

Trustee Board Regulations

Pursuant to By-Laws 57, 58, 59, 60, 61 and 64.

Approved by Corporate Members and Associate Members on 28 February 2022.

TBR1 THE TRUSTEE BOARD

TBR1.1 The Trustee Board shall consist of:

- The President;
- Two Deputy Presidents;
- Three Vice-Presidents;
- The International Vice-President, who shall have spent at least ten years living and working in a professional capacity outside the British Isles, and at the time of commencing their term of office is also resident outside of the British Isles;
- Five Ordinary Members (or such greater or lesser number as the Trustee Board may from time to time determine) of whom at least one must be aged less than 30 years at the commencement of such member's term of office and one who shall have spent at least ten years living and working in a professional capacity outside the British Isles, and at the time of commencing their term of office is also resident outside of the British Isles.
- Any persons co-opted in accordance with TBR1.4 below.

TBR1.2 The separate duties of the President, the Deputy Presidents, the Vice-Presidents, and the Ordinary Members of the Trustee Board shall be defined in a Terms of Reference for Trustee Board operation.

TBR1.3 The members of the Trustee Board will each be elected by a ballot of all the Corporate and Associate Members in accordance with the procedures described in these Regulations.

TBR1.4 The elected Trustees will also be able to co-opt further non-elected, and potentially non-corporate or non-member, Trustees to bring specific specialist expertise where needed so long as the elected Trustees still retain a two-thirds majority of the entire Trustee Board. Such vacancies will be filled by an open process run by the Nominations Committee. A person appointed shall hold office until the next Annual Meeting and may be considered for one further term of co-opted office. A period in office as a co-opted Trustee shall not count towards the eligibility criteria for elected Trustee positions. A Past President shall not be eligible for co-option.

TBR1.5 The office of a member of the Trustee Board shall be honorary and without remuneration. No employee of the Institution nor any person prohibited by law from being a charity trustee shall be eligible to be a member of the Trustee Board.

TBR1.6 Where a casual vacancy occurs in the Trustee Board, the members of the Trustee Board shall have the power to fill the vacancy from those eligible for election to the vacant office. Such vacancies will be filled by an open process run by the Nominations Committee. The person appointed shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy shall not count towards the eligibility criteria for elected Trustee positions.

TBR1.7 All Trustees (elected, co-opted or appointed) have the same voting rights and legal responsibilities, duties and liabilities except in the appointment of co-optees or appointees for which only elected Trustees may vote.

TBR2 THE PRESIDENT

TBR2.1 a person shall normally take office as President immediately after having served two years as Deputy President or, if to fill a casual vacancy, the President shall be appointed from the Past-Presidents;

TBR2.2 for the election in 2022, in the transition from the previous arrangement with a single President-Elect, and also for any other year where an unexpected circumstance means there needs to be election of two Deputy Presidents, the ballot paper will be clear that one of them will only serve one year prior to taking the office of President. The choice as to who serves one year, and who two, will be made by the President, Vice Presidents and Ordinary Trustees following the election.

TBR2.3 the President shall hold office for one year between the months of May, typically between Annual Meetings, until the announcement of a new President the following year, or if the President has been appointed to fill a casual vacancy, from the date of the President's appointment to the announcement of a new President the following May; and

TBR2.4 if there are no Deputy Presidents then there shall be an election from those who are or have been Vice-Presidents or International Vice-Presidents. Such President shall hold office from the announcement of that President's election until the announcement of a new President the following May.

TBR2.5 A Past President shall not be eligible for re-election as President except as required by Clause TBR 2.1.

TBR3 DEPUTY PRESIDENTS

TBR3.1 the Deputy Presidents shall be elected from those who are or have been Vice-Presidents or International Vice-Presidents;

TBR3.2 each Deputy President shall normally hold office from the Annual Meeting upon the announcement of their election for two years until taking office as President, with the exception of those elected in line with clause TBR2.2;

TBR3.3 if there is a vacancy in the office of the Deputy President the office shall remain vacant until the election of two new Deputy Presidents at the next Annual Meeting; and

TBR3.4 a Past President shall not be eligible for election as Deputy President.

TBR4 VICE-PRESIDENTS AND INTERNATIONAL VICE-PRESIDENT

TBR4.1 The Vice-Presidents shall be elected from those Fellows who are ordinary members of the Trustee Board or members of the Council or who prior to 12 February 2002 were or had been Ordinary Members of the Council (as constituted prior to that date).

TBR4.2 A Vice-President shall hold office for three years and shall be eligible for re-election for a single further three year term.

TBR4.3 Notwithstanding the three year term of office, one Vice-President shall retire each year, to be decided by the President, Deputy Presidents and Ordinary Members of the Trustee Board. Natural turnover normally ensures that this requirement, which provides continuous refreshment of the Board membership, is met without intervention or by a Vice-President volunteering to step down. Where this is not the case, a fair and objective process shall be used to select a retiring Vice-President.

TBR4.4 The International Vice-President shall be elected from those Fellows who are ordinary members of the Trustee Board or members of the Council or who prior to 12 February 2002 were or had been Ordinary Members of the Council (as constituted prior to that date) subject to the international experience criterion set out in Regulation TBR1.

TBR4.5 The International Vice-President shall hold office for three years and shall be eligible for re-election for a single further three year term.

TBR5 ORDINARY MEMBERS OF THE TRUSTEE BOARD The Ordinary Members of the Trustee Board shall be elected from Corporate Members subject to the international experience and age criteria set out in Regulation TBR1.

TBR5.1 An ordinary member of the Trustee Board shall hold office for three years and may be elected for a single further three-year term.

TBR5.2 Neither a retiring President nor a Past President shall be eligible for election as an ordinary member of Trustee Board.

TBR5.3 Notwithstanding Regulation TBR5.1 one ordinary member of the Trustee Board shall retire each year to be decided by the President, Deputy Presidents and Vice-Presidents of the Trustee Board. Natural turnover normally ensures that this requirement, which provides continuous refreshment of the Board membership, is met without intervention or by a member volunteering to step

down. Where this is not the case, a fair and objective process shall be used to select a retiring member.

TBR6 ELECTION OF TRUSTEES

TBR6.1 Nomination and election of Trustees is according to By-Law 61.

TBR7 CESSATION OF MEMBERSHIP OF THE TRUSTEE BOARD

TBR7.1 A member shall cease to be a member of the Trustee Board according to By-Law 64.

TBR8 BEHAVIOUR OF TRUSTEES

TBR8.1 Trustees are expected to behave in an exemplary fashion in excess of the requirements of the Code of Conduct and Disciplinary Regulations

TBR8.2 Trustees must have regard to Charity Commission guidance on their duties and behaviour especially guidance concerning the role of trustees, essential duties, conflicts of interest and decision-making.

TBR8.3 When taking decisions trustees must:-

- act within their powers,
- act in good faith, and only in the interests of the Institution,
- be sufficiently informed, taking any advice needed,
- take account of all relevant factors,
- deal with conflicts of interest and loyalty,
- keep within the range of decisions that a reasonable trustee body could make in the circumstances,
- record how more significant decisions were made in case you need to review or explain them in the future.

TBR8.4 Trustees must promote the core culture, values and behaviours as described in the annual operating plan, including but not limited to:-

- we are inclusive
- we act with integrity
- we are innovative
- we make an impact.

08 January 2022 v6.1 - End of document -

[The Royal Charter & By-laws 2022](#)