



THE INSTITUTE OF HISTORIC BUILDING CONSERVATION

REGULATIONS AND STANDING ORDERS FOR COUNCIL, BRANCH AND COMMITTEE PRACTICE

These standing orders have been prepared for, and agreed by the Council of The Institute of Historic Building Conservation, hereafter referred to as the IHBC or the Institute, in order that the administration of the Council and its Branches and Committees can be as effective as possible, and the financial administration of the Institute open and honest. These are supported by the Code of Professional Conduct of the Institute and such other guidance as the Institute issues.

These regulations and standing orders are subject to Annual Agreement by the Council of the Institute at the Council meeting next following the Annual General Meeting. Without annual agreement of the Council, they do not supersede the previous year's regulations and standing orders. Proposed amendments should be passed to the Secretary, for consideration by the Council.

Contents

Administrative Regulations
Financial Regulations
Arrangements for Delegated Powers
Standing Orders

APPENDICES UNDER REDEVELOPMENT

Appendix 1: Officers' Job Descriptions

- The Chair
- The Vice-chair
- The Secretary
- The Treasurer
- The Membership Secretary
- The Editor
- The Education Secretary
- The Publicity Secretary
- The Branches Secretary
- The Consultations Secretary
- The Schools Secretary
- The Technical Secretary
- The European Secretary

Appendix 2: Committees' Terms of Reference

- The Membership Committee
- The Publications Committee
- The Education Committee
- The Publicity Committee
- The Consultations Committee
- The Technical Committee
- The European Committee

Appendix 3: Format for Council Agenda Papers

Appendix 4: Format for Council Committee Minutes

Appendix 5: Guidelines and Rules for Regional Branches of the IHBC

Appendix 6: Terms of Reference for the Branch Meetings

Administrative Regulations

Administrative Regulation 1: The Council of the Institute

1.1 Subject to the provisions of any Acts or laws, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Institute of Historic Building Conservation is managed by the Council Members, operating as the Council of the Institute. The voting members of Council Members are the Trustees and Directors of the Institute (cf Articles, Interpretation). The Council may exercise all the powers of the Institute, deciding policy, regulations, standing orders, financial matters and delegations. The Council is made up of all elected officers of the Institute and Branch representatives.

1.1.1 For the purpose of clarity, only those members of Council who are elected as officers at the Annual General Meeting, or whose appointment as Branch Representatives has been reported, endorsed and deemed to be elected at the Annual General Meeting, have full voting membership of Council. These are the Trustees and Directors of the Institute (cf Articles of Association, Interpretation & 6.2), hereafter referred to as Trustees.

1.2 Council Members: Elected Officers

The following elected officers, by virtue of election at the Annual General Meeting, are Trustees of the Institute and therefore have voting rights on Council: Chair, Vice-Chair, Secretary, Treasurer, Membership Secretary, Chair of the Editorial Board, Education Secretary and Publicity Secretary (para 9.4 of the Articles).

1.3 Council Members: Branch Representatives

Each Branch of the IHBC shall nominate a single Council member to represent that Branch and all nominees' names will be issued with the AGM papers in order that each of the representatives named may be elected at that meeting. The Branch Representative may be the Branch Chair. Further details on Branch Representatives can be found in the Articles of Association (paras 9.1-2). See also paragraph 5.2.

1.4 The Duties of the Council

The main duties of the Council, subject to the Memorandum and Articles of Association, are:

- (1) the development and operation of regulations and standing orders relating to the working of the Institute and its Council;
- (2) the agreement of policy for the Institute;
- (3) the development and operation of regulations relating to the membership of the Institute, and the election of members);
- (4) decisions on finance;
- (5) the development and operation of the Code of Conduct,
- (6) the appointment of the Secretary of the Institute;
- (7) the supervision of elections at the Annual General Meeting and the co-option of unelected officers;
- (8) and various other matters relating to the good management of the Institute.

- 1.5 Quorum
The quorum for Council meetings is not less than six voting members.

