

IMECHE COUNCIL

Constitution and Terms of Reference

1. PREAMBLE

By-law 69.1 states *"There shall be a Council of the Institution which shall have the right and responsibility first of tendering advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board."*

2. PURPOSE OF COUNCIL

- To provide advice and representations on the Institution's strategy, direction, activities and performance.
- To work proactively on issues of interest and relevance to the membership, liaising with and providing support to the Trustee Board and other Boards and Committees.
- To provide value to the governance and operations of the Institution through the knowledge, skills and experience of Council's members.
- To be the principal member representative body of the Institution
- To act on Members behalf, ensuring their legitimate interests are promoted and met

3. ACCOUNTABILITY

The Council is accountable to all the members of the Institution in all its activities, including the provision of advice.

4. RESPONSIBILITIES

In addition to the foregoing, Council is responsible for the following:

- providing an effective channel of communication for representing the views from the Institution's membership
- proper discharge of any delegated activities or responsibilities agreed with the Trustee Board.
- Electing from within its ranks a Council Leadership Committee (CLC) (see *Attachment 2*)
- for the appointment and management of Subgroups with defined Terms of Reference, for the consideration of specific issues or for ongoing themes as appropriate. These Subgroups report to the Council, as described in *Attachment 1: Workings of Council*
- for providing feedback to the Trustee Board on the health, direction, performance and culture of the Institution and, when necessary, providing constructive challenge to the Trustee Board when concerns in any of these areas are identified.

5. PRINCIPLES FOR COUNCIL

To ensure the highest levels of integrity, accountability, and member trust, the Council should adhere to the '[Seven Principles of Public Life](#)' (also known as the Nolan Principles). These seven principles are summarised as: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

By embracing these principles, the Council can reinforce its commitment to transparency, foster a culture of ethical decision-making, and enhance its reputation both within the engineering community and in society at large. Adherence to the *Nolan Principles* not only aligns with the Council's purpose, but also ensures that its actions consistently reflect the values and expectations of the Institution's members.

- **Selflessness:** Council members should act solely in terms of the Institution and its members interests.
- **Integrity:** Council members must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity:** Council members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** Council members are accountable to the members for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** Council members should act and take decisions in an open and transparent manner. Information should not be withheld from the members unless there are clear and lawful reasons for so doing.
- **Honesty:** Council members should be truthful.
- **Leadership:** Council members should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In addition, the expected behaviours and conduct are described further in *Attachment 1*.

6. ACCESS, UPDATES, AND REVISIONS

These ToR are to subject to Trustee Board Approval and will be formally reviewed not less than every 3 years. The attachments to the ToR are subject to annual review by the CLC at the start of a new Council year, and any proposed changes are subject to Council Approval (by way of written motion).

The approved Council Terms of Reference will be held in a central repository overseen by the Corporate Governance and Risk Department. Members can access the Terms of Reference through the Institution website, Council Teams channel and/or upon request to HQ.

7. ATTACHMENTS TO THE TERMS OF REFERENCE

- **Attachment 1: Workings of Council**
- **Attachment 2: Workings of the CLC**
- **Attachment 3: People and Roles (including the relevant PD's)**
- **Attachment 4: Council Subgroups**

Attachment 1: Workings of Council

Council Composition

In order to achieve the purpose, and deliver its responsibilities, the Council shall comprise the following members:

No.	Role	Type	Basis of Appointment	Type	Tenure
16	Regional Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	Term as per their term on these Boards and Committees
7	International Region Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
8	Divisional Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
10	Group Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
4	Members of the YMB Executive team	Ex-officio	Appointed by election from within their constituent member network. (Includes one member representing IYMC).	Voting	
16	Corporate Fellows (of which 4 International)	Elected	Elected by all Corporate Members of the Institution.	Voting	3 years
12	Corporate Members (of which 3 International)	Elected	Elected by all Corporate Members of the Institution.	Voting	3 years
1	President	Ex-officio		Voting	1 year
4	Past Presidents	Ex-officio	The four most immediate Past Presidents.	Voting	Up to 4 years
1	Chair of the Diversity & Inclusion Committee	Ex-officio	NomCO appointment, approved by TB	Voting	Term as per their term on this Committee
2	QMB & ESSB Chairs	Ex-officio	Appointed by election from within their constituent member network.	Voting	Term as per their term on this Committee

