



Royal Institution of Chartered Surveyors
Governance Procedures and Processes
(made as Standing Orders) as approved
by Governing Council

Updated October 2021

GOVERNANCE PROCEDURES AND PROCESSES (MADE AS STANDING ORDERS PURSUANT TO BYE-LAW 1.2.2)

SO1 PROCESS FOR THE ELECTION, APPOINTMENT AND REMOVAL OF OFFICERS (OTHER THAN THE CHAIR OF GOVERNING COUNCIL) BY GOVERNING COUNCIL, AND FOR DEALING WITH TEMPORARY VACANCIES

1 Methods for election, appointment and removal of Officers other than the Chair of Governing Council

1.1 Election of Senior Vice-President

1.1.1 The term of office for the Senior Vice-President will be one Session.

1.1.2 A Senior Vice-President must be a Fellow at the time of assuming office.

1.1.3 Any Chartered Member may apply/be nominated for Senior Vice-President.

1.1.4 If a Professional Member is elected Senior Vice-President then they will automatically become a Fellow upon election.

1.1.5 All applications/nominations should follow the process as decided by the Presidential Nominations Committee (PNC), which may include (but is not limited to) a requirement for one or more of the following documents:

- A completed application form/statement addressing the candidate's competencies for the role.
- A curriculum vitae, which includes any relevant experience.
- A consent from the candidate to serve if elected and to be subject to any vetting procedures required for the position of Senior Vice-President.
- A statement of support from at least one Chartered RICS professional, with satisfactory disciplinary record, up-to-date CPD and who has known the candidate for at least one year.

1.1.6 In preparing their recommendations, the PNC will consider all applications/ nominations and use whatever form of assessment it deems appropriate based on the published role of the Officer and the skill set and experience of the candidate, which may include but is not limited to:

- psychometric assessment
- numeracy assessment
- literacy assessment.

The PNC may invite candidates to attend and discuss their suitability for the role and may also invite the proposer to attend and speak in support of the candidate.

1.1.7 The PNC will recommend candidates for Senior Vice-President to Governing Council at least 14 days before the meeting at which they will be elected.

1.1.8 The PNC will recommend only candidates who meet the criteria, regardless of numbers of candidates.

1.1.9 The information supplied with the nomination in 1.1.5 above will accompany the recommendations of the PNC.

1.1.10 Governing Council members will be given the opportunity to feed back their views to the Chair of the PNC on a confidential basis.

1.1.11 The details of the PNC's deliberations will remain confidential and written feedback will be provided to candidates if requested.

1.1.12 All candidates recommended to Governing Council will have the opportunity to address Governing Council and Governing Council will have the opportunity to question candidates.

1.1.13

- a** All Governing Council members can vote 'yes' or 'no' for each candidate or may abstain.
- b** Any candidate will first need to obtain an absolute majority of the votes cast by Council members (i.e. more than 50% support from the Council votes cast).
- c** For each candidate, the difference between the number of votes cast in favour of election and the number of votes not in favour of election is calculated. If the result of this calculation is greater than zero, the candidate has achieved a majority.
- d** Should more than one candidate achieve a majority, their majorities are compared and the candidates ranked according to the size of their majority (the largest majority being ranked first). The candidate with the largest majority is elected Senior Vice-President.
- e** In the event of a tie, the Chair of Governing Council will at their absolute discretion have the casting vote to select one of the candidates with the equal largest majority to be appointed as Senior Vice-President.

1.2 Confirmation of President-Elect

1.2.1 The term of office of President-Elect is one year.

1.2.2 The Senior Vice-President will be confirmed as President-Elect by Governing Council at a meeting at least 60 days before the start of the Session at which the President-Elect will take office unless at least ten members of Governing Council call for a vote of no confidence by all members of Governing Council in the Senior Vice-President becoming President-Elect. Any request to call for a vote of no confidence must be received by the Chief Executive at least 28 days before the meeting at which confirmation is due to take place.