Administrative Regulation 2: The Officeholders and Officers of the Institute

2.1 The President

The President is appointed by Council as a non-voting member of Council. The President is appointed in accordance with paragraph 16.1 of the Articles of Association.

2.2 The Secretary

The Secretary is the Company Secretary of The Institute of Historic Building Conservation (as a Company Limited by Guarantee and Not Having a Share Capital). The Secretary is appointed as Secretary by Council, following election as a member of Council at the AGM (see paragraph 14.1 of the Articles of Association).

2.3 Officers of the Institute

Officers of the Institute include those elected at the Annual General Meeting and those who are appointed to Council. The following are the officers of the Institute (para 9.4 of the Articles of Association):

Chair	(Chair)
Vice-Chair	(Vice-Chair)
Treasurer	(Treasurer)
	Education Officer
	(Education, Training and Standards Committee Chair)
Publicity Officer	(Communications and Outreach Committee Chair)
Membership Secretary	(Membership and Ethics Committee Chair)
Context Editor	(Policy Committee Chair)
	(Finance and Resources Committee Chair)

2.4 Other officeholders of the Institute

The Council of the Institute may, at its absolute discretion, appoint further full (i.e. voting members of Council) beyond the number of elected officers and Branch Representatives, up to the number of 30, being the maximum number of voting members of Council. Officeholders who are not appointed to Council are not officers.

2.5 Observers

Council may also appoint to Council observers without voting rights, again as long as the overall number limit for the membership of Council is not exceeded (paragraphs 9.7 and 9.8 of the Articles of Association).

2.6 Terms of Office of elected officeholders and officers of the Institute

All elected officer posts of the IHBC are subject to annual re-election at the Annual General Meeting of the Institute. Other officeholders are subject to

annual appointment by Council at the meeting immediately following the AGM, including the President and Secretary.

2.7 Training and Support Structure

A training and support structure is being developed, so that all officers can be trained in the particular skills necessary for the execution of their jobs. In some cases, it may be useful for a supporter or successor to take a shadowing role so that no hiatus occurs, in case of unforeseen event.

2.10 Notice of Nomination for Election to Council

All elected officers must fill out forms prior to election to inform the Secretary of their candidacy before the Annual General Meeting. The forms will be sent to the officers at the appropriate time.

Administrative Regulation 3: Conduct of Council

3.1 Agreement of Agendas

Agendas will be drafted by the Director and agreed between the Chair, Vice-Chairs and Secretary (as appropriate), to be sent out for Council meetings not less than 7 days before the meeting concerned.

3.3 Submission of papers for Council meetings

Officers and Branch Representatives will send papers for decision or report to the National Office of the Institute, at least 14 days prior to the date of the meeting, given that agendas will be sent out not less than 7 days prior to a meeting. See also paragraph 3.12.

3.5 Council paper deadlines

To allow the Secretary adequate time to prepare Council agendas, the Secretary will, every year, inform all members of the Council and, through the Newsletter, all members of the Institute, of the deadlines for the submission of papers for Council business.

3.6 Late papers

Should a paper be received after the relevant deadline, the paper may be held over until the following meeting of the Council, unless it has been agreed by the Chair and the Secretary that it is a *bona fide* matter of urgent business.

3.7 Management of emergency/urgent items of business

Emergency or urgent items of business may be brought to Council meetings only with the prior agreement of the Chair and the Secretary.

3.8 Format for submission of papers to Council meetings

The format for the submission of papers to Council meetings, including matters for decision, for discussion and for noting or report, can be found at Appendix 3.

3.9 Minutes of Council meetings

Minutes of Council meetings will be taken by the Administrative Officer, an employee of the Institute, and these minutes will be available for inspection by the membership by prior request in writing. The minutes will include notice of:

- (1) all appointments of officers; and
- (2) all decisions taken at meetings of the Council, including the names of the Council members present at each such meeting and apologies;
- (3) all financial decisions
- (4) voting on all issues.