The Chairs / Representatives of Divisions, Groups, Regions, International Regions, QMB, ESSB and Diversity & Inclusion Committee shall serve on the Council for so long as they hold that office. Continuity of representation is important: representatives should be appointed for that Council year. When necessary (e.g. through, business or other commitments, incapacity, or to achieve greater continuity), these Chairs/Representatives may nominate an alternate to represent their Committee at the Council. All such alternate nominations must be advised to the CLC in advance, stating the period for which this

arrangement will apply.

- Where an Ex-officio role transitions to a new representative at a time other than at the start of the Council year, the sitting representative is eligible to nominate for election to Council and CLC membership. Should they be successful in the election, their ex-officio role on Council shall be delegated to their nominated successor with immediate effect.
- For the avoidance of doubt, the Chairs of ISB, TSB and RSB are invited to attend Council as observers.

Composition Review

- The Council composition will be subject to annual review by the CLC at the start of a new Council year, and any proposed changes are subject to Council Approval (by way of written motion), to take account of other changes that may have occurred in the Institution.

Tenure

- Elected Corporate Members shall serve on the Council for three Council Years in the first instance.
 - a. A minimum of seven Elected Corporate Members shall retire each year, comprising at least four Elected Fellows and three Elected Members.
 - b. Those retiring shall be all Elected Corporate Members who have completed three years' service since their last election.
 - c. The Council may occasionally adopt special election procedures as necessary to maintain the total and composition of retiring Members and Fellows.
 - d. Elected Council members may not serve more than two consecutive periods of office without a break of at least one year out of office.
- The election process shall be co-ordinated with the Trustee Board elections and follow the same general principles as those described for the Trustee Board elections, as outlined in the relevant Clauses of the Institution's By-laws.
- CLC will cooperate with NOMCO, to identify candidates who may choose to stand for election to Council from the large potential pool of members seeking to serve.
- A list of Council nominations for Elected Members shall be presented at the same meeting as that for the Trustee Board nominations.
- There are no specific requirements for gender or any other diversity but the benefits of a diverse Council that is representative of the membership in many ways (including for example diversity in working environment, sector knowledge, etc.) should be emphasised in the call for nominations and in information regarding elections provided to voting members.
- If the number of candidates nominated for election does not exceed the number of vacancies, the person(s) so nominated shall be declared elected unopposed at the Annual Meeting when the election results are announced.
- The timing, principles, regulations, form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the Council Elections, shall follow the same procedure as those formulated for the Trustee Board elections.
- The announcement of the results of the Council elections shall be made at the same time and according to the same procedures as those for the Trustee Board elections.
- Elected Members shall not nominate a deputy to act on their behalf.

- Where a vacancy occurs in the Elected Members of the Council, the position may be filled as a casual vacancy. Nominations for each casual vacancy shall be supported by two members of the Council and approved by the Council Leadership Committee, then by Council. The nominee shall satisfy all the criteria for Elected Members and shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy and prior to election to the office shall not count as part of an elected term of office.