1.2.3 If such a request is received, then the motion of no confidence will be moved at the next Governing Council meeting, followed by a secret ballot of those members of the Governing Council present. To succeed, the motion requires a simple majority of those voting. If the motion succeeds, Governing Council may appoint another Vice-President to act as President-Elect until the next election under R6.2.2 (a).

1.3 Confirmation of President

1.3.1 The term of office for President will be one year.

1.3.2 The President-Elect will be confirmed as President by Governing Council at a meeting at least 60 days before the start of the Session at which the President takes office unless at least ten members of Governing Council call for a vote of no confidence, in which case the procedures set out in 1.2.2 and 1.2.3 will apply except that Governing Council will appoint the Senior Vice-President to act as President until the next election under R6.2.2 (a).

1.4 Presidential Nominations Committee (PNC) – conflict of interest

1.4.1 Any member of the PNC who wishes to stand for an Officer's position shall, prior to submitting their application for an Officer role, resign from their position on the PNC with immediate effect and an appointment process shall be commenced to fill the vacancy on the PNC.

1.4.2 Members of PNC are not permitted to propose or second candidates.

2 Removal of Officers other than the Chair of Governing Council

2.1 Where any five members of Governing Council in writing, or the Chair of Governing Council so require or the Chief Executive so decides, the latter shall, in confidence, convene within seven days a meeting of the PNC (excluding such Officer(s) whose attendance they consider would be inappropriate, but in such circumstances adding such equivalent number of other Officers or Governing Council members as they shall select).

2.2 The sole business of the meeting (which shall be confidential) referred to in 2.1 above shall be:

- a** first, if necessary appoint a Chair and

b to consider such information as the Chief Executive has available to him as grounds upon which the PNC might conclude that the Officer(s) identified by those who required the Chief Executive to convene the meeting, or identified by the Chief Executive himself, should be removed from office, and to decide what action to take. The PNC may adjourn the meeting for further enquiries or any other reason(s).

2.3 If and when the PNC convened under 2.1 is minded to conclude that an Officer should be removed from Office, it shall notify the Officer in writing, giving its reasons, and giving that Officer a reasonable, specified period to make written or oral (at the Officer's discretion) representations to the PNC before it reaches its conclusion. The PNC may, at its discretion, invite the Officer(s) to give an undertaking as to their future conduct which it might accept, either conditionally or otherwise, instead of reaching the conclusion of removal from Office. These proceedings shall be confidential, provided that the Officer maintains that confidentiality.

2.4 In the event that the PNC decides that the Officer should be removed from Office, that decision shall be final.

2.5 Notwithstanding 2.1–2.4 above, the Chair of Governing Council may suspend any other Officer from Office with immediate effect, for either a specified period or until further notice, by oral (to be promptly confirmed in writing) or written notice where the Chair of Governing Council considers this to be in the best interests of RICS.

2.6 Within one week after any suspension in accordance with 2.5 above, the Chief Executive, or a nominated deputy, shall convene a meeting of the PNC in accordance with 2.1 above for the purposes specified in 2.2 above, to consider whether the suspension should continue or be withdrawn. If the PNC is minded to continue it, it shall give the subject the same opportunities of making representations as are described in 2.3 above. After those representations have been considered or the period for making them has expired, the PNC shall decide whether to continue the suspension.

2.7 Where the President is suspended, the President-Elect shall become acting President. In the event that the President-Elect is unable or unwilling to serve in this capacity the PNC convened under 2.6 above shall select the Senior Vice-President or, if the Senior Vice-President is similarly unwilling or unable to act, another Fellow to become Acting President, until the suspension of the President is lifted or the President is removed from Office and new elections are due.

2.8 Where a Vice-President is suspended, the position will remain vacant until the next elections for that position are due.

3 Suspension of the Chair of Governing Council

3.1 Where the Chair of Governing Council is suspended pursuant to procedures contained in the Global Appointments Model (GAM), the Chief Executive shall convene a meeting of the PNC excluding the Chair of Governing Council with the purpose of selecting a Fellow who is an elected member of Governing Council to serve as Acting Chair of Governing Council, until the suspension of the Chair of Governing Council is lifted or the Chair of Governing Council is removed from Office and a new appointment has been made under the GAM.