Minutes of all Council meetings shall be issued to each branch within 30 days of the approval of such minutes by the Council.

The format of Council minutes shall be arranged to provide both hanging indices and a list of action points for quick reference (a draft specimen for action points is included at Appendix 4). The draft minutes will be brought back to the succeeding meeting, signed by the Chair following the amendments made and initialled by the Secretary, and then they will be kept by the Administrative Officer for record.

3.10 Format of Reports

The format for reports is given in Appendix 3.

3.11 Reports by members of the IHBC who are not members of Council

Council may receive reports from non-members of Council at the discretion of the Chair, Secretary and, as appropriate, Council itself. Any member of Council or other party wishing Council to receive such a report should first contact the Secretary who will make the appropriate arrangements for consideration and, as appropriate, presentation.

3.12 Behaviour by Members of Council and Observers

Council members should note that they should at all times maintain the dignity of Council. Breaches of standards should be brought to the attention of the Secretary for consideration by Council. Under the Code of Conduct Council has the right to retract membership of the Institute. Retraction would necessarily result in the removal of all rights and powers on Council.

Administrative Regulation 4: Branches

4.1 The Institute has divided the United Kingdom of Great Britain and Northern Ireland into 13 regions, each represented by a branch. The boundaries of each area represented as a branch may be varied and/or approved from time to time by the Council but shall be deemed to be unchanged in the absence of any resolution of the Council to the contrary made not less than 28 days prior to an Annual General Meeting.

4.2 The members in each branch are entitled to nominate a single Council member to represent that branch and each branch shall notify the Council (through the Secretary) of the identity of their nominee prior to the Annual General Meeting. Further matters relating to the appointment of branch representatives can be found in the Articles of Association.

4.3 Branch Organisation

Branch constitutions are subject to the terms of the Memorandum and Articles of Association, the Code of Conduct, and the Standing Orders presented here. Guidance for running Branches is being enhanced and interim guidance is included at Appendix 4. All Branch constitutions must be approved by, and are subject to the approval of, Council.

4.4 Branch Finances

Each branch is an integral part of the Institute, its assets being wholly owned by the Institute. Each branch therefore has a duty of care to ensure that its finances are kept in good order and are only used for purposes which relate to the charitable work of the Institute. Financial operations in Branches must accord with the terms and spirit of the national regulations and guidelines. Council has the discretion at any time to empower the investigation of Branch finances, and to act in accordance with its legal and fiduciary duties.

4.5 Financial Obligations and Reporting to Treasurer

Branch budgets, expenditure and accounts must be agreed every year with Council. The Treasurer will make recommendations to Council on the basis of national budget and Branch business plan. The Branch will be notified of the Council's decision by the Treasurer in writing. Each Branch will prepare annual accounts to be provided to the Treasurer in time for the annual examination of the Institute's books, currently in October, and for the January Council meeting, giving a statement of the accounts of the branch.

4.6 Reporting to the Council

Each branch will provide for each meeting of Council a written report of any activities. In the absence of a report, a note of 'Nothing to report' for that Branch will be circulated in the Council Papers. In addition, Branches will provide the Communications and Outreach Committee with a regular report of its activities.

4.7 Notice of Nomination as Branch Representative

It is the duty of each Branch Representative to fill out the appropriate nomination form within the timescale given by the Secretary prior to the Annual General Meeting to inform the Secretary of their nomination by their Branch. The forms will be sent to the officers at the appropriate time.

Administrative Regulation 5: Committees of Council

5.1 The Council can institute committees to support and advise Council on the running of the Institute as it sees fit. The following are the current committees of the Institute:

- (1) Finance and Resources Committee
- (2) Membership and Ethics Committee
- (3) Education Training and Standards Committee
- (4) Policy Committee
- (5) Communications and Outreach Committee

5.2 Committee Terms of Reference

Each Committee shall develop terms of reference detailing their activities,

objectives and membership, described on Committee Registration Forms. These shall be agreed, approved and monitored with and by the Council of the Institute and passed to the Secretary for incorporation within these Standing Orders. Committees shall, moreover, keep the Secretary informed of any changes, for bringing to the attention of the Council if necessary.

