Ordinary Member shall be eligible for re-election or re-appointment for subsequent terms. No person shall be elected or appointed to the office of Ordinary Member more than twice when aged less than 36 years, and no person shall be elected or appointed to the office of Ordinary Member more than twice when aged 36 years or over. No person shall hold the office of Ordinary Member for more than twelve years in total.

Number	Postition
19	Ordinary Members (elected)
9	Ordinary members (appointed)
1	The President

13. Membership of Council is open to all categories of TES membership. With the exception of the President, a serving Trustee cannot be a member of Council.
14. Save for the President, all other Trustees and Main Board members (who are not Council members) shall be entitled to attend and speak at (but not vote at) meetings of Council.

Election to Council

15. The election of Ordinary Members of Council shall follow the procedure set out for the election of members made under Regulation 16. Membership is open to all categories of TES member. Nominations of members of Council can be made and supported by all categories of TES member. The Board can also nominate candidates for election to Council.

16. Subject to Regulation 15, the election process for those positions on Council which are to be filled by elections shall be in accordance with Regulations made for the purpose from time to time.
17. Any casual vacancy that arises on Council shall be filled by appointment made by the Board following consultation by the Board with the Main Board of which the relevant Council member was a member.

Council Chair

18. The Chair and Deputy Chair of Council will be elected by simple majority vote by the members of Council from their own number. Each will be in post for one year, but the incumbent may stand for re-election for the following year. No Chair or Deputy Chair shall hold their respective office for more than 2 years in succession. The nomination and ballot exercise will be performed before the end of each session of Council. In the absence of the Chair or Deputy Chair of Council, a meeting of Council will be chaired by one of its number elected at that meeting.

Council Meetings

19. The frequency and conduct of Council meetings shall be as decided by the Council from time to time. Council will meet at least three times per year. Where practicable, meetings will be held in the same place and on the same date (but not at the same time) as meetings of the Board.
20. Any member of the Council may validly participate in a meeting of the Council through telephone conference or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. All business transacted in such manner by the Council shall for the purpose of these Council Regulations be deemed to be validly and effectively transacted at a meeting of Council notwithstanding that a quorum of members of Council is not physically present in the same place. If the members of Council cannot or do not decide upon where such a meeting shall be deemed to take place, then it shall be where the chair of the meeting then is located.
21. The Agenda for Council meetings will be set by the Council Agenda Team (CAT) consisting of the Chair, the Deputy Chair and two members of Council selected by Council for this purpose to reflect the wishes of Council.

Quorum

22. The quorum is more than half the Council membership.

Main Boards

23. The Ordinary Members of Council will comprise the Ordinary Members of the Main Boards, divided equally (to the extent reasonably possible) between each of the Main Boards. Each Ordinary Member of Council will serve a three-year term as an Ordinary Member of one of the Main Boards.
24. The Ordinary Members of Council are the Ordinary Members of the three Main Boards, being (as at the date of approval of these Council Regulations) the Knowledge Services and Solutions Board, the Membership and Professional Development Board and the Volunteer Engagement Board. The Board may delegate powers to a Main Board individually in accordance with Bye-law 79 and those powers rest with the relevant Main Board and not Council as a whole. In the event that the

number of Main Boards changes after the date of approval of these Council Regulations, the Board shall make such amendments to the number of Ordinary Members of Council who sit on each Main Board as are reasonable to reflect the number of Main Boards then in existence, but always reflecting the principle that that the members of Council shall be split equally between the Main Boards.

25. If a member of Council resigns or is deemed to have resigned from a Main Board under the terms of reference of such Main Board, such member of Council shall also be deemed to have resigned from Council at the same time.

Meeting Attendance

26. To maximise familiarity with and contribution to Council business it is expected that members will regularly attend Council meetings and also contribute to debate between meetings. Any member who has not attended three consecutive meetings without cause (as determined by Council (acting reasonably)) will be deemed to have resigned from Council.

Voting at Council Meetings

27. Decisions of Council shall be made by simple majority vote of those present at the relevant meeting and entitled to vote. For the avoidance of doubt, if a simple majority is not achieved, then the relevant motion shall not have been passed.

Output from Council Meetings

28. Council will report to the Board. Minutes will be placed on the TES website and be accessible in the TES Library.

Committees of Council

29. Council may delegate any of their powers to any committee consisting of one or more members of Council. Any such delegation may be made subject to any conditions Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Council Regulations regulating the proceedings of Council so far as they are capable of applying.
30. Until the Effective Date, the provisions of the Council Regulations of the Society in force immediately prior to the coming into force of these Council Regulations (the "Old Regulations") shall be deemed to form part of these Council Regulations save that, in the case of any inconsistency between the Old Regulations and these Council Regulations, the Old Regulations shall prevail, except for any provisions governing elections for or appointments to positions on Council commencing on or after the Effective Date, in which case the provisions of these Council Regulations shall prevail. In the case of any ambiguity in the interpretation of this Council Regulation, the Council shall make the final determination.

KNOWLEDGE SERVICES AND SOLUTIONS BOARD

Terms of Reference

1. Purpose

The purpose of the Knowledge Services and Solutions Board is:

1. (a) to be responsible to the Board of Trustees for the planning and implementation of the TES's Knowledge Services and Solutions strategy;
2. (b) to provide assurance to the Board of Trustees concerning the effective delivery of strategic programmes as delegated by the Board of Trustees; and
3. (c) to monitor performance of strategic programmes as delegated by the Board of Trustees.

2. Terms of Reference

The Board shall:

Strategic Advice and Support

1. (a) oversee the creation of capability to deliver the Knowledge Services and Solutions strategy.
2. (b) recommend changes to the TES's Knowledge Services and Solutions strategic direction.
3. (c) support the development and enhancement of the Knowledge Services and Solutions strategy.
4. (d) look beyond the period of the TES Plan, and provide advice that will enable the TES to maintain its position as a world class provider of knowledge products, solutions and services.
5. (e) ensure the work of the Knowledge Services and Solutions Directorate is aligned and working collaboratively with other areas of the TES.

Supporting the Effective and Efficient Delivery of the TES Plan

6. (f) provide input during the creation of the TES Plan, identifying requirements for new initiatives, and the adjustment or cessation of activities.
7. (g) provide assurance to the Board of Trustees that the final draft TES Plan is aligned to its longer range strategic objectives and that it has had the appropriate opportunity to input to the planning process.
8. (h) keep under review the portfolio of Knowledge Services and Solutions products and services to ensure that they are continuing to meet user needs.

Stewardship, Assurance and Risk Management

9. (i) ensure that supporting governance and other groups are co-ordinated, guided, monitored and well-motivated to deliver the TES Plan.
10. (j) monitor performance against the TES Plan using KPIs, as defined in the balanced scorecard, and ensure that progress is being made.
11. (k) provide advice on longer range issues that might impact the effective and efficient delivery of the TES Plan and identify mitigations.
12. (l) in respect of those risks, the management of which has been delegated to the Board, operate a risk management process and, in respect of the TES's Knowledge Services and Solutions activities, identify and respond to other significant and material risks to the TES's 'licence to operate' and its capability to deliver its long-term objectives.
13. (m) provide a process to ensure that Knowledge Services and Solutions activity, irrespective of where it is delivered, complies with the strategy and TES Plan.