Members of the Council Responsibilities

- All members of the Council have the responsibility to:
 - a. conduct themselves in accordance with the Institution's Code of Conduct, with the '[Seven Principles of Public Life](#)' (also known as the Nolan Principles); and
 - b. regularly attend the Council meetings (whether plenary or using remote conferencing technology), and
 - c. seek and consider the views of the Institution's membership, and
 - d. act impartially and honestly, and
 - e. take an active involvement in the Institution's operational and governance committees, and
 - f. take an active involvement in and/or to review the work of Council subgroups.
- Members of the Council act on their own account, however where appropriate:
 - a. Elected Members are expected to consider and take cognisance of the views of the Institution's membership (through active engagement with business colleagues, attendance at Regional/ International events, personal networking, etc)
 - b. Chairs / Representatives are expected to consider and take cognisance of the views of their Division, Group, Region or International Region.
 - c. Members of Council will, where requested, be expected to help and support the work of the Institution's other Boards and Committees, especially the governance Boards, as amended from time to time. Every Council member to put themselves forward for membership of the Institution's Boards and Committees, the Council Leadership Committee (CLC) as described in *Attachment 2: Workings of CLC* and Council's Subgroups, taking account of the specific skills, competencies, expertise and experience required and members' time availability for these additional responsibilities.
- Council members will be encouraged to apply in their own right to the Nominations Committee to become members of governance Boards as and when vacancies arise, in order to build further the links and relationships between Council and these Boards and Committees.

Ceasing to be a member

- A member of the Council, in whatever capacity, shall immediately cease to be a member of the Council if such member:
 - resigns by notice in writing to the Chief Executive and Chair of Council, or is elected to the Trustee Board, or
 - ceases to be Chair / Representative of a Division, Group, Region or International Region (unless they are elected to be or are already the Chair or Deputy Chair of Council), or
 - ceases to be a member of the Institution or such member's membership is

- suspended, or
- becomes employed by the Institution or by any company of which more than 75% of the issued share capital is in the beneficial ownership of the Institution or its nominees.
- Further to the above, and the specification of the term of the Chair and Deputy Chair of Council outlined in Attachment 2, a Council member who ceases to be a Chair of a Division, Group, Region or International Region or fails to be re-elected to Council as a direct elected member but who prior to such an event has been elected by Council to be either Chair or Deputy Chair of Council may serve out their term of office as Chair or Deputy Chair, and then stand down from Council. A Deputy Chair of Council in such a position would not be eligible to stand for election as Chair of Council as that member, on completion of their term of office as Deputy Chair, would no longer be a member of Council either as ex-officio or directly elected. Similarly, a Chair of Council in the same situation would not be eligible to stand for election as Deputy Chair.
- No member of the Trustee Board apart from the President shall be a member of the Council, but Trustees will be welcomed as observers at all Council meetings.
- At the discretion of the Chair and as appropriate for the business of the meeting, other individuals (i.e. staff, specialists, external representatives etc.) may be invited to attend as observers for all or part of a meeting.
- There shall be no co-opted members of the Council. Co-opted members may be invited to join or provide input to Council subgroups provided they do not constitute a majority. All Council Subgroups shall be chaired by a Council member.

Council leadership & CLC election

- The Council shall elect its Chair and Deputy Chair from amongst its members in line with the provisions in attachment 2. They must both be corporate members of the Institution, and both must have served as a Council member for a minimum of one year at the time they take on the role of Chair and Deputy Chair. Their initial period of office shall normally be a term of two years (except that the Deputy Chair will have a term of one year in the first instance). The Chair and Deputy Chair may then if they wish stand for election for a second term of two years.
- Council business and activities will be led and managed by a Council Leadership Committee (CLC), to be elected at the start of each Council Year and with responsibilities as outlined in *Attachment 2*
- The roles of Chair and Deputy Chair of Council are independent from any other Institution positions that the occupants may hold as a Chair or committee member of any Region, International Region, Division, Group or other Operating Board. In their Council and CLC roles they must be seen to act independently of those other roles.
- The elected Chair and Deputy Chair of Council will continue to be members of Council for as long as they hold these posts. This will apply regardless of whether the occupants were originally appointed to Council through an election or through an ex-officio position.
- The Chair and/ or Deputy Chair of Council can be removed from these roles if they are subject to a Vote of No Confidence that secures a majority of votes of all Council members. The process for such Votes of No Confidence will be developed from that being drafted for the Chairs and Deputy Chairs of the Operating Boards (see section 10 of the "Draft 2 Election Handbook for Operating Boards").