4 Temporary vacancies

- 4.1** If any Officer other than the Chair of Governing Council is unable to fulfil his or her duties because of ill health or any other reason, the Chair of Governing Council may appoint an individual to the role on a temporary basis for a period no longer than six months (such period being extendable following review by the Governing Council for a period no longer than six months) until the Officer is able to resume his or her duties.
- 4.2** If the Chair of Governing Council is unable to fulfil his or her duties because of ill health or any other reason, the PNC may appoint an individual to the role on a temporary basis for a period no longer than six months (such period being extendable following review by the Governing Council for a period no longer than six months) until the Chair of Governing Council is able to resume his or her duties.
- 4.3** If the Chair of a Governance Body is unable to fulfil his or her duties or the position becomes vacant unexpectedly, Governing Council may appoint a suitable individual to the role on a temporary basis for a period no longer than six months (such period being extendable following review by the Governing Council for a period no longer than six months) until the individual is able to resume his or her duties or a selection process undertaken in accordance with the Global Appointments Model has successfully identified an appropriate replacement.

SO2 PROCESS FOR ELECTION TO GOVERNING COUNCIL UNDER REGULATION 6.1.1(c)

1 Members to be elected by Members under Bye-Law 6.1.1(a)(iii) and Regulation 6.1.1(a)(iii) and (iv)

- 1.1** The Chief Executive shall issue notices informing Members of their right to nominate Members for election to membership of the Governing Council.
- 1.2** A Member may nominate as many candidates as there are vacancies but they may not nominate more than one candidate for any one of such vacancies.
- 1.3** Nomination shall be made in writing signed by the Members making the nomination (who shall not be less than five in number) and shall contain, or be accompanied by the information specified in paragraph 1.5(a) to (e) below, an undertaking to accept office if elected signed by the nominee, and a digital photograph. Nominations shall be delivered to the Chief Executive or his nominee in accordance with the published timetable.
- 1.4** A nominee may request that their information is assessed by the Nominations Committee, following which the Nominations Committee may carry out an assessment process and may indicate to the Chief Executive whether or not it endorses the nominee.

1.5 The Chief Executive shall prepare a list of all candidates who have been validly nominated and are eligible to serve. The names of the nominees shall appear in alphabetical order by surname and against the name of each nominee the following details shall appear:

- a** grade of Membership
- b** professional position
- c** practising address (in the case of a non-practising Member, the residential address)
- d** the persons by whom the Member is nominated
- e** such other information or materials as Governing Council may determine from time to time and
- f** whether or not the person has been endorsed by the Nominations Committee.

1.6 Members to be elected under Regulation 6A.1.1(a)(iv) or Regulation 6.1.1(a)(iv) shall be elected by the market electorates from the relevant country/region.

2 Prohibition on members holding more than one place on the Governing Council

2.1 A Member may not stand for election for more than one place, or hold more than one place, on Governing Council.

3 Temporary vacancies on Governing Council

3.1 Where a vacancy on the Governing Council arises, the Chair of Governing Council may make an appointment to fill the vacancy having consulted with the Nominations Committee and obtained the approval of the Nominations Committee as to the appointment and the appropriate term which shall not be longer than six months.

4 Alternates

4.1 Those elected or appointed to any position within the Institution are appointed as individuals and they have no power to authorise an alternate to act or attend in their stead except where Regulations so provide.

SO3 PROCESS FOR EMERGENCY DECISIONS UNDER BYE-LAW 6.1.3 AND 6.1.4(d)

1 Meetings (both physical and virtual) of Governing Council and of Governance bodies established by it, should be held frequently enough to address regular business in a timely manner. It is recognised that in exceptional circumstances, there may be matters of such urgency that it is impractical to consult members by telephone or correspondence.