Stakeholder Management

14. (n) operate a process to identify and manage all key stakeholders.
15. (o) identify key issues and create an action plan to engage members and other stakeholders

both pro-actively and in response to their needs and expectations.

16. (p) ensure that the portfolio of Knowledge Services and Solutions products and services takes

full account of the needs of Young Professionals.

17. (q) liaise with other Main Boards.

Reporting

18. (r) provide written and/or oral progress reports and assurances to the Board of Trustees at least quarterly;
19. (s) notify the Board of Trustees immediately of emerging risks or issues that might adversely impact on the delivery of the strategy or TES Plan are identified.

3. Constitution

Subject to the remainder of this paragraph 3, the Knowledge Services and Solutions Board shall be made up as follows:

Chair – appointed by the Board of Trustees from the elected Trustees

Senior staff member – Director of Knowledge

Chairs of Committees reporting to the Board

Nine Ordinary Members, who are Ordinary Members of Council, appointed to the Main Board by the Board of Trustees, on the recommendation of the Nominations and Succession Committee A Deputy President

The Honorary Treasurer

Up to three independent specialist advisors (non-voting, non-member, remunerated)

The Board may request the Board of Trustees to appoint additional members to ensure the Board has the right balance of skills and knowledge to achieve its task.

Casual vacancies will be filled in accordance with clause 17 of the Council Regulations.

4. Quorum

The quorum necessary for the transaction of business by the Knowledge Services and Solutions Board shall be eight.

5. Meetings

1. (a) The Knowledge Services and Solutions Board shall meet at least twice per year and otherwise as required.
2. (b) Members of the Knowledge Services and Solutions Board participate in a meeting of the Knowledge Services and Solutions Board when:
 - (i) the meeting has been called in accordance with paragraph (c) below; and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
3. (c) In determining whether members of the Knowledge Services and Solutions Board are participating in a meeting of the Knowledge Services and Solutions Board, it is irrelevant where any such member is or how they communicate with each other. If all the members of the Knowledge Services and Solutions Board participating in a meeting of the Knowledge Services and Solutions Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
4. (d) Meetings of the Knowledge Services and Solutions Board shall be called by the Chair. 30
5. (e) Unless otherwise agreed, notice of each meeting of the Knowledge Services and Solutions Board confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Knowledge Services and Solutions Board and any other person required to attend, no later than 5 working days before the date of the meeting. Where available, supporting papers shall be sent to Knowledge Services and Solutions Board members and to other attendees as appropriate, at the same time.
6. (f) The Knowledge Services and Solutions Board shall keep minutes of the proceedings and resolutions of all Knowledge Services and Solutions Board meetings, including the names of those present and in attendance.
7. (g) Draft minutes of Knowledge Services and Solutions Board meetings shall be circulated promptly to all members of the Knowledge Services and Solutions Board. Once approved, minutes should be circulated to all members of the Board of Trustees unless in the opinion of the Chair (acting reasonably) it would be inappropriate to do so.

6. Other Matters

The Knowledge Services and Solutions Board shall:

1. (a) have access to sufficient resources to carry out its duties, including the access to the Governance Team for assistance as required;
2. (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
3. (c) give due consideration to laws and regulations and any applicable rules as appropriate; and
4. (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

MEMBERSHIP AND PROFESSIONAL DEVELOPMENT BOARD Terms of Reference

1. Purpose

The purpose of the Membership and Professional Development Board is:

1. (a) to be responsible to the Board of Trustees for oversight of the TES's portfolio of membership and professional development products and services, and for its charitable activities in education;
2. (b) to provide assurance to the Board of Trustees concerning the effective delivery of strategic programmes as delegated by the Board of Trustees; and
3. (c) to monitor performance of strategic programmes as delegated by the Board of Trustees.

2. Terms of Reference

The Board shall:

Strategic Advice and Support

1. (a) oversee the execution of the TES Strategy in respect of membership and professional development products, and in the education of 5-19 year olds.
2. (b) recommend changes to the TES's membership and professional development products portfolio strategic direction, including advising the Board of Trustees regarding the setting of subscription fees and on membership policy.
3. (c) support the development and enhancement of the membership and professional development strategy.
4. (d) look beyond the period of the TES Plan, and provide advice that will enable the TES to maintain its position as a world class provider of membership and professional development products and services.

Supporting the Effective and Efficient Delivery of the Corporate Plan

5. (e) provide input during the creation of the TES Plan, identifying requirements for new initiatives, and the adjustment or cessation of activities relevant to membership of the TES and the professional development of its members.
6. (f) provide assurance to the Board of Trustees that the final draft of the TES Plan is aligned to its longer range strategic objectives and that the Membership and Professional Development Board has had the appropriate opportunity to input to the planning process.
7. (g) keep under review the portfolio of membership and professional development products and services to ensure that they are continuing to meet user needs.
8. (h) develop strategies for recruitment and retention of members, and ensuring efficient and effective implementation.

9. (i) ensure that the TES meets any regulatory requirements for the award of professional registration qualifications or assurance programmes.
10. (j) note the recipients of the TES's Awards, Scholarships and Prizes.
11. (k) provide direction and oversight of the TES's Education 5-19 activities and policy work and

receive an annual report on safeguarding.

12. (l) provide assurance to the Board of Trustees concerning the effective delivery of strategic

programmes as delegated by the Board of Trustees.

Stewardship, Assurance and Risk Management

13. (m) recommend to the Board of Trustees the creation and dissolution of governance, and other groups which report through the Membership and Professional Development Board.
14. (n) monitor performance using KPIs, as defined in the TES Plan, and ensure that progress is being made.
15. (o) provide advice on longer range issues that might impact the effective and efficient delivery of the TES Plan and identify mitigations.
16. (p) ensure that effective risk management plans are in place for those risks the management of which has been delegated to the Membership and Professional Development Board, in accordance with the TES's risk management process and, in respect of the TES's membership and professional development activities, identify and respond to other significant and material risks to the TES's 'licence to operate' and its capability to deliver its long term objectives.
18. (r) monitor performance of strategic programmes as delegated by the Board of Trustees.
19. (s) provide a process to ensure that membership and professional development activity, irrespective of where it is delivered, complies with the strategy and TES Plan.

Stakeholder Management

20. (t) operate a process to identify and manage all key membership and professional development stakeholders.
21. (u) identify key issues and create an action plan to engage members and other stakeholders both pro-actively and in response to their needs and expectations.
22. (v) ensure that the portfolio of membership and professional development products and services takes full account of the needs of Young Professionals.
23. (w) liaise with other Main Boards.

Reporting

24. (x) provide written and/or oral progress reports and assurances to the Board of Trustees at least quarterly;
25. (y) notify the Board of Trustees immediately of emerging risks or issues that might adversely impact on the delivery of the strategy or TES Plan are identified.

