MINUTES OF A MEETING OF THE CONSULTATIVE COUNCIL
Held on 11th February 2016 at CIBSE HQ, Balham, London

Present & Signed the Register: Colin Ashford, Adrian Catchpole, John Field, Bryan Franklin, Wally Gilder, David Hughes, Gerald Israel, Lionel James, Chris Jones, Phil Jones, Alfred Leung, Nick Mead, Geraldine O’Farrell, James Outram, John Packer, David Palmer, Alison Palmer, Peter Raynham, Andrew Saville, J Shaw, Neill Sturrock, Cathie Simpson, Steve Vaughan, Brian West

Apologies for Absence: George Adams, Hazim Awbi, Ashley Bateson, Carla Batholomew, Eric Roberts, James Bourne, Gerry Brannigan, Derek Clements Croome, Paddy Conaghan, Mark Connor, John Davidson, Graham Dodd, David Doherty, Laura Dunlop, Tim Dwyer, David Fisk, David Fitzpatrick, Andy Ford, Derek King, Adam Keightley, John Mardaljevic, Farah Naz, Tadj Oreszczyn, Jonathan Page, Ian Small, Mariana Trusson, David Wigley

Attending from Governance Task Force: Graham Manly (Part Meeting)

In Attendance: Stephen Matthews, Stuart Brown, Clare Bott, Carilyn Clements, Hywel Davies, Stewart Gilmour

1 WELCOME AND INTRODUCTION

1.1 Nick Mead, President, welcomed members to the meeting and drew attention to apologies for absence received.

2 MINUTES OF THE LAST MEETING

2.1 The Minutes of the Meeting held on 9th October 2015 were approved as a correct record.

3 UPDATE / RESPONSE TO ISSUES DISCUSSED AT PREVIOUS MEETINGS AND ON QUESTIONS RAISED

3.1 Nick Mead reported that progress was being made with the Vision statement, and to move forward implementation of the Governance Review. He referred to the specific strands of the vision, being membership, knowledge, building performance and CIBSE Services and stressed the need to keep the strategic drive focussed so that progress could be made with the available resources. Volunteers would be approached to help steer smaller governance implementation groups, looking beyond the Board to include Council members, as well as the Fellows network and the YEN. This needed to be progressed within the next year, and input through email and electronic means would be utilised. It was suggested that Past Presidents could be a valuable resource in this respect, and this was agreed.

3.2 John Field reported that he had received twelve suggested items for discussion at Council, which he had grouped into three significant headings, plus five issues which could be dealt with by a quick response.

3.3 Information had been requested about the criteria for companies becoming CIBSE Patrons, and it was noted that a question had been raised over a current application regarding legal and payment issues. It was noted that there were no formal criteria in place, and that new applications were agreed through consensus by the Patrons themselves.
3.4 Regarding legal advice on the outcome of the Governance Review, it was noted that a report was about to be made to the meeting. The Institution’s solicitors had been given sight of the report, and had raised no concerns over the content.

3.5 Regarding progress on diversity, it was noted that there had been problems arranging meetings of the Diversity Panel, and that it had recently been reformed. Nick Mead had undertaken to move this forward and it was hoped that progress would be made in the near future.

3.6 Regarding the Edge report on Institutions and collaboration, it was noted that this was a key part of the Presidential theme and vision, but that a formal response had not been made at this stage.

3.7 Regarding the cost of the IT Strategy Project, it was reported that this was a complex project running over a number of years. The costs had been approved by the Board and reflected in budgets, and there was no need or intention to finance this work through any form of borrowing.

4 ISSUES RAISED FOR DISCUSSION BY COUNCIL MEMBERS

Boosting Role of Volunteers

4.1 John Field introduced the item, which encompassed a number of questions raised by Chris Jones; a list of points and proposals raised by Chris Jones is attached at Appendix A.

4.2 Chris Jones referred to the development of the Home Counties North West Committee from a small base to the current position where 17 volunteers were involved. He noted that younger members faced more pressures and that volunteering was likely to be more transient, increasing the need to focus on encouraging and retaining volunteers. He stressed the need to recognise volunteers, including the option of awards, and perhaps to make less time demands on them, as well as ensuring that their ideas were listened to, acknowledged and considered. He referred to the example of the IET, and suggested that a lot could be done for volunteers and that a volunteer and region engagement task force might be considered. The Journal might also be used to recognise volunteers who had made a significant contribution, with the President or Board to agree who should be listed and recognised in this way. He pointed out that people had a choice of professional homes, and it was important to retain CIBSE’s volunteer support. A start could be made by ensuring people were recognised in the Journal, and thanks given at appropriate times such as when they left the Board, or when a publication was issued.

