

## Icon Groups – Terms of Reference

<b>Policy number:</b>	Governance 04.09.17
<b>Summary:</b>	Icon Groups – Terms of Reference (for all Groups)
<b>Who this policy applies to:</b>	The Policy applies to trustees, Group committees and staff
<b>Author/policy contact:</b>	Sara Crofts
<b>Approved by/approval level:</b>	Board of Trustees
<b>Date effective:</b>	5 <sup>th</sup> December 2019
<b>Last reviewed or updated:</b>	24 <sup>th</sup> June 2020
<b>Frequency of review:</b>	Every second year (next due June 2022)

<b>1</b>	<b>Status and Purpose of Icon Groups and these Terms of Reference</b>
1.1	<p><b>Status</b></p> <p>Icon supports the creation of both special interest and geographically based Groups to focus on specific subject areas and regional activities. Groups are established under the authority of the Board of Trustees and operate within the auspices of Icon’s Governance Handbook and Icon’s policies and guidelines.</p> <p>These Terms of Reference supersede any previous terms of reference for special interest Groups.</p>
1.2	<p><b>Purpose</b></p> <p>The purpose of Groups is to support Icon’s members in their professional development and working practice. Groups also support the fulfilment of Icon’s charitable objects which are to:</p> <ul style="list-style-type: none"> <li>• advance the education of the public by research into and the promotion of the conservation of items and collections of items of cultural, aesthetic, historic and scientific value; and</li> <li>• preserve and conserve items and collections of items of cultural, aesthetic, historic and scientific value.</li> </ul> <p>Groups’ primary activity is to advance understanding, competence and professionalism in their specialist fields of conservation, through events such as talks, demonstrations, workshops and the exchange of information and ideas. In some cases, geographically based Groups deliver additional activities relating to advocacy and engagement. These activities support the delivery of Icon’s strategic aims as set out in the <i>Strategy 2017-21</i>.</p>
1.3	<p><b>Value</b></p> <p>Groups are a key feature of Icon and fulfil a vital and valuable role. They are run by members and provide many direct member benefits through the broad and varied range of activities they undertake. They are also a fundamental part of Icon’s organisational structure upon which the organisation depends for the delivery of its strategic aims, including the continual drive to support high standards in conservation practice.</p> <p>The value of Groups includes, but is not limited to, the following:</p>

	<ul style="list-style-type: none"> <li>• delivering Icon’s public benefit through encouraging high standards in conservation, research and documentation etc.</li> <li>• contributing to the delivery of Icon’s strategic plans</li> <li>• advocating for Icon and for the value of conservation and cultural heritage</li> <li>• supporting the development and implementation of conservation-related professional standards</li> <li>• helping to disseminate knowledge and good practice</li> <li>• acting as a conduit for gathering sector information – helping to keep staff and trustees informed</li> <li>• providing opportunities for training and education</li> <li>• providing opportunities for developing non-conservation skills through taking on committee roles e.g. finance and event planning</li> <li>• providing a forum for mutual professional support and creating a sense of community within a discipline or geographical area</li> <li>• creating networking opportunities for members and supporting the growth of small and micro businesses</li> <li>• recruiting new members</li> <li>• supporting and facilitating research</li> <li>• acting as an interface between the conservation profession and other related disciplines</li> </ul>
<b>2</b>	<b>Principles</b>
<b>2.1</b>	<p><b>Membership</b></p> <p>Membership application and renewal forms allow all Icon members to self-select two Groups in which they will have full voting rights.</p> <p>In addition, all members whose address on the membership database is in Scotland (plus Northern Ireland and Wales if new national Groups are proposed in due course) are automatically considered to be a full voting member of their national Group (Scotland/NI/Wales).</p> <p>Any member can opt to receive email communications from other Groups (and Networks) but they are not considered to be members of these other Groups and do not have voting rights in them.</p> <p>Members are able revisit their choices throughout the year.</p>
<b>2.2</b>	<p><b>Governance</b></p> <p><i>A Regulations Template for Groups</i> is provided. The template is designed to provide a streamlined, fair and reasonable system of management for Groups. The aims are to ensure that there is consistency of practice across all Groups and that all members can benefit from Group membership regardless of their specialism. The Regulations also support Groups to enable their members to contribute to the operation of their chosen Group(s).</p> <p>The Regulations provide a framework for AGMs, EGMs, committee/officer election, terms of office, duties, committee meetings, and group membership. They do not include recommendations for running ordinary meetings and for delivering the activities of the group.</p> <p>All Groups must operate in accordance with their Group’s Regulations, which must be endorsed by the Board of Trustees.</p> <p>The Regulations Template is available in the Groups Resources section of the Icon website. Any sound reasons for requiring a change of practice by a particular Group will be</p>