3. Constitution

Subject to the remainder of this paragraph 3, the Membership and Professional Development Board shall be made up as follows:

Chair – appointed by the Board of Trustees from the elected Trustees
Senior staff member – Director Membership and Professional Development
Chairs of Committees reporting to the Board
Nine Ordinary Members, who are Ordinary Members of Council, appointed to the Main Board by the Board of Trustees, on the recommendation of the Nominations and Succession Committee
One registered member from each level of the Engineering Council register, appointed by the Board of Trustees.
One of the TES's two representatives on the Engineering Council Board of Trustees.
A Deputy President
The Honorary Treasurer

The Board may request the Board of Trustees to appoint additional members to ensure the Board has the right balance of skills and knowledge to achieve its task.

Casual vacancies will be filled in accordance with clause 17 of the Council Regulations. 35

4. Quorum

The quorum necessary for the transaction of business by the Membership and Professional Development Board shall be eight.

5. Meetings

1. (a) The Membership and Professional Development Board shall meet at least twice per year and otherwise as required.
2. (b) Members of the Membership and Professional Development Board participate in a meeting of the Membership and Professional Development Board when:
 1. (i) the meeting has been called in accordance with paragraph (c) below; and
 2. (ii) they can each communicate to the others any information or opinions they have

on any particular item of the business of the meeting.

3. (c) In determining whether members of the Membership and Professional Development Board are participating in a meeting of the Membership and Professional Development Board, it is irrelevant where any such member is or how they communicate with each other. If all the members of the Membership and Professional Development Board participating in a meeting of the Membership and Professional Development Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
4. (d) Meetings of the Membership and Professional Development Board shall be called by the Chair.
5. (e) Unless otherwise agreed, notice of each meeting of the Membership and Professional Development Board confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Membership and Professional Development Board and any other person required to attend, no later than 5 working days before the date of the meeting. Where available,

supporting papers shall be sent to Membership and Professional Development Board members and to other attendees as appropriate, at the same time.

6. (f) The Membership and Professional Development Board shall keep minutes of the proceedings and resolutions of all Membership and Professional Development Board meetings, including the names of those present and in attendance.
7. (g) Draft minutes of Membership and Professional Development Board meetings shall be circulated promptly to all members of the Membership and Professional Development Board. Once approved, minutes should be circulated to all members of the Board of Trustees unless in the opinion of the Chair (acting reasonably) it would be inappropriate to do so.

6. Other Matters

The Membership and Professional Development Board shall:

1. (a) have access to sufficient resources to carry out its duties, including the access to the Governance Team for assistance as required;
 2. (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) give due consideration to laws and regulations and any applicable rules as appropriate; and
- (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

QUALITY ASSURANCE COMMITTEE

Terms of Reference

Purpose

Responsible for the oversight of the Engineering Council licensed activity set by auditing, monitoring and providing advice to the Membership and Professional Development (MPD) Board on the quality assurance of the processes.

Scope

This body (the QAC) is given responsibility by the MPD Board for independently, effectively and demonstrably, auditing and reviewing the management system that is put in place by the MPD Board to demonstrate and maintain compliance with the Engineering Council requirements¹. Thus QAC's audit and review function forms part of the required self-assessment process.

The overall aim of the Engineering Council Licencing Manual is Continuous Performance Improvement (CPI) in order to improve efficiency and effectiveness of the processes and, in doing so, contribute to increased registration. The QAC is given responsibility by the MPD Board to ensure CPI is realised in practice.

The QAC shall comply with the MPD Board Quality Assurance Policy, and in doing so adopt and promote a risk-based approach to Quality Assurance.

The QAC is given responsibility by the MPD Board to ensure the fairness, timeliness and consistency of assessments made in respect of individual registrants and organisations offering TES accredited education or programmes, in order to protect the reputation and standing of the TES.

Responsibilities

The QAC's remit (drawn from the Engineering Council Bye-laws¹) may be summarised as to exercise the above responsibilities in respect of the procedures and resources (humans and systems) deployed by the TES to:

1. (a) monitor the continuing professional development of Registrants;
2. (b) assess the competence and commitment of candidates for registration;
3. (c) assess the academic standards of candidates for registration who have not followed an accredited course;
4. (d) accredit programmes which meet the academic standards for registration; and
5. (e) accredit initial and professional development programmes leading to competence in the

workplace.

The QAC shall fulfil the following duties:

1. (a) Conduct an annual audit of the procedures and resources defined by the committee's scope.
2. (b) Prepare and submit an annual report to the MPD Board.
3. (c) Review and advise the MPD Board on future Quality Assurance needs.
4. (d) Meet in person or virtually at least every 4 months to:
 1. Review the progress of audit actions.
 2. Assess the ongoing health of the management system put in place by the MPD Board to demonstrate and maintain compliance with the Engineering Council requirements and identify risks by reviewing metrics and performance indicators.
 3. Take appropriate action and report this to MPD Board.

Staff resource is allocated to support the annual audit and periodic progress review meetings.

Constitution

1. (a) Chair appointed by MPD Board who is or will become a member of MPD Board (endorsed by the Nominations and Succession Committee). Chair may delegate responsibility to a member of the committee in the event that he/she is unable to attend a QAC meeting/audit at short notice.
2. (b) Six other TES professionally registered members with collective experience in all of the relevant volunteer roles (appointments endorsed by MPD Board).

¹ i Note that the Engineering Council's Bye-laws require that the procedures and resources for monitoring of the conduct of Registrants be also subject to audit and review. However, the activity governing the Conduct of Registrants is managed by the Department of Governance and External Engagement and reported to the Engineering Council by Membership and Professional Development staff as part of the TES's Annual Self-Assessment Report. As such, this activity is outside the scope of the Quality Assurance Committee.

3. (c) Members cannot be members of Registration & Standards Committee (R&SC), although they can be active in accreditation, registration and monitoring of the Continuing Professional Development (CPD) for registrants activities.

Quorum

The committee quorum is four (4) of the seven (7) members.

Note

The normal period of service for an appointed member of any board or committee is three years. For appointed members, the period of service on a board or committee cannot be extended beyond a maximum of six years. It is customary for one third of the members of a board or committee to retire each year, to ensure a regular turnover. The President is ex officio a member of all boards and committees.

REGISTRATION AND STANDARDS COMMITTEE

Terms of Reference

Purpose

The supervision of the assessment of applications for Fellowship, registration, accreditation and approvals on behalf of the Membership and Professional Development Board, and the development and maintenance of the benchmark standards against which individuals and schemes are assessed.

Scope

1. (a) Award of CEng, IEng, EngTech and ICTTech registration under licence of the Engineering Council.
2. (b) Award of FTES.
3. (c) Award of CITP registration under licence of the British Computer Society.
4. (d) Accreditation of Higher Education Programmes.
5. (e) Accreditation of Employer Professional Development schemes.
6. (f) Approval of programmes of further learning or training for registration.
7. (g) Approval of applicants in the category of specialist security advisor to the Register of

Security Engineers and Specialists for existing CEng and IEng registrants.