4.2 Stephen Matthews agreed that recognition was essential and that mechanisms were in place, including the CIBSE pages of the Journal, but that these were perhaps not used sufficiently.

4.3 It was suggested that more HQ visits to the Regions could be undertaken, and that staff from the Journal might also visit Regions. Stephen Matthews confirmed that HQ tried to ensure staff visited every region every two years, but that such visits could be frustrating to organise; he was happy to arrange visits if Regions wished to receive them.

4.4 Phil Jones suggested that chairs of regions, committees and other sections of the Institution could be asked to put forward names to be included for recognition in the Journal, and that this might be undertaken once per year.

4.5 Bryan Franklin suggested that most volunteers did not seek out recognition, and questioned whether this would encourage others to get involved; it could however be tried, but the basis for inclusion needed to be clarified.
There was general support for the proposals to make volunteers feel valued, but it was acknowledged that it was only one aspect of what was needed to encourage people to volunteer.

**Improving the membership profile**

John Field reported that this issue had been raised by Andy Ford and David Fisk, who were not present at the meeting. It was recognised that the ‘baby boom’ generation reaching retirement and leaving the industry was a potential challenge, and there was concern that the number of MCIBSE and FCIBSE members, whose engagement was central to the work of the Institution, would potentially decline against a background of rising overall membership levels.

John Field acknowledged the importance of boosting corporate membership, which was a major aspect of current objectives. He did not accept that MCIBSE membership would necessarily drop, but equally there was an important debate to be had about corporate versus non-corporate grades of membership. These were key issues in terms of governance and membership growth. It was noted that in some parts of the Institution, such as SLL, recognised professions such as lighting designers, who might be Affiliate members of CIBSE but who qualified for MSLL because of their lighting expertise.

The importance of the values and standards of CIBSE as a professional body was pointed out, but it was suggested that CIBSE may need to broaden its professional base, and reference was made to the Chartered Environmentalist qualification which might be considered for those whose background did not lead naturally to Engineering Council registration.

**CIBSE design quality assessment tools**

Colin Ashford referred to work on projects for the audit commission which had identified concerns over the skills needed for projects in the £10M to £50M range. The same issues and problems were consistently identified across multiple projects; a list of issues was presented, including the small proportion of biomass boilers that worked effectively, and the general lack of sufficient awareness amongst designers of building physics. The right tools were needed to enable the clients to understand the key issues, and it was suggested that CIBSE could provide some simple, low level tools that could be run quickly looking at the parameters. He referred to work undertaken during the 1990s, and presented a matrix that was easy to complete and which provided feedback to clients. He went on to propose that CIBSE should consider using its knowledge base to deliver simple / low-skills design assessment tools.

Phil Jones reported that something similar was being tackled in respect of district heating, along the lines of a client checklist. Simple tools were needed, but were hard to create and might involve liability issues for CIBSE. It was best to keep this informal, and not to imply that any such tool would guarantee compliance so as not to run into difficulties.

The need to distinguish between compliance and building performance was stressed, and the suggestion was welcomed as a potential way for CIBSE to engage with clients and take a lead. Hywel Davies undertook to take the matter forward as a matter for potential consideration by the Knowledge Programme Sub-Committee and/or the CIBSE Services Board since there may be training implications. Council would be informed of developments at its next meeting.

**ACTION:** HD
GOVERNANCE – REPORT ON PROPOSALS AFFECTING COUNCIL

5.1 Graham Manly, Chair of the Governance Task Force, attended for this item. Nick Mead introduced the report and thanked the Governance Task Force for the great deal of work undertaken, and the very substantial report received. The relevant sections of that report had been circulated to Council and aspects relating to RLC has been discussed at the RLC meeting that morning.

5.2 A main principle of the report was the emphasis on communication and dialogue between staff, Council, the Board, Regions and all parts of the Institution. It had not been felt that the governance arrangements were fundamentally wrong, but that they had not always been implemented as well as they should be and processes needed to work better.

