

Implementation Group Terms of Reference – July 2020

1. PURPOSE

The purpose of the Implementation Group (IG) is to devise and deliver achievable improvements to IMechE operational structure, processes and their governance, behavior and culture change in the light of the three major independent Reviews of 2018/2019. The aim is to achieve these changes as quickly as possible whilst ensuring that there will be majority support for them to deliver the intended outcomes.

It is a task and finish team that will be disbanded once all recommendations of the three Reviews have been developed into workable solutions, approved by the Trustee Board, implementation plans have been developed and actioned. Exceptions to this may include longer term initiatives such as programmes of culture change and talent development which will require several years to yield full benefit. In such cases the Implementation Group may hand over delivery of these initiatives once they are up and running. In most cases a 'check and adjust' stage will also be carried out unless it is judged more appropriate for this stage to be assigned to others. Irrespective of which body carries out the first 'check and adjust' cycle the responsibility for self-review and adjustment will transfer to the body responsible for the board, committee, process, initiative or activity.

In translating the review recommendations into workable solutions the Implementation Group will use its best efforts to work with relevant parties and the wider membership to ensure that the solutions implemented will best serve the needs of current and future members, in delivering the Institution's charitable purpose.

2. DUTIES

- 2.1 To make recommendations to the Trustee Board for action arising from the three reviews of Governance, Finance and Code of Conduct.
- 2.2 To consult sufficiently widely both across the membership and externally to ensure that the recommendations will have commitment to their implementation.
- 2.3 To consider the sustainability of any recommendations under pressures of finance and rotation of senior volunteers and staff.
- 2.4 To communicate process and progress of its work to the membership to maintain engagement and support.
- 2.5 To support and advise those (staff and members) who are actioned, elected or appointed to lead practical implementation of specific areas of recommendations.
- 2.6 To set out metrics and indicators by which the success of implementation actions can be assessed, and to evaluate implementation activities against those metrics relevant to them.

3. MEMBERSHIP

3.1 Composition

As of May 2020, the implementation activity associated with the Finance Review was largely complete. Up to this point, the membership of the Implementation Group included two members from each review area. The composition has now been revised to include senior executives to ensure all solutions work for staff as well as for members and to ensure rapid deployment of agreed solutions. This realignment is reflected in the composition below.

The Implementation Group contains individuals from across the Institution membership, together with senior executive staff of the Institution. Group members of the Institution participate in an individual capacity - although it is expected that they will also bring valuable insight into specific aspects of the institution's activities and they will represent the interests of the whole membership in their capacity as a member of the Implementation Group.

- Jenifer Baxter, Chief Engineer/Head of Communications and Marketing Services
- Colin Brown, Chief Executive
- Giles Hartill, Fellow (Governance Review)
- Jo Horton, Member Operations Director (Governance Review)
- Andrew Ives, Fellow (Governance Review) (Deputy Chair from August 2020)
- Sylvain Jamais, Fellow
- Kerry Mashford, Fellow (Chair)
- Maria Powell, Chief Governance Officer
- Rich Sibbick, Fellow (Code of Conduct Review)
- Vijay Raman, Fellow
- Tony Roche, Fellow (Deputy Chair to end July 2020)
- John Wood, Fellow (Code of Conduct Review)
- Nick Valentine, Associate, Young Member
- Secretary and main staff support, Carla Shapland, will be in attendance but not a member

3.2 Elections and Appointments

- The appointment is for the named members only.
- Institution Members of the IG who fail to attend two meetings in succession will be reviewed for substitution by the whole Team.
- Initial term of office will be to end May 2021 (see timescale section)

3.3 Conduct

Members shall demonstrate the Institution's values (staff guidance) at all times (Member guidance) and its commitment to diversity and inclusion in all matters, noting that work is underway to revise/reinforce these areas.

3.4 Training

Members shall undertake inductions, training or refreshers required to maintain their skills, knowledge and effectiveness in their roles.

4. SECRETARY

- 4.1 The Governance Officer or their nominee shall act as secretary and ensure that the Implementation Group receives professional secretariat support, including the provision of information and papers in a timely manner, the minuting of meetings, and the recording of decisions.

5. MEETINGS

5.1 Work Method

The Implementation Group will work as a unit in reaching majority agreement on recommendations to the Trustee Board.

Individual members will also lead on specific action areas to develop workable solutions for the Implementation Group to consider and will subsequently lead or support the practical implementation of agreed solutions or plans. For both the solution development and the practical implementation phases it is expected that additional volunteers and staff will join the lead IG member to provide specific knowledge, experience and additional resource, thus enhancing the quality and workability of the solution and the pace and effectiveness of its implementation.

It is expected that much of the work of the Implementation Group will take place outside of formal Group meetings.

5.2 Quorum

Four, including at least the Chair or Deputy Chair and one other institution member and two staff members (not deputies).

5.3 Frequency

For the main Implementation Group:

- Meetings shall be held at least monthly and probably more frequently to maintain rapid progress and timely input to the Trustee Board.
- Virtual meetings are equally as valid as face to face meetings.
- Substitutes will not be allowed, except for staff members where a deputy can attend if necessary.
- Institution members and staff or individuals external to the Institution may attend by invitation for all or part of any meeting.

6. TIMESCALE

It is expected that the initial implementation of all recommendations will be achieved by end May 2021. It is accepted however, that some areas of change will require several years to be fully implemented. Arrangements for continuing support for and monitoring/adjusting implementation arrangements for individual action areas will be reviewed by IG in Q1 2021 and proposals made to the TB for arrangements beyond May 2021.

7. REPORTING RESPONSIBILITIES

- Agendas and minutes of meetings will be circulated to all Trustees at the time.
- Specific update reports will be made suitable and timely for each Trustee Board.
- Regular status reporting to all key stakeholders, including the membership, to include evaluation of success for specific implementation activities.

8. AUTHORITY

- 8.1 The Implementation group has devolved authority from the Trustee Board to work with interested parties within the Institution to develop workable arrangements for implementing the recommendations of the three independent reviews, including making substantial alternations to the proposed solution, provided this remains faithful to the original intent. Once approved by the Trustee Board, IG has the authority to implement the agreed solution, working with staff, members and those external to the institution as appropriate.

IG may communicate with the membership as appropriate to assist in its task of delivering its purpose. The IG reports directly to Trustee Board.

9. APPROVAL

9.1 This document was approved by the Trustee Board on 27th July 2020.