The Role of the President at Council Meetings

- The President will continue to be a valued member of Council and will be invited to speak by the Chair of Council as any other member of Council may be.

Quorum

- A minimum of 40 members of the Council shall constitute a quorum for all Council meetings (whether these take place in full plenary session or using remote conferencing technology). This figure includes the Chair of Council and/or the Deputy Chair of Council, at least one of whom shall be present. If the meeting is not quorate, the meeting may progress, but no votes can take place regarding any motions.

Council Meeting frequency and attendance

- The Council will meet formally on a minimum of four occasions in each year, either physically or using remote conferencing technology. In most years this will include a minimum of one physical meeting.
- Council Members are required to maintain an attendance rate of 75% per year (including by means of alternates where applicable) and, if they are unable to do so, may be asked by the Chair for an explanation and if this is not considered acceptable to stand down.

Scope and dispute resolution (separate)

- The Council shall debate any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate by the Council or requested by the Trustee Board for the purpose of providing advice and proposals to the Trustee Board. Council should take particular opportunity to consider cross-cutting topics that are not geographically or discipline specific.
- Effective working practices shall be implemented between the Trustee Board and the Council with clear opportunities and expectations for the Council to provide input to the Trustee Board on specific topics at specific times in the Institution calendar and additionally on ad hoc matters as they occur.
- The Council shall review and contribute to the annual, medium term and long-term strategic plan through liaison with the Institution's Strategy Committee. In agreement with the Trustee Board, Council will take forward any parts of the strategic plan which have been delegated to it by the Trustee Board.
- The Council shall implement and discharge (in a timely, efficient and economic manner) any delegated activities or responsibilities for the strategic plan, or any other initiative(s), as agreed with the Trustee Board.
- Where issues involve the approval of the Institution's membership at a Special Meeting, the Council shall first debate the issue. The result of any vote by the Council on the proposed motion shall be promptly notified to the Trustee Board and subsequently to the Institution's membership prior to the Special Meeting.
- Where an issue of contention is considered of sufficient importance, the Council, will formally bring the matter to the attention of the Trustee Board in writing. Every effort will then be made by the parties in contention to resolve the issue, escalating through the following stages until resolution is achieved:
 - Friendly negotiation
 - Formal mediation with a qualified mediator
 - If no resolution is achieved, having gained the signatures of support of not less than 50 Corporate Members and/or Associate Members, may request the Trustee Board to hold a Special Meeting, in accordance with the rules of the Institution's By-Laws.

Meetings

- Papers and presentations for meetings shall normally be circulated to Council members a minimum of ten days before each meeting, by email and/ or by other technology unless exceptional circumstances require a shorter deadline.
- Recognising that Council is an advisory body to the Trustee Board, where necessary a motion shall be put to the vote of the Council, according to the following principles:
 - each member of the Council including the Chair and the Deputy Chair shall have a single vote that shall be cast in person at plenary meetings of Council or using remote voting technology in the case of meetings held using such technology, and
 - any motion that is put to a vote shall be carried by a simple majority unless it relates to one of the following issues for which a majority of 67% of votes cast will be required:
 - Moving or selling the Institution's HQ
 - Substantial changes to the Institution's Trustee Board structure
 - Mergers with or incorporation of other PEIs
 - A Council resolution formally requesting action from the Trustee Board
 - A Council resolution with prior written support of no less than 50 Corporate Members and/or Associate Members calling as Council for a Special Meeting.
- In the event of a hung decision the Council Chair shall have the casting vote
- The Council Leadership Committee may choose to adopt electronic voting by all members of Council in the day or days following a Council meeting in the event that:
 - difficulties occur with electronic voting during a Council meeting, or
 - a meeting is held at short notice, or
 - the decision is of significant strategic importance.
- The numbers of all votes cast will be recorded in the minutes or Action Lists of Council meetings.
- Minutes and/or Action Lists shall be prepared in a timely manner following each Council, Council Leadership Committee or Council subgroup meeting and issued to all participants and other appropriate parties by both email and other remote technology. Minutes and/or Action Lists of Council meetings shall be produced by Institution staff in consultation with the CLC Secretary and shall be distributed to Council members within 28 days of each Council meeting and shall be reviewed and agreed at the next Council meeting.