	<p>considered; the request for changes should be made in the first instance to the Head of Membership. Variations will then be considered by the Board of Trustees before coming into effect. The Board has complete discretion with regard to agreeing to proposed variations.</p> <p>Where challenges or issues with any aspect of the management of any Group arise, it is important that Group officers take prompt advice from the Head of Membership, who will consult with other members of the management team as necessary. The Head of Membership will work with the Group's officers to resolve any challenges or conflict informally wherever possible. However, if this is not achievable then the matter must be referred to the Board of Trustees.</p> <p>The Board is ultimately responsible for the sound governance and good management of all Groups and remains fully accountable for the activities of Groups.</p>
<p><b>2.3</b></p>	<p><b>Financial management and risk</b></p> <p>Groups will manage their finances in accordance with Icon's financial policies and procedures (refer to <i>Governance 03.10 Finance Policy for Icon Treasurers' Guide</i> and the <i>Icon Treasurers' Guide</i>).</p> <ol style="list-style-type: none"> <li>a) From the 2021 renewal season, members will continue to have the opportunity to select the Groups that they wish to belong to, but this will not affect the allocation of funds to any Groups.</li> <li>b) From 1<sup>st</sup> April 2021, all Groups will be allocated up to £1000.00 per year to use to support their activities, provided that they have agreed their annual budget with the Business Director.</li> <li>c) National Groups may apply to have their allocation increased to up to £2,000.00 for that year provided they are willing to deliver additional activities in support of Icon's strategic policy and advocacy objectives and to provide national coverage by having meetings in various places convenient to members.</li> <li>d) Through the annual budget process all Groups may ask the Board to allocate additional funds for specific projects; a business case will be required, and the proposals will be considered on their merits.</li> <li>e) Groups may also ask for cash flow support for specific projects provided they are budgeted to break even or yield a surplus. These applications will normally be decided by the Chief Executive.</li> <li>f) All invoices and expense claims will be processed through the iCompleat system, which means the payments will be made from Icon's main bank account rather than the Group's account where they have one.</li> <li>g) Each Group with an account will be provided with a float of £2,000.00 from 1<sup>st</sup> July 2020 essentially to support cash flow. This will be reviewed every month by Icon's accountants and the Group bank account adjusted by transfers to/from Icon's main bank account.</li> </ol> <p>In addition, each Group must produce an annual budget following these principles:</p> <ul style="list-style-type: none"> <li>• All Group activities are within the remit of Icon's charitable objects and Icon's overall financial plan.</li> <li>• Group activities are linked to the delivery of Icon's strategy as set out in the current strategic plan.</li> <li>• All financial and other risks have been considered and there are measures in place to manage/mitigate them to an acceptable level.</li> </ul>

	<p>Guidance on managing Group finances is set out in the <i>Icon Treasurers' Guide</i> and Group Treasurers are expected to attend the annual meeting for Group Treasurers.</p>
<b>2.3</b>	<p><b>Reporting</b></p> <p>Trustees are required to compile an annual report that sets out how Icon expends its funds in pursuit of its charitable objectives. The Trustees Annual Report includes information about the achievements of Icon's Groups. Groups are therefore asked to provide an annual report summarising their activities, which should include one or more impact case studies and could be the same document that is produced for the Group's AGM.</p> <p>In addition to forming part of the annual reporting cycle, impact case studies are a useful fundraising and advocacy tool, as they showcase the considerable contribution that Groups (and Networks) make to Icon and its members, and demonstrate our impact to stakeholders and the public.</p> <p>A template for impact case studies is provided in the Groups Resources section of the Icon website.</p>
<b>3</b>	<p><b>Resources</b></p>
	<p>Groups will be supported with the following resources:</p> <ul style="list-style-type: none"> <li>• Business infrastructure e.g. financial and IT support, membership services etc.</li> <li>• Structured support for Group Officers</li> <li>• Group Resources hub on the Icon website</li> <li>• Access to the <i>Iconnect</i> messaging system or similar electronic mailing system</li> <li>• Website and social media guidelines and technical support</li> <li>• Support for planning large scale conferences and other events (if requested) will be agreed with the Chief Executive on a case by case basis.</li> </ul>
<b>4</b>	<p><b>Internal Communication</b></p> <p>There are various channels for communication between Groups and the Board of Trustees.</p>
<b>4.1</b>	<p><b>Group Chairs Forum</b> (see separate Terms of Reference)</p> <p>The Group Chairs Forum is the main conduit for communication between the Groups and the Board of Trustees.</p> <p>The Chairs of all the Groups are expected to attend the Group Chairs Forum and to play a full role in its activities. If Chairs are unable to attend, they are expected to delegate attendance to another member of their Group. The Group Chairs Forum will normally meet 2 or 3 times per year, with dates set in advance.</p> <p>The Terms of Reference for the Group Chairs Forum is available in the Groups Resources section of the Icon website.</p>