8. (h) Approval of apprenticeship schemes and qualifications.

Responsibilities

The Registration and Standards Committee is responsible for:

1. (a) recommending to the Engineering Council successful applications for professional registration;
2. (b) defining and upholding the standards of qualifications awarded by the TES;
3. (c) developing case law and setting precedents to assist the assessment process;

4. (d) monitoring and advising on all accreditation and approval activities related to registration;
5. (e) integrating the volunteer activities contributing to registration;
6. (f) approving guidelines used in assessing the competence of applicants for professional

registration and other qualifications;

7. (g) advising on guidance for applicants;
8. (h) advising on the development and use of tools and methods to improve the registration

experience for applicants;

9. (i) defining and implementing the appeals procedure;
10. (j) implementing the TES's equality and diversity policy in respect to registration;
11. (k) monitor, document and manage strategic and operational risk pertinent to its operation;
12. (l) reporting to the British Computer Society in respect of CITP Appeals;
13. (m) reporting to the Register for Security Engineers and Specialists (RSES) and the Institution of Civil Engineers (ICE) in respect of the new category of specialist security adviser;
14. (n) reporting to the Membership and Professional Development Board.

The Committee will deliver its responsibilities through the work of the Registration Group, the Fellowship Policy Committee, the Academic Accreditation and Professional Development Operations Committees and the Assessment and Advisory Activities.

Constitution

1. (a) Chair appointed by Membership and Professional Development Board;
2. (b) Vice Chair nominated by the Registration and Standards Committee Informal Nominations

Panel.

3. (c) Registration Group, Academic Accreditation and Professional Development Operations

Committee and Fellowship Chairs or their Vice Chairs.

4. (d) Three lay members appointed by the Membership and Professional Development Board.

Observers and Co-opted Members

1. (a) Observers as required by the Engineering Council.
2. (b) Further members may be co-opted as necessary.

Quorum

A quorum comprised of a minimum number of five Registration and Standards Committee Members, to include the Chair or Vice Chair, shall be present at each meeting to conduct the business of that group.

Notes

Registrants from at least two sections of the Engineering Council Register should be represented on the Registration and Standards Committee.

Lay members need not be registrants.

Decisions relating to individual assessment of candidates for registration will be made only by persons who are themselves registrants.

The normal period of service for an elected or appointed member of any board or committee is three years. For appointed members, the period of service on a board or committee cannot be extended beyond a maximum of six years. It is customary for one third of the members of a board or committee to retire each year, to ensure a regular turnover. The President is ex officio a member of all boards and committees.

ACADEMIC ACCREDITATION COMMITTEE

Terms of Reference Purpose

To develop, maintain and implement policies and procedures for academic accreditation under delegated authority from Membership and Professional Development Board and Registration and Standards Committee.

Scope

This body has been delegated by Membership and Professional Development Board and Registration and Standards Committee, to develop, maintain and implement policies and procedures for the accreditation of academic programmes that either contribute to, or satisfy, the current and future educational requirements for Chartered and Incorporated Engineers taking into account the current and future needs of industry.

Responsibilities

1. (a) To develop detailed criteria for the accreditation of degree programmes that fall within the scope of the TES based on the policy of the Engineering Council.
2. (b) To approve reports of visits and other engagements with Higher Education Institutions to review academic programmes for accreditation and make decisions thereon with delegated authority.
3. (c) To advise TES staff on the appointment of a team of Accreditors to ensure a balance of those from industry and academia.
4. (d) Within the strategic remit of the TES, to contribute to the development of Higher Education, both nationally and internationally.
5. (e) To report to the Registration & Standards Committee.

Constitution

1. (a) Chair who shall be a registered Engineer and who should also represent the Academic Accreditation Committee on the Registration & Standards Committee.
2. (b) Not less than 15 other members, all of whom shall be Registered Engineers.
3. (c) Members of the Committee are selected to ensure a balance of experience from industry and academia.

Quorum

The Committee will meet as frequently as necessary to conduct its business and its quorum will be 1/3 of Committee members plus one.

Notes

Period of Service

In order to ensure renewal of membership while maintaining the breadth and depth of experience required by the Committee, the membership will be reviewed annually. The normal period of service for a member of Academic Accreditation Committee is three years. Members may be reappointed for a second term of three years. Normally members should not serve more than two three year terms, but where it is necessary to retain specific knowledge or experience, members may then be reappointed on an annual basis. It is customary for up to one third of the members of Academic Accreditation Committee to retire each year, to ensure a regular turnover.

The Vice Chair is elected from and by the membership of the Committee and will serve for a period of three years as Vice Chair followed by a three year appointment as Chair.

Observers

An observer will be invited to meetings from the following Institutions, if not a member in another capacity:

- BCS
- IMechE
- Engineering Council

FELLOWSHIP POLICY COMMITTEE Terms of Reference

1. Purpose

1. 1.1. To set the policy for the award of Fellow of the TES (FTES) and to oversee the operational aspects of such awards on behalf of the Registration and Standards Committee (R&SC).
2. 1.2. To set the policy for the promotion of Fellow of the TES.
3. 1.3. To set the policy for the engagement with Fellows as ambassadors and volunteers for the TES.

2. Scope

1. 2.1. Policy, strategy, operations and promotion for the award of FTES.
2. 2.2. The engagement of Fellows and potential Fellows as ambassadors and volunteers for the TES.

3. 2.3. The support of Fellows acting on behalf of the TES.

3. Responsibilities

3.1. The Fellowship Policy Committee is responsible for:

1. (a) the award of FTES;
2. (b) defining and upholding the standards for the award of FTES;
3. (c) developing case law and setting precedents to assist the assessment process;
4. (d) integrating the volunteer activities with those relating to Registration, in particular processes and training for assessors, interviewers and advisors;
5. (e) advising on guidance for applicants;
6. (f) advising on the development and use of tools and methods to improve the Fellow experience for applicants;
7. (g) implementing the TES's equality and diversity policy in respect to Fellows together with meeting any other legal requirements that may arise from time to time;
8. (h) defining and implementing the Fellows appeals process;
9. (i) advising on and implementing strategic future plans for the promotion of Fellows of the TES;
10. (j) reporting to the Registration and Standards Committee on such Policy and operational issues that arise.

4. Constitution

1. (a) A Chair and Vice Chair to be appointed in consultation with the chair of R&SC.
2. (b) Six other members who are experienced Fellow Assessors (preferably with at least two years' assessing experience at the time of appointment to the committee).
3. (c) One of the six members, as detailed above, should be a senior staff member who is also a Fellow and trained Fellow Assessor.
4. (d) A quorum will comprise either the Chair or Vice Chair plus two other members (one of whom may be the Senior Staff Member).

5. Observers and Co-opted Members

1. (a) Observers, as appropriate, for training, etc;
2. (b) Further members may be co-opted as necessary;
3. (c) Staff may be invited to observe.