Conduct in Meetings

- All meetings of the Council or any subgroups shall be conducted in accordance with good practice and the principles of Robert's Rules of Order, including:
 - transparent and open debate, and
 - free and courteous contribution by all members of the Council and invited attendees, and
 - respect for the opinion of others, and
 - observance for the confidentiality of any issues of a sensitive nature, and
 - recognition of the Institution's Values and the Code of Conduct Regulations.
- Participants will be invited to speak by the Chair, based on the topic on hand, and through the raising of hands (whether physically or electronically).
- Attention shall be given to ensure diversity and inclusion in all elements of Council activity, including meeting requirements for accessibility.
- Members shall demonstrate values and behaviours aligned to the Institution's Code of Conduct and its commitment to diversity and inclusion in all matters.

- Meeting conduct shall be professional, with matters raised through, and respecting the chair.

Council year

- The Council year shall commence immediately following the announcement of the results of the Council elections in the Institution's Annual Meeting.

Council Communications

- Microsoft Teams channel: Council members are added to the Council Teams area. In this area members will find information and documents relating to Council activities and meetings. The Teams area also provides a space for Council members to communicate and share views.
- Council will communicate with the wider membership of the Institution by having access to a direct mailing list from the CLC to the Council members.

Council Secretariat

- The Staff Council Officer will ensure that professional secretarial support is provided for all meetings of Council and also for all meetings of the Council Leadership Committee.
- The Council Officer will also ensure that agendas and papers are provided in a timely manner, and that minutes of meetings are produced, and decisions recorded.
- The Staff Council officer PD is included in Attachment 3.
- The Staff Council Officer will work closely with the CLC Secretary.

Recording of meetings

- Council meetings are recorded solely to assist with the preparation of the minutes and the recording held by the Governance Team and shared with the CLC Secretary and Chair only. The recordings are automatically deleted after 60 days, and the meeting minutes are the official record of the meeting.

Knowledge and skills matrix

- A database of Council Members' skills and experience will be maintained by the staff Council Officer and updated annually using an appropriate Skills Matrix Questionnaire

Training and Induction for new Council Members

- The CLC will arrange an induction for new Council members
- Council Members shall undertake inductions, training or refresher training as required to maintain their skills, knowledge and effectiveness in their Council roles

Budget

- The Council operates within an annual budget proposed by the Chair and agreed by the Trustee Board. The Council is responsible for ensuring that all money spent within the agreed budget is in accordance with the Institution's policies.

GDPR & Privacy statement

- Members are required to comply with GDPR/data protection requirements when handling any personal data.

Attachment 2: Workings of the Council Leadership Committee (CLC)

CLC Role

- The primary role of CLC is to ensure Council works effectively. How this is achieved is set out in the rest of this document.

CLC composition

- Toward the **end** of the Council year (i.e. in April), the Council shall elect the CLC from its members to lead and organise the business of the Council and act as a liaison between the Council, the Trustee Board and the President. CLC members will normally be elected for a term of two years. These terms being staggered so that approximately half of the members will be elected in each year. The composition of CLC shall comprise:
 - The Chair of Council, who will also be the Chair of CLC;
 - The Deputy Chair of Council, who will also be the Deputy Chair of CLC;
 - Not less than five other Council members of whom at least one will be a Young Member, and at least two will be Elected Council Fellows;
 - the staff Council Officer.
 - Secretary can be co-opted if the election process has not secured a candidate with sufficient free time for the role.
 - The chairs of all the current subgroups of Council
 - CLC can further co-opt up to two members if additional skills are required. Add time bound, end of Council year
- The President and Past Presidents of the Institution shall not be eligible to stand for any CLC positions or for the roles of Chair or Deputy Chair of Council.