5.3 The review process was noted, and the report of the principles that had been addressed. The role of Council was defined in the by-laws and the principle of that role was felt to be sound, but that it needed to be made to work more effectively. Nick Mead referred in particular to the proposals for how council business should be planned, with the proposed establishment of a Council Consultative Panel (CCP). It was intended that CCP would plan the operation of Council and take account of Council members’ wishes when setting the agenda for meetings. It was proposed that the CCP be chaired by the President Elect, to ensure a good link to the Board, and to make sure that incoming Presidents were up to speed with the concerns of Council members.

5.4 Chris Jones expressed the view that communication of the governance review had been poor, with nothing substantial on the CIBSE website or in the CIBSE Journal. He noted that Council had not received the full document, and he felt he did not have full information and that members at large had no idea that the review was going on. He referred to the fact that one Region Chair had been unaware of the review.

5.5 Nick Mead expressed surprise that a region chair would be unaware of the background, since the matter had been raised in the Journal and had been reported at Council and recorded in the minutes. He acknowledged the need for the implementation of the review to be taken forward by smaller groups, which he believed needed to be established ahead of a communication plan and a programme for introduction. He intended to develop a programme to get implementation underway.

5.6 Phil Jones also expressed concern that the review had been undertaken without serious engagement with the membership, and was not convinced it had met its brief. He thought it was important to consider what Council was for; he wanted it to be a forum that provided checks and balances and did not believe the proposals would lead to that. He also objected to the principle of the President Elect or a Vice President chairing, as he felt there was a danger of the Board ‘talking to itself.’ He did not feel it was appropriate to create additional committees, and was not in favour of a CCP deciding what the Council agenda should be. He favoured a three year term of office for a leader / chair, to be voted on by Council themselves, and elected from the members of Council. He was concerned that a large proportion of Council was made up of Board members and Board appointees, and suggested that the Board should not be members of Council. He also felt that Standing Committee chairs should be elected.

5.7 It was pointed out that the function of Council was defined in the Charter and By-Laws, and it was suggested that the danger of creating conflict between Board and Council needed to be considered. Graham Manly explained the background to the proposals, and explained that the Consultative Panel system had worked well for the IMechE, and it was felt that it could work well within CIBSE.

5.8 After further discussion, Cathie Simpson suggested that a line needed to be drawn so that progress could be made. People were always likely to take different views, but the Institution needed to move forward, and any changes implemented could be reviewed in a
year’s time to see whether they were delivering the desired outcomes. All points of view needed to be engaged, and everyone had to be prepared for a degree of compromise.

5.9 Nick Mead suggested that the proposals set out in Appendices 1 and 2 be taken forward. Chris Jones proposed that the Council gratefully accept with comments the Governance Report for further review and development, and the majority of Council supported this proposal.

5.10 Regarding the Council Consultative Panel, it was proposed that this be established and tested, and this was agreed by the majority of the meeting. Council members were invited to consider volunteering for the Panel, and to let the President know if they wished to be involved. A vote would be held if the numbers volunteering exceeded a manageable number. It was confirmed that those appointed would not include Board members.

5.11 It was suggested that implementation plans should include a timetable for review, preferably to be considered at the same time next year.

5.12 John Field then reported on discussions at RLC that morning. Values for the Institution had been discussed (see Appendix 1 to these minutes), and a range of points had been covered including the need to track issues to avoid subjects being lost. There was felt to be a need to increase visibility and appreciation of the work of Regions, and a task force was being established to consider this. A specific issue relating to insurance cover for volunteers had been raised and was being clarified. Chris Jones read a series of governance proposals (CIBSE Values, Volunteers, Governance, Council, RLC, see Appendix 1 to these minutes) and referred to his proposed additions to the RLC Terms of Reference, in respect of being seen as a representative body, having provision for formal votes, coming under the same directorate as Council; he suggested an audit to ensure all issues were resolved by the end of the year.

5.13 Peter Sutcliffe questioned the points raised, expressing concern about the way in which the different committees would work. Chris Jones reported that there had been emphatic consensus at RLC that it needed a representative role in CIBSE’s governance. Peter Sutcliffe suggested it was important to ensure that CIBSE did not have two bodies carrying out the same function in parallel.