Notes

Decisions relating to individual assessment of candidates for Fellowship will be made only by persons who are themselves Fellows, have completed Fellow Assessor training and maintained their competence to assess through attendance at refresher training. Committee members are to be invited annually, via open invitation from the RSSU team (Registration & Standards Support Unit) and selected by the process used by R&SC for all Registration and Fellow committee applicants, taking into account the need for a spread of sector representation.

The normal period of service for an elected member of the committee is three years. Chairs and Vice Chairs may extend to six years in total. It is the normal practice of this committee for the Vice Chair to later become Chair. For elected members, re-election is only possible after an interval of at least one year. For co-opted members, the period of service will be

determined by their reason for that service but cannot be extended beyond a maximum of three years. It is customary for one third of the members of a board or committee to retire each year, to ensure a regular turnover. It is also customary that appointees to the Committee attend as observers in the year prior to their appointment as committee members: this year is not included in the periods just outlined.

The senior staff member identified in 4(c) will remain a member of the Committee for so long as they remain a member of staff, a Fellow and have maintained their Fellow Assessment training. Note that the President is ex-officio member of all boards and committees.

PROFESSIONAL DEVELOPMENT OPERATIONS COMMITTEE Terms of Reference

Purpose

To develop, implement and review policies and procedures for the accreditation or approval of Employers' Professional Development Schemes, Apprenticeship Schemes and Technician qualifications.

Scope

On behalf of the TES, to grant accreditation or approval of Professional Development Schemes, Apprenticeship Schemes and Technician qualifications.

Responsibilities

Appoint panels from its number and from a pool of suitably trained people approved by the Committee, as required;

Delegate authority to panels to make accreditation or approval decisions;

Operate an online forum to make or ratify accreditation or approval decisions outside of Committee;

Report to the Registration and Standards Committee.

Constitution

Chair, Vice Chair and members appointed by the current Chair following consultation with the Employer Accreditation Team;

Chair will become a member of the Registration and Standards Committee (R&SC) on appointment into the role;

Chair may delegate responsibility to a member of the committee other than Vice Chair if they are unable to attend a meeting at short notice;

Not less than eight other members appointed by the Professional Development Operations Committee selected for their knowledge and experience of current best practice in Professional Development Schemes, Mentoring, Work Based Learning, Apprenticeships and Engineering / Business Management.

Quorum

The Committee will meet as frequently as necessary to conduct its business (at least once per annum) and its quorum will be 1/3 of Committee members plus one.

Notes

Period of Service

The normal period of service for an elected or appointed member of any Board or Committee is three years. For elected members, re-election is only possible after an interval of at least one year. For nominated members, the period of service on a board or committee cannot be extended beyond a maximum of six years.

It is customary for one third of the members of a board or committee to retire each year, to ensure a regular turnover.

Observers

An observer appointed by the Engineering Council, if not a member in another capacity. Observers may be appointed from other organisations to support the work of the committee.

REGISTRATION GROUP Terms of Reference Purpose

The operational responsibility for the assessment of applications for registration on behalf of the Registration and Standards Committee, which in turn holds the delegated authority from the Membership and Professional Development Board, and the maintenance of the benchmark standards against which individuals are assessed.

Scope

Award of CEng, IEng, EngTech and ICTTech registration.

Responsibilities

The Registration Group has delegated responsibility from the Registration and Standards Committee for:

1. (a) recommending of the award, under licence from the Engineering Council, successful applications for professional registration;
2. (b) contributing to defining and upholding of the standards of qualifications awarded by the TES;
3. (c) contributing to the development of case law and setting precedents to assist the assessment process;
4. (d) contributing to the development of volunteer activities associated with registration;
5. (e) approving the appointment of all volunteers associated with registration, including Registrars and Moderators;
6. (f) contributing to the development of processes and guidelines used in assessing the competence of applicants for professional registration and other qualifications;
7. (g) contributing to the development of advice and guidance for applicants;
8. (h) contributing to the development and use of processes to improve the registration experience for applicants;

9. (i) auditing a sample of registration applications to monitor process compliance and consistency between panels;
10. (j) implementing the TES's equality and diversity policy within the scope of the registration process;
11. (k) reporting to Registration and Standards Committee;

Constitution

Chair

Vice Chair

A minimum of three additional registered members, Observers as required by the Engineering Council

1. (a) The Chair and the members of the Group shall be appointed by the Nominations Panel of the Registration and Standards Committee.
2. (b) The Group may request the Registration and Standards Committee to appoint additional members to ensure the Group has the right balance of skills and knowledge to achieve its task.
3. (c) Registrants from at least two sections of the Engineering Council register should be represented on the Group
4. (d) Group decisions can be made by the Group but decisions relating to individual assessment of candidates for registration will be made only by registered members who are Registrars.

Quorum

1. (a) One more than half of the voting members of the group to include the Chair or their Vice Chair shall be present at each meeting to conduct the business of the Group.
2. (b) For decisions on registration, the Chair or the Vice Chair and at least two other registered voting members must be present.

Note

The normal period of service for appointed members of the Group is three years.

VOLUNTEER ENGAGEMENT BOARD

Terms of Reference

1. Purpose

The purpose of the Volunteer Engagement Board is:

1. (a) to be responsible to the Board of Trustees for the planning and implementation of the TES's volunteering vision;
2. (b) to ensure there are sufficient volunteers, with appropriate skills and experience, empowered and supported to meet the TES's needs in fulfilling its objects;
3. (c) to provide assurance to the Board of Trustees concerning the effective delivery of strategic programmes as delegated by the Board of Trustees; and
4. (d) to monitor performance of strategic programmes as delegated by the Board of Trustees.

2. Terms of Reference

The Board shall:

Strategic Advice and Support

1. (a) oversee the creation of capability to deliver the volunteering vision;
2. (b) recommend changes to the TES's volunteer engagement strategic direction;
3. (c) support the development and enhancement of the volunteering vision.

Supporting the Effective and Efficient Delivery of the TES Plan

4. (d) provide input during the creation of the TES Plan, identifying requirements for new initiatives, and the adjustment or cessation of activities;
5. (e) provide assurance to the Board of Trustees that the final draft TES Plan is aligned to their longer range strategic objectives and that they have had the appropriate opportunity to input to the planning process;
6. (f) keep under review the portfolio of volunteer engagement products and services to ensure that they are continuing to meet user needs;
7. (g) ensure volunteers are placed at the heart of the TES, recognising their importance and ambassadorial role in realising TES strategy;
8. (h) engage with networks and communities of volunteers to keep well informed on the overall volunteering experience and approve proposals for the establishment of communities and networks, monitoring their performance, and, when appropriate, closing them down.
9. (i) provide direction to the EngTalk public engagement talks programme.
10. (j) encourage innovation in ways for members to become engaged in volunteering;
11. (k) co-ordinate cross-organisational initiatives supporting volunteers embedded in operational teams, to deliver a consistent volunteering experience;
12. (l) promote the advancement of TES one-team working culture, values, behaviours and standards for volunteers;
13. (m) ensure policies are in place for the safety and compliance of teams delivering TES activities;
14. (n) benchmark engagement with Professional Engineering Institutions and relevant organisations to monitor good practice.