- 2 Every practical effort should be made to consult the members, however, in such an urgent matter, a Chair, (or in his absence a vice-chair) of the Governance body in question, may take decisions that would normally be taken by the Governance body itself.
- 3 A written report of the decision taken shall be provided to the members of the Governance body promptly, including an explanation of the reasons for the urgency of that decision.
- 4 It is not expected that this authority will be used frequently. The number of decisions taken in this manner should be considered by the Committee or Board in question annually when its terms of reference are reviewed to consider whether the frequency of meeting is still appropriate and to be satisfied that the mechanism is not being used to circumvent proper process.

SO4 PROCESS FOR THE CONDUCT OF GOVERNING COUNCIL MEETINGS UNDER BYE-LAW 6.1.4(d)

1 Notice

- 1.1 The Chief Executive shall give formal notice of meetings at least 14 days in advance by the issue of an agenda. If a Member fails to receive such notice it shall not invalidate a meeting.
- 1.2 A special meeting of Governing Council may be called by the Officers or by written notification by at least 20% of Council members to the Chief Executive. The notice of meeting of Governing Council must be issued within 28 days of receipt of the written notification to the Chief Executive, unless a meeting of the Council is already planned within 42 days of the notification.

2 Agenda

- 2.1 The Chief Executive shall determine in consultation with the Chair of Governing Council the matters to be considered by Governing Council in accordance with the Bye-Laws and Regulations, the order in which they are to appear on the agenda, and the material to be supplied or presented to Governing Council to assist it in its deliberations.
- 2.2 Members of Governing Council may submit policy items or matters for debate, to the Chief Executive for consideration for inclusion on the next or any agenda of the Governing Council. Items which Members wish to be included within the next agenda must be notified at least four weeks before that meeting. Papers for circulation with the agenda must be received by the Chief Executive at least three weeks before the meeting.

2.3 Items submitted and supported by 10 members of the Council shall be included on the agenda. In other cases the Chief Executive shall decide in consultation with the Chair of Governing Council, whether the item(s) notified is/are to be included on the agenda, and shall also decide whether papers supplied will be circulated, or give the reason(s) for not agreeing inclusion of items or circulation of papers.

3 Attendance and quorum

3.1 The quorum for Governing Council meetings is 40% of its members.

3.2 The Governing Council, the President, the Chair of Governing Council or the Chief Executive can request and permit any person to attend and participate, but not vote, at any meeting or part of a meeting of the Governing Council.

4 Meetings procedure

4.1 Members should raise any concerns or questions in writing on matters arising from the minutes of the previous meeting with the Chief Executive at least 10 days before the next Governing Council meeting. If the member is still dissatisfied with any response (or lack of response) by 12 noon 2 working days before the day of the meeting they must notify the Chief Executive by close of business that day. If this procedure is not followed, the Chair of Governing Council may decline to allow members to raise any matters arising at the Governing Council meeting.

4.2 The Chair of Governing Council shall have absolute discretion in the following matters:

- the order in which the business is taken
- the time devoted to each matter
- adjournments of the meeting
- whom they will allow to address the meeting and for how long and
- whether to adjourn the meeting, and if so to what date, time and place.

4.3 Where a member proposes that the meeting takes a decision or suggests an amendment to a proposal, each item shall be formally proposed and seconded. Where the Chair of Governing Council considers it necessary, amendments shall be voted upon before the original proposal is put to the meeting.

4.4 Governing Council shall consider, before taking individual decisions, the extent to which prior consultation or public release of its proposed decision would be in the best interests of RICS, including relationships with the wider membership.

Delivering confidence

We are RICS. Everything we do is designed to effect positive change in the built and natural environments. Through our respected global standards, leading professional progression and our trusted data and insight, we promote and enforce the highest professional standards in the development and management of land, real estate, construction and infrastructure. Our work with others provides a foundation for confident markets, pioneers better places to live and work and is a force for positive social impact.

Americas, Europe, Middle East & Africa
aemea@rics.org

Asia Pacific
apac@rics.org

United Kingdom & Ireland
contactrics@rics.org



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