5.3 Committee Finances

Each Committee is an integral part of the Institute, any assets and resources being wholly owned by the Institute. Each Committee therefore has a solemn duty of care to ensure that its finances are kept in good order and are only used for purposes which relate to the work of the Institute.

5.4 Financial Obligations and Reporting to Treasurer

In so far as it might apply, committee budgets and expenditure will be allocated every year by Council in accordance with the resources available to it, with the advice of the Treasurer and Finance and Resources Committee. In addition, any Committee may present a case to Council for funding exceptional items or initiatives. Any such case must be made through the processes required by Finance and Resources Committee, typically in the presentation of a full business case with balance sheet, and will only be supported by Council where the resources of the Institute allow.

5.5 Reporting to Council and *Context*

Each Committee will provide Council with a current report of its activities. These may take the form of minutes and other notes of meetings. In addition, Committees will provide the Communications Committee with a report of its activities.

Administrative Regulation 6: The Company and Charity

Move to 1 above. 1 to become 2, etc.

6.1 The Company and Charity

All elected officers and Branch Representatives are directors of the company limited by guarantee and therefore also trustees of the charity. Further details may be had from the Secretary who acts as Company Secretary in these respects.

6.2 Meetings of the Directors

For the purposes of the company, the Institute's directors do not meet collectively apart from Council, and Council acts as the forum for decision-making by the directors.

6.3 Code of Conduct for Directors

Members of Council, as directors of the company, will sign a trustee declaration at the Council meeting following the AGM and pass it to the Secretary. Any director who has failed to sign the trustee declaration will not be permitted to vote.

Administrative Regulation 7: The Director, Project Officer and The Administrative Assistant

7.1 Line Management of the Director, the Projects Officer and the Administrative

Assistant

The Secretary has line management responsibility for the Director, with the Chair as countersigning officer. Council members wishing to pass work to the Director should first contact the Secretary for clearance. The Director has line management responsibility for the Projects Officer, with the Secretary as countersigning officer. Council members wishing to pass work to the Projects Officer should first contact the Director. The Administrative Assistant is an employee of Cathedral Communications Ltd and the Director controls work flows to the Administrative Assistant in the first instance.

7.2 Job Description of the Director

The Job Description of the Director is under preparation.

7.3 Job Description of the Projects Officer

The Job Description of the Projects Officer is under preparation.

7.4 Job Description of the Administrative Assistant

The Administrative Assistant will carry out the following work:
Attend meetings of Council and as requested by the Director, of Council Committees to take minutes, issue minutes and check receipt, re-issue and re-format as requested and take and issue action points as above.

- 1 Administer the postal voting system for the Annual General Meeting.
- 2 Order, hold and distribute IHBC stationery as necessary.
- 3 Operate the official IHBC telephone number, receiving and re-directing calls and inquiries to officers and Branch Representatives as appropriate.
- 4 Arrange meetings as requested by the Chair.
- 5 Hold and up-date the list of official IHBC representation on external bodies.
- 6 Hold and update the address list for IHBC Council members.
- 7 Print and distribute membership application packs on the instructions of the Membership Secretary.
- 8 Oversee the administration of the membership database, including updating and arranging for the collection of annual subscriptions on the instructions of the Membership Secretary, in accordance with the direction of Council.
- 9 Such other duties as agreed by Council.