Stewardship, Assurance and Risk Management

15. (o) recommend to the Board of Trustees the creation and dissolution of governance, community, member and volunteer groups which report through the Board;
16. (p) monitor performance using KPIs, as defined in the TES Plan, and ensure that progress is being made;
17. (q) provide advice to the Board of Trustees and the staff on longer range issues that might impact the effective and efficient delivery of the TES Plan, identifying suggestions for mitigating action;
18. (r) ensure that effective risk management plans are in place for those risks delegated to the Board, in accordance with the TES's risk management process;
19. (s) monitor performance of strategic programmes as delegated by the Board of Trustees.

Stakeholder Management

20. (t) operate a process to identify and manage all key stakeholders;
21. (u) identify key issues and create an action plan to engage members and other stakeholders both pro-actively and in response to their needs and expectations;
22. (v) ensure that the portfolio of volunteer engagement products and services takes full account of the needs of Young Professionals (TES members under the age of 30);
23. (w) liaise with other Main Boards.

Reporting

24. (x) provide written and/or oral progress reports and assurances to the Board of Trustees at least quarterly;
25. (y) notify the Board of Trustees immediately of emerging risks or issues that might adversely impact on the delivery of the strategy or TES Plan are identified.

3. Constitution

Subject to the remainder of this paragraph 3, the Volunteer Engagement Board shall be made up as follows:

Chair – appointed by the Board of Trustees from the elected Trustees
Senior staff member – Director of Governance and External Engagement
Chairs of Committees reporting to the Board
Nine Ordinary Members, who are Ordinary Members of Council, appointed to the Volunteer Engagement Board by the Board of Trustees on the recommendation of the Nominations and Succession Committee.

Representatives of the Registration and Standards Committee and one of the Professional Development Committees.

A Deputy President

The Honorary Treasurer

The Board may request the Board of Trustees to appoint additional members to ensure the Board has the right balance of skills and knowledge to achieve its task.

Casual vacancies will be filled in accordance with clause 17 of the Council Regulations.

4. Quorum

Eight

5. Meetings

1. (a) The Volunteer Engagement Board shall meet at least twice per year and otherwise as required.
2. (b) Members of the Volunteer Engagement Board participate in a meeting of the Volunteer Engagement Board when:
 1. (i) the meeting has been called in accordance with paragraph (c) below; and
 2. (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

3. (c) In determining whether members of the Volunteer Engagement Board are participating in a meeting of the Volunteer Engagement Board, it is irrelevant where any such member is or how they communicate with each other. If all the members of the Volunteer Engagement Board participating in a meeting of the Volunteer Engagement Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
4. (d) Meetings of the Volunteer Engagement Board shall be called by the Chair.
5. (e) Unless otherwise agreed, notice of each meeting of the Volunteer Engagement Board confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Volunteer Engagement Board and any other person required to attend, no later than 5 working days before the date of the meeting. Where available, supporting papers shall be sent to Volunteer Engagement Board members and to other attendees as appropriate, at the same time.
6. (f) The Volunteer Engagement Board shall keep minutes of the proceedings and resolutions of all Volunteer Engagement Board meetings, including the names of those present and in attendance.
7. (g) Draft minutes of Volunteer Engagement Board meetings shall be circulated promptly to all members of the Volunteer Engagement Board. Once approved, minutes should be circulated to all members of the Board of Trustees unless in the opinion of the Chair (acting reasonably) it would be inappropriate to do so.

6. Other Matters

The Volunteer Engagement Board shall:

1. (a) have access to sufficient resources to carry out its duties, including the access to the Governance Team for assistance as required;
2. (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
3. (c) give due consideration to laws and regulations and any applicable rules as appropriate; and
4. (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

COMMUNITIES RESOURCING COMMITTEE Terms of Reference Purpose

1. The Communities Resourcing Committee is the overarching group responsible for leading the work of the TES's volunteer communities around the world, including its Local and Technical Networks. The Communities Resourcing Committee:

1. (a) facilitates communications between all communities;
2. (b) ensures that the work the communities do is aligned to the TES's strategy;
3. (c) allocates resources to the communities;
4. (d) monitors the communities' performance.

2. It does this with support from a number of governance teams, as follows:

1. (a) Communities Committees – five geographic governance teams that cover the world, each responsible for community activity in their region;

2. (b) Technical Networks Communities Committee – the governance team that leads and represents the interests of the technical networks.
3. The five regional Communities Committees represent the TES world regions: (1) Americas, (2) Asia Pacific, (3) Europe, Middle East, and Africa, (4) South Asia, (5) United Kingdom.
4. The Communities Resourcing Committee supports all TES communities, whether geographical, technical, demographic (eg age related) or otherwise.

Planning and Resourcing

1. (a) Co-ordinate the planning and resourcing of community activities around the world;
2. (b) Agree priorities for communities activities with the Volunteer Engagement Board to be communicated to the Communities Committees as the basis for planning;
3. (c) Secure overall funding and other resources for TES communities around the world, including development funds that can be allocated to opportunities and initiatives arising in-year;
4. (d) Agree and monitor community KPIs with Communities Committees and promote remedial action where required;
5. (e) Allocate funding and other resources to the five Communities Committees for distribution by them to the Local Networks in their region; allocate funding and resources to the Technical Networks Communities Committee to distribute to the Technical Networks;
6. (f) Evaluate initiatives and opportunities generated by inter-regional communities in-year and allocate development funding as appropriate;

Communications

7. (g) Develop, maintain and promulgate guidelines and best practice guidelines to help support and ensure consistency between communities;
8. (h) Receive input and advice on community issues from the five Communities Committees and provide input and advice to the Volunteer Engagement Board as appropriate;

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9. (i) Propose changes to TES products and services to the Knowledge Services and Solutions Board, the Membership and Professional Development Board and the Volunteer Engagement Board as applicable;
10. (j) Report to the Volunteer Engagement Board;

Supporting Communities Activities

(k) The Communities Resourcing Committee will co-ordinate, guide and support the governance teams to:

1. (i) Proactively review the programme of communities activities to highlight gaps in coverage to the communities;
2. (ii) Enable a more integrated approach between communities around the world (eg between Local Networks and Technical Networks);
3. (iii) Identify required community tools and facilities;

4. (iv) Make decisions regarding the creation, closure, merger or re-focus of Local Networks, Technical Networks and other formal communities to the Volunteer Engagement Board as deemed necessary, taking into account any recommendations received from the Communities Committees and other communities;
5. (v) Resolve difficult communities issues, as required.

Constitution

5. The Communities Resourcing Committee should be constituted of fifteen members, including a Chair, appointed by the Volunteer Engagement Board and a Senior Staff Member.
6. The fifteen include Chairs from each of the five geographic Communities Committees, and the Chair of the Technical Networks Communities Committee.
7. The fifteen include three members, who must be actively involved in one or more TES communities, elected from and by the membership. At least one of these three members should be under the age of 30 at the time of their election.
8. The fifteen include three members, who must be actively involved in one or more TES communities, appointed by the Volunteer Engagement Board. At least one of these three members should be under the age of 30 at the time of their appointment.
9. The Vice Chair of the YPC will be an ex officio member of the Committee to represent the global Young Professional audience.
10. The Communities Resourcing Committee will meet virtually as required for short meetings and will require up to three physical meetings per year.
11. The quorum is one half of the Communities Resourcing Committee membership (excluding vacancies), plus one.