CLC Accountabilities

- In all its activities, CLC is accountable to Council.

CLC Responsibilities

- The CLC shall be responsible for the leadership and administration of Council activities by:
 - i. organising and facilitating all Council activities;
 - ii. establishing and maintaining two-way communication between the Council and Trustee Board, seeking to achieve a fully cooperative and open relationship with the Trustees;
 - iii. proposing to Council the formation/ termination of Council subgroups;
 - iv. Succession planning
 - v. monitoring the progress of the work of Council subgroups through the review of reports received from subgroup Chairs and also as submitted to Council meetings, in both cases at pre-agreed intervals;
 - vi. ensuring that the database of Council Members' skills and experience is maintained by the staff Council Officer and updated annually using an appropriate Skills Matrix Questionnaire;
 - vii. proposing nominations for casual vacancies (these subsequently to be ratified by Council);

- viii. arranging induction for new Council members;
 - ix. agreeing the agenda, frequency, format (either plenary or using remote conferencing technology) and business of Council meetings, in order to maximise the effectiveness of these meetings;
 - x. preparing and distributing papers for and minutes and/or Action Lists of Council meetings;
 - xi. preparing the formal annual report from Council to the Trustee Board, to be approved at the first Council meeting in the Council Year;
 - xii. providing regular updates of Council activities and outputs to the wider membership through the member area of the Institution's website and/or other channels;
 - xiii. considering any direct communications by members to Council and responding/taking action accordingly;
 - xiv. any other matters related to the operation of the Council.
- The CLC shall hold meetings (normally using remote conferencing technology) as required by the activities of the time with a minimum frequency of once in every two months. The quorum for these meetings will comprise the Chair (or their nominated Deputy) and three other members of CLC. CLC shall provide copies of the minutes or Action Lists from these meetings to Council members via remote conferencing technology.
 - The Chair of Council (or the Deputy Chair) will attend Trustee Board meetings as a non-voting observer, impartially presenting the views of the Council at these meetings and providing feedback to the CLC and to the Council on any issues raised at these meetings that are relevant to the Council's remit.
 - The Council Leadership Committee will prepare a formal annual report to the Trustee Board regarding Council's activities and plans.

Attachment 3: People and Roles

1. Succession planning

- The Council Leadership Committee is expected to produce a strong mix of potential future candidates for the positions of Chair and Deputy Chair of Council. The IMechE Nominations Committee will be asked to make recommendations for these positions when they become vacant. This will take into consideration the skills and experience of Council's leadership and membership and support Council in helping to identify possible candidates for CLC. In turn, the CLC will encourage a culture of positive cooperation with NomCo given that NomCo may be well placed to assist in the development of Council members for other Institution posts at the same time or subsequently.
- The Chair shall not chair the Council when it is dealing with succession planning or re-election of the Chair to the Council.

2. Election Process for CLC positions

- Those candidates who satisfy the eligibility criteria for the positions of Chair and Deputy Chair of Council will be asked to submit an application to the IMechE Council Officer explaining how their experience, skills, vision and time availability meet the requirements of the post for which they are applying. Assuming that there is more than one eligible candidate, the IMechE Council Officer will organise an election. All current members of Council will be eligible to vote in this election.
- Should there be only one applicant for either of these positions, all Council members will be asked to vote on whether their election will be 'ratified' or 'not ratified'. To be ratified, a simple majority of all those Council members who vote must be achieved. If not ratified, additional nominations and elections will be sought and held as necessary.

3. Position Descriptions

- The role descriptions are stored in the 'CLC Elections' folder in the Council TEAMs area.