Administrative Regulation 8: Sub-Committees or Panels of Council

8.1 The Council can also, directly or through its committees, institute sub-committees or panels to implement the policy or day-to-day operations of the Institute as it sees fit. Such bodies may operate as a sub-committee, as an individual officer or as an e-panel in accordance with the agreement of Council. The following are the current sub-committees or panels of the Institute, with the Committee to which it reports noted in brackets:

- 1 Consultations Committee (Policy)
- 2 Technical Committee (Policy)
- 3 European Committee (Policy)
- 4 Editorial Board (Communications)
- 5 Disciplinary Committee (convened by Council)
- 6 Membership Appeals Panel (convened by Council)
- 7 Places of Worship Panel (Policy)
- 8 Rural (Policy)
- 9 Architectural History (Policy)

8.2 Sub-Committee and Panel Terms of Reference

Each Sub-Committee or Panel shall develop terms of reference detailing their activities, which shall take into account their close relationship with the Committee to which they report. These shall be agreed with the respective Committee of the Institute, endorsed by Council and passed to the Secretary for incorporation within these Standing Orders. Sub-Committees shall, moreover, keep the Secretary informed of any changes, for report to Council if necessary.

8.3 Sub-Committee or Panel Finances

Each Sub-Committee is an integral part of the Institute, any assets and resources being wholly owned by the Institute. Each Sub-Committee or panel therefore has a solemn duty of care to ensure that its finances are kept in good order and are only used for purposes which relate to the work of the Institute.

8.4 Sub-Committee or Panel Financial Obligations and Reporting to Treasurer

In so far as it might apply, sub-committee and panel budgets and expenditure will be allocated every year by Council in accordance with the resources available to them, with the advice of the Treasurer and Finance and Resources Committee. In addition, any sub-committee or panel may present a case to Council for funding exceptional items or initiatives. Any such case must be made through the processes required by Finance and Resources Committee, typically in the presentation of a full business case with balance sheet, and will only be supported by Council where the resources of the Institute allow.

8.5 Reporting to Council and Context

Each sub-committee and panel will provide its parent committee with a current report of its activities. These may take the form of minutes and other notes of meetings. In addition, sub-committees and panels will provide the Communications Committee with a report of its activities.

Administrative Regulation 9: IHBC Representation and Endorsement

- 9.1 From time to time the Institute may appoint representatives who are not members of Council to represent the Institute on working parties and other committees external to the Institute. Each representative will be required to report in writing to the Council or as otherwise requested by Council or its officers. Representatives are appointed at the absolute discretion of Council and terms are subject to Council's discretion. .
- 9.2 The Secretary, with the support of Committee chairs, will keep a list of official Institute representatives, and will monitor reporting programmes.
- 9.3 From time to time, the Institute may endorse products or the pronouncements of bodies or individuals external to the Institute. All proposals for endorsement must be placed before Council for agreement. Such proposals for endorsement must be passed by the appropriate Branch Representative or Officer to the Secretary who will prepare a paper for Council. Urgent requests for endorsement can be signed off by the Chair.

Administrative Regulation 10: IHBC Correspondence

- 10.1 Correspondence to the Institute may be received by many recipients and it is essential that it is dealt with in a professional manner. All correspondence, other than that relating directly to the officer-specific post, or to Branch matters, should be passed forthwith to the Director, who will deal with it also forthwith.

Administrative Regulation 11: Disciplinary Matters

- 11.1 A disciplinary policy is under development.

Administrative Regulation 12: Use of the IHBC Logo and Address

- 12.1 It is a requirement of company and charity law that each document, letter, publication, poster, etc. which is written or published in the name of the IHBC, must contain the registered address of the IHBC, and the registered numbers of both the company and the charity. All officers of the IHBC, branch representatives and branch and committee members, when

corresponding or publishing on behalf of the Institute, must ensure that the appropriate information is always included in all documents. A master of the appropriate layout is appended.

- 12.2 Similarly, the IHBC logo should be used as the standard heading for all correspondence, and may be used on other documents and correspondence. The Welsh Branch will use headings translated into Welsh where appropriate. The Institute will consider the adoption of bilingual or other inclusive headings.
- 12.3 All branches and other groups, such as Annual School organising committees, wishing to use a specific logo, should inform the Director, who will ensure that Council can consider the variation or addition to the logo. No non-standard logos may be used without the approval of Council.