Expectation of Attendance and Contribution of Members

12. Any member who has not attended three or more consecutive Committee meetings (physical or virtual) spanning a period of more than six months, and has not contributed to the work of the Committee outside meetings during the same period, may be considered as being eligible for removal from the Committee. The decision to start the removal notification process from the Committee shall be agreed by the Committee by majority vote at the next Committee meeting. In the event that the Committee agrees that the member should be removed from the Committee, the following process shall apply:
13. A senior staff member from another Committee should be asked to try to contact the member via each form of communication once more. Then, if no reply is received, a formal letter (signed by the Head of Governance) should be sent from the TES to the member's last known registered address, by recorded delivery, saying: "The TES has been unable to make contact with you over the past 6 months to discuss your membership of the xxxx Committee. In view of this, unless we hear otherwise from you, we shall assume that you no longer wish to continue to be a member of the Committee."

14. After twenty-one days, in the event of no satisfactory reply, the member shall be removed from the Committee and a suitable replacement sought.

COMMUNITIES COMMITTEE

Terms of Reference

Purpose

1. To support communities activities in the region; to facilitate effective communication between communities in the region and the sharing of best practice on community matters.

2. The Communities Committee supports all TES communities in the region, whether geographical, technical, demographic (eg age related) or otherwise.

Planning and Resourcing

1. (a) Co-ordinate the planning of community activities in the region and advise the Communities Resourcing Committee on allocation of resourcing to the region.
2. (b) Agree and monitor community KPIs with the Communities Resourcing Committee and promote remedial action where required.
3. (c) Allocate funding and other resources to communities in region (total regional fund allocated to the region by the Communities Resourcing Committee).

Supporting Communities Activities

4. (d) Build and maintain excellent relationships with all communities in the region (local, technical and otherwise).
5. (e) Proactively review the programme of communities activities to highlight gaps in coverage to the communities.
6. (f) Enable a highly integrated approach between communities in region (eg between Local Networks and Technical Networks).
7. (g) Identify required community tools and facilities.
8. (h) Reinvigorate existing communities activities in the region where required.
9. (i) Make recommendations to the Communities Resourcing Committee regarding the creation, closure, merger or re-focus of Local Networks, Technical Networks and other formal communities.
10. (j) Ensure that the needs of Young Professionals in region are reflected in the portfolio of communities activities in the region.
11. (k) Increase member participation in other 'non-community' TES activities (eg submissions to TES journals, school fairs, candidates for prizes).
12. (l) Increase membership and registration in region.
13. (m) Identify high profile and influential individuals in the region to act as thought leaders and ambassadors for the TES.
14. (n) Encourage more members to volunteer.

16. (o) Recommend nominees for TES Boards and Committees.
17. (p) Ensure that volunteers are well motivated and equipped to deliver the TES Plan.
18. (q) Resolve difficult community issues.
19. (r) Collaborate with local professional bodies and other relevant organisations on communities activities as appropriate.

20. (s) Ensure that all activities are appropriate, in accordance with the Royal Charter and Bye-laws and the Regulations of the TES, and uphold the highest standards of ethical and professional behaviour.

Communications

20. (t) Share best practice between communities (both within country and between countries in the region).
21. (u) Ensure that the TES keeps abreast of cultural issues in region to avoid acts that might prejudice the interests of the TES.
22. (v) Provide input and advice on communities issues from members in the region to the Communities Resourcing Committee.
23. (w) Communicate effectively with members in the region, including those not catered for by a Local Network, around the TES Strategy and Plan, as well as other items as appropriate.
24. (x) Raise awareness of the TES in the region with a view to growing the membership base.
25. (y) Propose changes to TES products and services to the Communities Resourcing Committee for communication to the Knowledge Services and Solutions Board, the Membership and Professional Development Board and the Volunteer Engagement Board as applicable.
26. (z) Report to the Communities Resourcing Committee.

Constitution

3. The Committee should be constituted of at least eight members.
 1. (a) Chair appointed by the Communities Resourcing Committee.
 2. (b) Senior Staff Member.
 3. (c) Six Ordinary Members resident in the region, of whom at least two must be aged less than 30 years at the commencement of their period of office, should be appointed by the Communities Resourcing Committee based on proposals from the Committee.
 4. (d) The Chairs of any Sub-Committees that report to the Committee, ex officio.
4. To ensure the interests of all types of communities (technical, geographical, demographic etc) within the region are represented, the Committee will appoint members to complement the competences and interests of the members of the Sub-Committee.
5. The Chair of the Committee will be an ex-officio member of the Communities Resourcing Committee.
6. The number of meetings required by each Committee will vary, but all Committees should make effective use of technology to conduct as much business as possible virtually. In addition it is expected that Committees will wish to meet physically, up to a maximum of three times per year.

Expectation of Attendance and Contribution of Members

7. Any member who has not attended three or more consecutive Committee meetings (physical or virtual) spanning a period of more than six months, and has not contributed to the work of the Committee outside meetings during the same period, may be considered as being eligible for removal from the Committee. The decision to start the removal notification

process from the Committee shall be agreed by the Committee by majority vote at the next Committee meeting. In the event that the Committee agrees that the member should be removed from the Committee, the following process shall apply:

8. A senior staff member from another Committee should be asked to try to contact the member via each form of communication once more. Then, if no reply is received, a formal letter (signed by the Head of Governance) should be sent from the TES to the member's last known registered address, by recorded delivery, saying: "The TES has been unable to make contact with you over the past 6 months to discuss your membership of the xxxx Committee. In view of this, unless we hear otherwise from you, we shall assume that you no longer wish to continue to be a member of the Committee."

9. After twenty-one days, in the event of no satisfactory reply, the member shall be removed from the Committee and a suitable replacement sought.

TECHNICAL NETWORKS COMMUNITIES COMMITTEE

Terms of Reference

Purpose

1. To support communities activities; to facilitate effective communication between communities and the sharing of best practice on community matters.
2. The Technical Networks Communities Committee supports all TES technical communities.

Planning and Resourcing

1. (a) Co-ordinate the planning of community activities and advise the Communities Resourcing Committee on allocation of resourcing.
2. (b) Agree and monitor community KPIs with the Communities Resourcing Committee and promote remedial action where required.
3. (c) Allocate funding and other resources to communities (total budget for technical communities allocated to the Communities Committee by the Communities Resourcing Committee).

