



RICS Governance Procedures and Processes (made as Standing Orders) as approved by Governing Council

Updated June 2024

Governance Procedures and Processes (made as Standing Orders pursuant to Bye-Law 6.1.4 (d))

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

1.1.4 Any Chartered Member may apply for Senior Vice-President provided:

- at least two years have elapsed since they applied to be Senior Vice President unsuccessfully in two consecutive years and
- they meet the 'Good Standing' criteria set out in paragraph 1.1.5.

1.1.5 A member fulfilling the following criteria will be considered to be of Good Standing:

- a satisfactory disciplinary record and no non-disclosure of pending disciplinary matter
- b compliant CPD record and
- c subscriptions are up to date.

1.1.6 All applications should follow the process as decided by the Nominations and Remuneration Committee (NRC), which may include (but is not limited to) a requirement for one or more of the following documents:

- a A completed application form/statement addressing the candidate's competencies for the role.

- b** A curriculum vitae, which includes any relevant experience.
- c** 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.
- d** A statement of support from at least three Chartered RICS professional, with satisfactory disciplinary records, up-to-date CPD and have known the candidate for at least one year.

1.1.7 Each supporter must be a member of 'Good Standing' (as set out in paragraph 1.1.5 above), which will be verified against the RICS database.

1.1.8 An Appointment Panel shall be appointed annually by the NRC comprising of a member majority and excluding current members of Governing Council, any member intending to stand for election, and the Executive. The final composition of each Appointment Panel shall be determined by the NRC. Membership of each Appointment Panel will be published.

1.1.9 In preparing their recommendations, the Appointment Panel will consider all applications 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.

1.1.10 The Appointment Panel may invite candidates to attend and discuss their suitability for the role and may also invite the supporter to attend and speak in support of the candidate.

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

1.1.12 The Appointment Panel will recommend only candidates who they have assessed as being suitable. There is no maximum number of candidates which the Appointment Panel can recommend. Equally, if there are no candidates who meet the criteria the Appointment Panel do not need to recommend any candidates.

1.1.13 The information supplied with the application in 1.1.12 above will accompany the recommendations of the Appointment Panel.

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

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

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

1.1.17 There is no requirement for Governing Council to elect a candidate if none of the candidates are suitable.

- 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.

1.1.18 In the event that no candidate is elected to the position of Senior Vice-President because either the Appointment Panel are unable to find a suitable candidate to recommend to Governing Council or because Governing Council do not elect a Senior Vice-President, then the NRC will start the process to elect a Senior Vice-President again.

1.2 Confirmation of President-Elect

1.2.1 The term of office for 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 is 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).

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/her 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 him/herself, 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.

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.

4.2 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 A Member may nominate as many candidates as there are vacancies.

1.2 Every candidate satisfying the following requirements shall be presented to the membership electorate in the relevant constituency:

- a the 'Good Standing' criteria as specified in paragraph 1.3
- b the application stage materials specified in paragraph 1.4 and
- c the supporter endorsement as specified in paragraph 1.5.

1.3 A member fulfilling the following criteria will be considered to be of Good Standing:

- a satisfactory disciplinary record and no non-disclosure of pending disciplinary matter
- b compliant CPD record and
- c subscriptions are up to date.

1.4 Applications shall be made in writing. The requirements for applications shall be made available by the NRC annually and in good time ahead of elections.

1.5 Every candidate shall secure the endorsement of a number of members (such number to be specified by the NRC from time to time) who shall confirm in writing their formal endorsement of the candidate and the candidate's suitability to serve on Governing Council. Supporters can endorse more than one candidate.

1.6 The Nominations and Remuneration Committee shall ensure that appropriate details of all candidates are shared in good time with the electorate to allow the elections to go ahead. Members to be elected under Regulation 6.1.1(a)(iii) shall be elected by the geographical 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 two places, 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 NRC and obtained the approval of the NRC 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/her 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 meetings 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 ten 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 ten days before the next Governing Council meeting. If the member is still dissatisfied with any response (or lack of response) by 12 noon, two 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. As a member-led chartered professional body working in the public interest, we uphold the highest technical and ethical standards.

We inspire professionalism, advance knowledge and support our members across global markets to make an effective contribution for the benefit of society. We independently regulate our members in the management of land, real estate, construction and infrastructure. Our work with others supports their professional practice and pioneers a natural and built environment that is sustainable, resilient and inclusive for all.

General enquiries
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