

At the beginning of the year, the Society's President initiated a review of the Society's governance structure and tasked the six past presidents on the Trustee Board to develop a model for the future. The result of this review is being developed and, working with all PSCs, is being matured into a model that will ***modernise the way the SOE's Trustee Board does business.***

On 8 February 2022, the SOE's Trustee Board met and voted in favour of changes to the structure of the Society. At a subsequent meeting on 4 March 2022, the Trustee Board resolved that an interim structure would be adopted and developed over time.

The proposed changes seek to reflect the modernisation of the SOE's Trustee Board including the way our Trustee Directors are placed on the board to deliver specific functions and to represent our individual Professional Sectors. ***We are not restructuring the SOE as a whole.*** We remain an organisation that is centred on our Professional Sectors. No sectors, no SOE.

Key changes to the way the Board will operate are noted here:

- **What.** The Board will include a number of lead directors (focused on corporate functions e.g. Strategy, Finance) as well as the other directors (focused on representative roles e.g. each of the professional sectors, diversity and inclusion). **Why.** The Charity Commission are increasingly using the 'lead' director terminology to describe the directors that focus on the corporate-like function. This change brings the SOE in line with best practice.
- **What.** PSC Chairs will sit outside of the Board structure. **Why.** The Board's new structure frees up the PSC Chairs from any legal entity responsibility to focus on the day-to-day elements of their respective PSCs inc. the membership experience.
- **What.** PSCs will place a Director-level, sector representative on to the Board. **Why.** With the PSC Chairs focusing on their respective PSC, the PSC-orientated director will represent the PSC at Board level.
- **What.** All Directors will be elected and/or placed on the Board having met the director-level standard of Key Skills and Experience (KSE). **Why.** This will ensure the quality and calibre of those on the Board represent a common, consistent, and equitable level of directorship.
- **What.** The Membership & Professional Standards (M&PS) will form a key element of the wider Head Office 'Group'. **Why.** In combination with Head Office, the wider Head Office Group includes those parts of the organisation that provide a central function across all elements of the Society. M&PS' central function is recognised by the committee's place in the wider Head Office Group. The SOE's licence signatory will be jointly signed by the President and the COO.
- **What.** An Engineering Advisor role will be established in Head Office. **Why.** Head Office provides a front-door facility for the SOE and its PSCs. Head Office needs a qualified engineer to provide a first response to external requests for information or internal

questions and to coordinate a more detailed response from the pertinent professional sector.

Concurrently, the Trustee Board has spent time updating our Memorandum & Articles of Association (Mem & Arts). The 2017 Engineering Council License Review agreed that the current Mem & Arts needed to be brought into line with best practice. The update achieves this and allows us to respond to future regulation, societal and technology change in a more agile way. A vote to endorse these Mem & Arts will be conducted in an Extraordinary General Meeting (EGM) to be held on 30 June 2022. All eligible members will be able to vote on at this EGM.

You can view the resolutions passed on 4 March [here](#).

FAQs about the structural changes are available [here](#).