4.2	<p><b>Liaison</b></p> <p>There are a number of channels for informal communication between Groups and Icon staff. These include but are not limited to:</p> <ul style="list-style-type: none"> <li>• Head of Membership maintains communication with Group Chairs e.g. introductory meetings with new Chairs, informal correspondence etc. Ideas and issues arising from Groups are reported to the Board of Trustees by the Head of Membership.</li> <li>• Annual meeting between the Group Treasurers and the Business Director.</li> <li>• Annual meeting for Events Officers to help co-ordinate CPD programmes and make more efficient use of educational resources etc.</li> <li>• Head of Membership and/or Chief Executive attend Group committee meetings/AGMs/events etc.</li> <li>• Quarterly social media officers forum</li> <li>• Feedback can be sent to <a href="mailto:feedback@icon.org.uk">feedback@icon.org.uk</a> at any time</li> </ul>
5	<p><b>Forming and Dissolving Groups</b></p>
	<p><b>Forming a new Group</b></p> <p>New Groups can be formed to focus on a shared specialism in a clearly defined aspect of current conservation practice if these needs are not already met through existing specialist Groups. For a proposal for a new Group to be considered by the Board of Trustees the <i>New Group Application Form</i> must be fully completed and an annual budget prepared.</p> <p>The following conditions must also be met:</p> <ul style="list-style-type: none"> <li>• The proposed Group must be focused on a clearly defined area of conservation specialism or practice.</li> <li>• There must be a convincing and well-evidenced case that sets out the need for the new Group.</li> <li>• The proposal for a new Group must be supported by a minimum of 20 fully paid up accredited, associate or student members of Icon; at least 5 of these members must be prepared to serve on the Group committee and to accept the roles of Chair, Secretary, and Treasurer.</li> <li>• The new Group committee must be willing to accept and abide by the <i>Icon Groups Terms of Reference</i>.</li> <li>• The proposed Group must agree to accept the responsibilities laid out in the <i>Group Management Regulations</i> and abide by them.</li> </ul> <p>The application will be considered by the Board of Trustees, whose decision is final.</p> <p>If the application is approved, the new Group must hold a general meeting within 3 months of being notified of the decision by the Board and should invite all Icon members to attend. At the general meeting the Group should elect its officers and adopt the <i>Group Management Regulations</i>. If officers cannot be elected, the new Group will not be formed. If officers are successfully elected all Icon members will be informed that the new Group has been created.</p> <p><b>Dissolving an existing Group</b></p> <p>Groups may be dissolved by the Board of Trustees if the Group committee fails to comply with the <i>Group Management Regulations</i> or is demonstrably inactive.</p> <p>A Group will be considered to be inactive if:</p> <ul style="list-style-type: none"> <li>• There have been no events or minimal activity on the Group website over a period of 12 months</li> </ul>

	<ul style="list-style-type: none"> <li>• There are complaints of inactivity from Group members</li> <li>• There are fewer than 20 Group members for a period of 6 months or more.</li> <li>• The Group does not participate in the Group Chairs' Forum (GCF)</li> </ul> <p>Noncompliance with Group Management Regulations could include:</p> <ul style="list-style-type: none"> <li>• Inability to elect a Group committee or identify candidates for officer roles</li> <li>• Failing to convene a Group annual general meeting (AGM)</li> <li>• Not holding the required minimum number of committee meetings</li> </ul> <p>If it becomes apparent that a Group is inactive or has failed to abide by the <i>Group Management Regulations</i> the Chief Executive will investigate the situation, including consulting with the Group committee and existing members of the Group. Every effort will be made to address any issues, with the aim of resolving the situation and allowing the Group to continue to operate, or to find an alternative solution e.g. incorporation into another Group. If the issues cannot be successfully resolved, then the Chief Executive will make a proposal to the Board that the Group should be dissolved.</p> <p>Group committee members can also approach the Head of Membership if they are experiencing difficulties or agree that there is a potential need for restructuring. The Head of Membership will provide support to allow the Group to develop a workable solution.</p> <p><b>Dormancy</b></p> <p>It is understood that Groups may occasionally become dormant for various logistical reasons even though the need for the Group remains. In this case the Group committee can request that the Group's status is recorded as being 'dormant' to allow time for the issues to be resolved. No further formal action will be taken for a further 12 months, at which point the situation will be reviewed. If a Group remains dormant for two successive years, then dissolution or incorporation into another Group should be considered.</p>
<b>6</b>	<b>Performance Review</b>
	The Chair of the Board shall review the effectiveness of the Groups annually and will also review these Terms of Reference and report the conclusions of this review in a brief note to the Board.