5.14 Regarding the protocols set out in Appendix 4, Chris Jones suggested that all members of committees should be honoured, and not only the Chair; he felt all members should be mentioned, and also staff. It was explained that this referred to the Chair’s role in keeping the meeting to time, and in ensuring that all members had an opportunity to contribute. The majority agreed that the wording as written was appropriate.

5.15 Appendix 5 was supported, and it was noted that many of the appendices needed to go to all Council members as new versions appeared. It was hoped to have this in place for new members in May.

5.16 Graham Manly also drew attention to the proposal that audits of governance procedures be undertaken in future to ensure that procedures were followed, as this had not always happened previously.

6 OUTCOME OF REGIONS WORKSHOP HELD ON 14TH JANUARY 2016

6.1 It was noted that a Regions workshop had been held during January to develop further thinking on the role of regions, and on where their focus should lie. Professional facilitation had been used, and it was felt that it had been very successful in providing an opportunity for discussion amongst Region Chairs. Amongst issues discussed were –

Alignment to values, and value to society
Raising of awareness and profile
Encouragement for grass roots spread of ideas
The possibility of paid staff in the regions

6.2 The question of CIBSE values had come up a number of times, with discussion points raised in a number of areas; this would be discussed further at RLC.

7 CHIEF EXECUTIVE’S REPORT

7.1 Stephen Matthews introduced the circulated report. He was encouraged by the debate held both at RLC and at Council, and recognised the importance of hearing the input from Council members. Frank and open discussion was needed, and he felt there was a need for better understanding between the Regions and CIBSE HQ. He believed the four strands of the Strategy offered the opportunity for progress, and welcomed the appointment of Rowan Crowley as Managing Director of CIBSE Services Ltd as a sign of this progress.

7.2 Stephen Matthews went on to note that 2015 had been CIBSE’s most successful year in many areas including the performance of the journal, the technical symposium, and usage of the knowledge portal. He referred also to the challenges identified in terms of the skills gap in engineering, the lack of capacity in the education system to produce what was required, particularly physics and mathematics teaching in schools, and also the shortfall in careers guidance to help young people make good decisions. Whilst there were a great many schemes and initiatives in place, the engineering profession needed to work together and coordinate its activities. He believe CIBSE was doing very good work and there was a huge opportunity, but also huge challenges. He thanked all Council members for their contribution, and stressed that their input was appreciated.

7.3 Chris Jones suggested that that there was much talent within the Institution, but that a lot of it was underused throughout the regions, and that it was important to ensure that effort was not wasted, and proposals not taken forward. He drew attention to a membership survey which he had initiated in the Home Counties regions. The valuable resource of members in the regions was acknowledged, as was the need to make best use of that potential.

7.4 Regarding the Institution’s premises, it was confirmed that this remained under consideration and that circumstances might be changed by the current proposal for Crossrail 2 to be routed through Balham. The option to replace the current conference centre with a 4 to 5 storey building, with the current office building being sold, was still under consideration, and other options were being explored. The Board had held its January meeting at the WWF building in Woking to see how they had produced a top quality sustainable building for their headquarters, and the potential for funding such a development were being considered. CIBSE’s current turnover was around £7M and this might increase considerably if the strategic plans were successful, but the sums involved in developing new premises were nevertheless very substantial in relation to CIBSE’s finances. A vision was needed that could be promoted, embracing the messages that the Institution wished to convey.

8 NEW INITIATIVES

8.1 Hywel Davies reported on BIM, noting that the government remained committed to introduction in April, although it did not appear there would be a clear definition of Level 2 BIM in that timescale. BSI had been given a contract to tie up a number of loose ends, and CIBSE was working with the Construction Products Association on templates. Further information would be provided as it became available, and it was noted that further significant developments were expected. Government was keen to drive this forward, and CIBSE needed to ensure that its members, the industry and the wider public was informed.

8.2 Regarding the impact on the private sector, it was noted that the April introduction related to central government procured projects. Within the private sector it would be for the market to decide, but it was understood that a number of major players wished to follow the
public sector lead, once they and their legal advisers were satisfied that everything was in order and worked properly.

8.3 Regarding whether education and prisons would be left out because they fell under delegated authority, it was understood that prisons would be included, and that there would be pressure in education also because the Treasury was keen for this to be implemented.