Attachment 4: Subgroups

- A flexible subgroup structure is the primary mean by which Council aligns its talent pools with the advice and support needs of the Institution. This attachment explains how subgroups are managed.
- Each subgroup shall write its terms of reference at its onset and have it approved by CLC.
- The Council and its subgroups may invite the Trustee Board members and/or Institution staff to attend subgroup meetings as appropriate, to discuss specific questions regarding policy and strategy or other issues, or to provide informed advice and assistance.
- There is no set size or duration for a subgroup being formed; a subgroup can be short lived task and finish group or a multiyear skillset pool with long term engagement with the relevant parts of the Institution.
- Each subgroup will select its own chair from within its ranks. The Chair term shall be defined in the subgroup's ToR and is expected to be a minimum of one year or the lifetime of the subgroup for short life task and finish subgroups. Larger subgroups might benefit from having a vice Chair.
- The Chair of each subgroup shall attend CLC meeting/become an ex officio part of CLC for the duration of their term
- It is expected that every member of Council will be part of at least one subgroup for the duration of their time on Council, unless they are a member of CLC
- Standing Sub-groups are anticipated to be:
 - A Governance Sub-group – specifically what the By Laws require, and any changes required thereto
 - A Strategy Sub-group – specifically to consider membership views on Strategy, and the outputs be used to inform and advise Trustee Board on Strategy

Appendix 1

All members of the Council are expected to abide by the IMechE Values and Behaviours which must factor into all interactions as a member of the Council.

WE ARE INCLUSIVE We are united and work together as one inclusive team, showing kindness and compassion to one another by valuing, respecting, supporting, and actively listening to the contributions we each have to make

- We welcome and embrace diversity. We value, appreciate and embrace individual differences, welcoming diverse views and perspectives to help us learn, grow and achieve the best outcomes for IMechE.
- We are open, transparent, and respectful. We communicate and share information in an open, transparent, clear, meaningful, and timely way to show trust and respect for one another, giving people what they need, how they need it and when they need it.
 - We actively and openly listen. We listen with empathy and compassion in order to hear and understand all views, ideas, and suggestions, and provide feedback to help each other be their best.
- We encourage and praise one another. We encourage each other to achieve their goals, celebrating their successes with gratitude and praise in a timely and meaningful way

WE ACT WITH INTEGRITY We are committed to acting with the best intentions to support and drive IMechE's mission by being honest, truthful, and authentic, adhering to the highest levels of quality and professional standards in every decision we make and every action we take.

- We put our personal agendas aside. We are committed to putting the good of IMechE ahead of our own personal agendas, respecting and accepting decisions made after debates, and doing our part to support and move things forward together.
- We are honest and courageous. We pro-actively and courageously speak up, doing so in a kind, respectful, vulnerable, and inclusive manner to find solutions and overcome problems and challenges head on.
- We are dependable. We earn and maintain the trust of others by being credible, fair, consistent, and reliable. We say what we'll do and do what we say.
 - We admit our mistakes. We openly and freely admit and learn from our mistakes, viewing them as lessons learned, meeting them with understanding so that we can move forward to resolve and overcome them.

WE ARE INNOVATIVE We find better ways to get things done, working together to find solutions and drive change, moving our vision forward by improving the world through Engineering.

- We are open minded. We are open to and accept that our ideas and views can and should be appropriately challenged, focussing on 'getting it right' rather than 'being right'.
- We are curious. We explore, enquire, analyse and envisage a variety of solutions and perspectives before making decisions and taking actions, identifying any potential opportunities and risks to the Institution.

- We challenge the status quo. We question why, what and how we do things, challenging norms and current practices to continuously improve and look to the future, innovating to create and enable change

WE MAKE AN IMPACT We make a difference and have an impact on each other, our profession and society. We influence as individuals and succeed together by collaborating.

- We take ownership. We take responsibility for owning and meeting our commitments, holding ourselves accountable, and making sure that we deliver in a timely manner to serve the overall objectives of the Institution.
- We drive results. We work in partnership to make decisions and take action to drive results. We find ways to overcome obstacles to deliver on tasks and goals.
- We are proud. We take pride in the contribution and impact we have on one another, and in making a difference as individuals and together to improve the world through Engineering.