Supporting Communities Activities

4. (d) Build and maintain excellent relationships with all technical communities.
5. (e) Proactively review the programme of communities activities to highlight gaps in coverage to the communities.
6. (f) Enable a highly integrated approach between communities (eg between Technical Networks, and between Local and Technical).
7. (g) Identify required community tools and facilities.
8. (h) Reinvigorate existing communities activities where required.
9. (i) Make recommendations to the Communities Resourcing Committee regarding the creation, closure, merger or re-focus of technical networks.
10. (j) Ensure that the needs of Young Professionals are reflected in the portfolio of technical communities activities.
11. (k) Increase member participation in other 'non-community' TES activities (eg submissions to TES journals, candidates for prizes).
12. (l) Increase membership and registration.

13. (m) Identify high profile and influential individuals to act as thought leaders and ambassadors for the TES.
14. (n) Encourage more members to volunteer.
15. (o) Recommend nominees for TES Boards and Committees.
16. (p) Ensure that volunteers are well motivated and equipped to deliver the TES Plan.
17. (q) Resolve difficult community issues.
18. (r) Collaborate with technical professional bodies and other relevant organisations on communities activities as appropriate.
19. (s) Ensure that all activities are appropriate, in accordance with the Royal Charter and Bye- laws and the Regulations of the TES, and uphold the highest standards of ethical and professional behaviour.

Communications

20. (t) Share best practice between communities.
21. (u) Provide input and advice on communities issues from members to the Communities Resourcing Committee.
22. (v) Communicate effectively with members around the TES Strategy and Plan as well as other items as appropriate.
23. (w) Raise awareness of the TES with a view to growing the membership base.
24. (x) Propose changes to TES products and services to the Communities Resourcing Committee for communication to the Knowledge Services and Solutions Board, the Membership and Professional Development Board, and the Volunteer Engagement Board as applicable.
25. (y) Report to the Communities Resourcing Committee.

Constitution

3. The Committee should be constituted of at least eight members.
 1. (a) Chair appointed by the Communities Resourcing Committee.
 2. (b) Senior Staff Member.
 3. (c) Six Ordinary Members with experience of serving on or working closely with a Technical Network, of whom at least two must be aged less than 30 years at the commencement of their period of office, should be appointed by the Communities Resourcing Committee based on proposals from the Committee.
 4. (d) The Chairs of any Sub-Committees that report to the Committee, ex officio.
4. To ensure the interests of all types of technical are represented, the Committee will appoint members to complement the competences and interests of the elected members.
5. The Chair of the Committee will be an ex-officio member of the Communities Resourcing Committee.
6. The number of meetings required by each Committee will vary, but all Committees should make effective use of technology to conduct as much business as possible virtually. In addition it is expected that Committees will wish to meet physically, up to a maximum of three times per year.

Expectation of Attendance and Contribution of Members

7. Any member who has not attended three or more consecutive Committee meetings (physical or virtual) spanning a period of more than six months, and has not contributed to the work of the Committee outside meetings during the same period, may be considered as being eligible for removal from the Committee. The decision to start the removal notification process from the Committee shall be agreed by the Committee by majority vote at the next Committee meeting. In the event that the Committee agrees that the member should be removed from the Committee, the following process shall apply:

8. A Senior Staff Member from another Committee should be asked to try to contact the member via each form of communication once more. Then, if no reply is received, a formal letter (signed by the Head of Governance) should be sent from the TES to the member's last known registered address, by recorded delivery, saying: "The TES has been unable to make contact with you over the past 6 months to discuss your membership of the xxxx Committee. In view of this, unless we hear otherwise from you, we shall assume that you no longer wish to continue to be a member of the Committee."

9. After twenty-one days, in the event of no satisfactory reply, the member shall be removed from the Committee and a suitable replacement sought.

VOLUNTEER SUPPORT WORKING PARTY

Terms of Reference

The Volunteer Support Working Party's purpose is to develop the approach and guide implementation of TES activities related to the recruitment, training, support and recognition of volunteers. The Working Party's mission is to build one skilled team to inspire, inform, influence and deliver the TES's strategy around the world. To do this it seeks to ensure a culture of one- team working across volunteers and staff and the engagement of an appropriately talented pool of volunteers.

Terms of Reference Responsibilities

- To monitor the satisfaction of volunteers and delivery of support activities.
- To make recommendations to ensure volunteer engagement is appropriate to supply a sufficient talent-pool for delivery of the TES strategy.
- To identify areas for improvement and define the volunteer support roadmap.
- To work with staff to identify appropriate resolution to actions, taking into consideration operational processes and procedures.
- To ensure changes adopted are appropriate, effective and can be consistently applied across the full range of volunteering roles.
- To ensure the scope of the Working Party encompasses all volunteering roles within the TES including both governance and operational, and is concerned with all aspects of support of volunteers including:
 - engagement strategy, in support of the TES strategy;
 - recruitment, induction and training;
 - succession planning and the supply of suitable volunteer talent;

 - values and behaviours;
 - inclusion;
 - communications;

- guiding the TES one-team culture;
- recognition.
- Where appropriate, identify key trends and best practice from other volunteering bodies.
- To report to the Volunteer Engagement Board.

Reporting

The Working Party is to report matters of interest to the Volunteer Engagement Board.

Constitution

- Chair drawn from the Working Party members and in succession to the Vice Chair role (note that the Chair is, for the purposes of reporting, a member of the Volunteer Engagement Board).
- Vice Chair, drawn from the Working Party members, with a minimum of one year's service at time of application.
- Director of Governance and External Engagement.
- Manager, Volunteer Support Unit (to act as Senior Staff Member).
- Three ordinary member volunteers as representatives from areas of the Society that rely heavily on volunteers (eg Communities, Professional Registration and Professional Development).
- A Young Professional volunteer.
- Three staff members representing the breadth of volunteer management activities.
- Other members as required to provide the skills and experience required to complete the Working Party's work.
- Member of staff from the Volunteer Support Unit (to act as secretary).

Members (both volunteers and staff) may be co-opted onto the Working Party to ensure representation of required functions or demographic groups as required.

An individual member of the Working Party may represent more than one volunteering area.

All members of the Working Party including staff are voting members.

Terms of Office

Term of office for ordinary members is three years, but may be extended to retain particular skills or representation if needed.

Term of office in the Chair is limited to two years.

Term of office in the Vice Chair position is limited to two years.

The maximum term of office for a volunteer member is six years, including ordinary member, Chair and Vice Chair positions.

Meetings and Timeframe

- The Working Party will meet physically a minimum of two times per year, with interim virtual work ad hoc if required.
- Hybrid or virtual meetings will be adopted where appropriate.

Quorum

- A minimum of four volunteers and four staff members present.

Person Specification

Each Working Party member should be able to demonstrate as many as possible of the following skills:

- Understanding and commitment to the TES and its objectives;
- Integrity;
- The ability to make good, independent judgements;
- The ability to develop policy;
- High level strategic thinking and vision;
- Ability to think creatively;
- Willingness to speak their mind;
- Ability to work effectively as a member of a team and to accept consensus decisions and act upon them;
- Experience in one or more of the volunteer engagement areas of the TES;
- Influencing stakeholders;
- Public relations/communication/marketing;

- Change management;
- Awareness of cultural differences;
- Awareness of the issues and attitudes of engaged members, in particular Fellows and Young Professionals.