9 ANY OTHER BUSINESS

9.1 John Field acknowledged that this was Nick Mead’s last meeting as President and Chair of Council, and that it had been a period of much change, and much development to try to improve the effective working of the Council. He expressed thanks to Nick Mead for his work and his tireless commitment to the role of President. Nick Mead responded, noting that further change was planned, and expressing his commitment to help take it forward and to support John Field in his forthcoming year as President.

10 DATE OF NEXT MEETING

10.1 It was noted that the next meeting would be held on 16th June 2016.
Appendix 1

Issues / Proposals raised by Chris Jones

CIBSE VALUES

1. A set of CIBSE Common Values is proposed.

Other Institutions, like the IET, have Shared Values.

Shared Values act as a constant guide to volunteers and staff.

They also communicate CIBSE’s common purpose to members and wider society.

Introducing a set of CIBSE Shared Values could bond the Institution together.

2. Shared Values proposed to Council - to be detailed later - are:

- People
- Professionalism
- Integrity
- Purpose

VOLUNTEERS

1. The Institution should recognise all its “authorised volunteers” as a matter of urgency, make contact with them, and provide appropriate information.

The nature of volunteering is changing.

The estimated number varies between 950 volunteers (CIBSE Christmas message) and 2000 volunteers (Charities Commission website).

A Volunteers Charter was proposed by HCNW in 2014.

There are insurance obligations, expenses, and other policies to clarify and provide.

Volunteer recognition is a long-running issue in RLC.

The scale and nature may be a Charities Commission reporting obligation under SORP.

More tangible recognition should respond to the modern, transient nature of volunteers.
GOVERNANCE REVIEW

1. No communications plan was published.

2. The “Proposed CIBSE Council Member Information Pack” fails to provide the full information.

Repeated attempts to join the Governance Task Force have been rejected, and on further request, CIBSE Membership now reports that its work is entirely complete.

Other democratic institutions, such as the IET, engage in independent review of governance and provide extensive information and a platform for comments.

Respecting the “confidence” of Council business and only 6 days’ notice, Regions have been unable to consult Region Committees.

The only notice to the Membership was a small announcement in CIBSE Journal.

There have been no published updates in the Journal.

The Governance page on the CIBSE website has not mentioned the review.

Mention is made of LinkedIn but this was not published:

One Region Chair, in January 2016, was completely unaware that a Governance Review was underway.
3. Council’s role is to advise the Board. Therefore, Board Members should no longer be Council Members.

The Board and its chosen appointees represent half the Council - which advises the Board.

The Board of Trustees is therefore at risk of being seen to advise itself at Council.

Distinguishing Board Members from Council Members could only increase accountability.

4. All Standing Committee Chairs should stand for election every two years.

Standing committee chairs re-appoint themselves, with the support of the Board they advise through Council.

Member Elections would engage more CIBSE members and present a more transparent, accountable process.

Staggering the standing committee chair elections would ease introduction.

5. Co-option of any Council Members should be approved by the Council.

New Council Members have been appointed to the Council without properly notifying Council (by listing under apologies for absence).

There should be a limit on the number of Co-opted Council Members.
REGIONAL LIAISON COMMITTEE

1. RLC is seen as a representative body. It should therefore be under the same directorate as the Council – reflecting its governance role.

RLC’s purpose needs to change from historical reporting to member representation.

Region Chairs should consider that they have an additional duty to represent volunteers in CIBSE as a whole.

RLC should be placed under the management directorate – consistent with the Council - and this should be reflected in RLC’s new Terms of Reference.

2. As a representative body, RLC’s Members should have formal votes, like Council, reflecting RLC’s governance role.

Reports of “consensus” and followed by “lack of consensus”, agreed proposals followed by counter-proposals caused confusion and disappointment in 2015.

A more emphatic way of communicating RLC Members’ representations is needed.

Elected representatives of the Regions should be granted formal votes, consistent with the Council’s entitlement to vote, in RLC’s new Terms of Reference.

3. There should be an annual audit, monitoring how proposals and issues raised by Regions have been progressed at the end of each year.

RLC made some achievements in the last 3 years from Region proposals, but a great many are being lost by the process of “consolidating” the Region Reports.

The audit should be conducted by a Board Member – but not one serving on RLC.

RLC’s annual report should now be shared with RLC Members, Regions and Networks.