

INCOSE UK – Nomination, Election and Appointments Process

Introduction

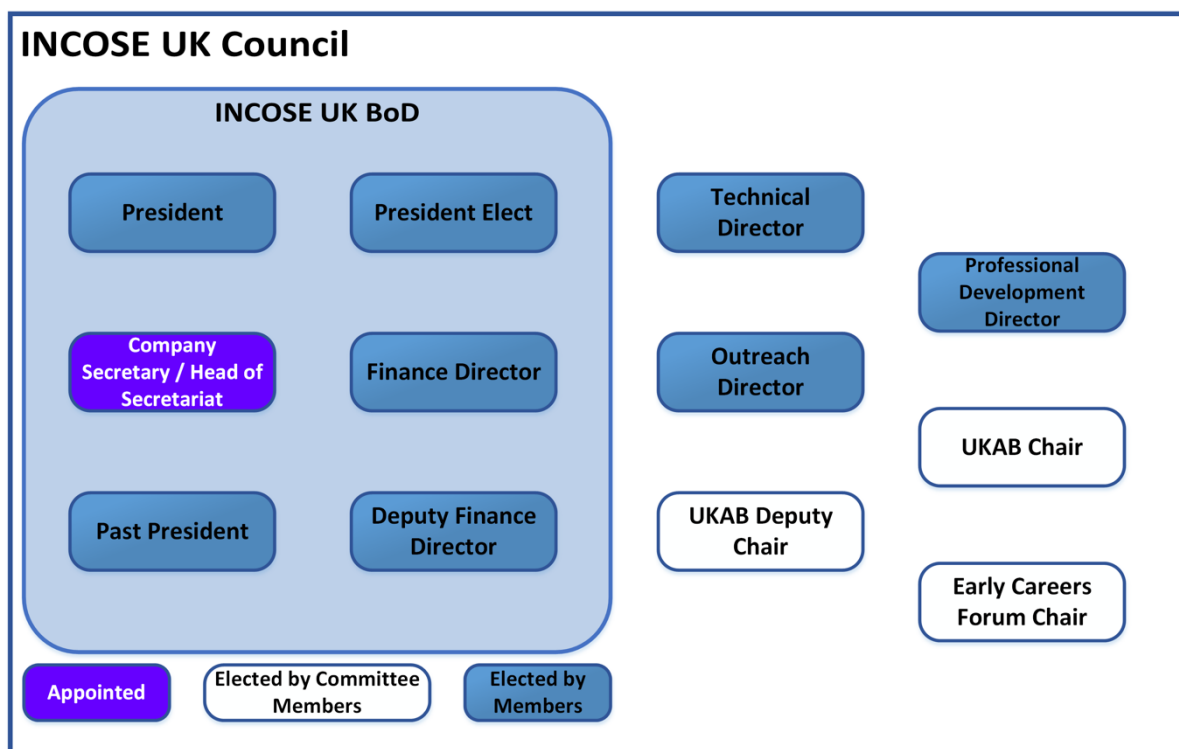
This document defines the nomination, election and appointments process for members of the INCOSE UK Council, including the Board of Directors of INCOSE UK, and any appointed ‘Assistant’¹ positions which report to members of the Council. The general format of the Council is defined in the Memorandum & Articles of Association for INCOSE UK, the not-for-profit company that enables the UK Chapter to operate as a legal entity. A subset of the Council are also Directors of INCOSE UK, and discharge the legal responsibilities associated with operating a limited company under English law.

Within the scope of this document:

- **Council** refers to all elected or appointment members of the INCOSE UK Council and the Board of Directors of INCOSE UK.
- **BoD** refers only to the Directors of INCOSE UK.

Council Structure

The current structure of the INCOSE UK Council and Board of Directors of INCOSE UK Ltd is as follows:



¹ Assistant roles are those that provide support to elected Council members, e.g., Assistant Professional Development Director. It does not include members of the ECF Committee or the publications series editor.

There are currently five posts that are voted on by the membership, noting that the President Elect automatically becomes President and then Immediate Past President and that the Deputy Finance Director automatically becomes the Finance Director. The UKAB and Early Careers Forum (ECF) Council members are voted for by the UKAB and ECF respectively.

(Note: The Company Secretary role covers the procedural aspects, such as ensuring that an annual return is made to Companies House, but does not include voting rights. This role will be performed as part of the INCOSE UK Secretariat.)

Election Cycle

Elections for INCOSE UK Council primarily follow a three-year cycle, except for the presidential and financial roles, as follows:

Role	Election year cycle						Term of Office
	1	2	3	4	5	6	
President Elect / President / Immediate Past President	x		x		x		2 Years
Finance Director / Deputy Finance Director		x		x		x	2 Years
Technical Director	x			x			3 Years
Professional Development		x			x		3 Years
Outreach Director			x			x	3 Years

The aim of the cycle is to ensure that there is organisational continuity by only changing part of the team each year. The specific years for forthcoming elections are available on the INCOSE UK Website.

Note: For the role of Finance Director/Deputy Finance Director, the two-year cycle commences from 2025, being a three-year cycle to that point.

Election Process

Please see the Election Process Map in Appendix A.

Nominations

Each year, the Spring issue of ePreview shall contain a notice inviting nominations for any positions that reach the end of their term of office at the AGM of that year. The notice shall:

- State the roles open for election
- Provide the opening and closing date for nominations. Nominations will open (opening not less than 4 ½ calendar months before the planned AGM to allow nominations to be included in the calling notice for the AGM) and must be received not less than 1 ½ calendar months before the AGM
- Provide links to the Nomination Form, this process and the Terms of Reference for the

elected Roles.

Any INCOSE UK member in good standing, see below, may be nominated for a position.

Nominated candidates:

Must not be ineligible for election by means of:

- Having held another elected Council role within a year of nomination
- Having been barred from election for disciplinary reasons

Must not by means of bankruptcy or any other reason, be disqualified from being a director of a company in accordance with the Company Directors Disqualification Act 1986².

Must be proposed and seconded by INCOSE UK members.

Must complete a nomination form and submit a CV to the INCOSE UK Secretariat prior to the advertised closing date for nominations.

Must include a personal statement or election address of not more than 250 words with their nomination.

Must include a photograph that can be used in material created as part of the election process, such as the online voting system.

Whilst it is not necessary for a candidate to engage with the Nominations and Appointments Committee, or any standing Council member, prior to submitting a nomination, it is recommended that all prospective candidates do so.

Assessment of Nominations

Upon receipt of a nomination, the Secretariat will check the eligibility of the candidate, based on the criteria above, and inform the Nominations & Appointments Committee. Incumbents standing for re-election do not have to be referred to the Nominations and Appointments Committee but are recommended to meet with them.

The Nominations and Appointments Committee will discuss the requirements of the position and necessary commitment with the candidate. As a result of these discussions and the outcome of the eligibility checks, there are three possible outcomes:

- The candidate may choose to withdraw their nomination.
- If the candidate is nominated for a role on the Board of Directors of INCOSE UK, the candidate must undergo a formal interview with representatives from the current Board of Directors.
- If the candidate is nominated for a non-BoD Council role, the Nominations and Appointments committee will make a recommendation to Council as to whether the candidate meets the requirements of the role or could reasonably develop into the position. UK Council will then decide whether the candidate should be put forward for election, taking this recommendation into account.

All decisions and interview notes must be kept and provided to the INCOSE UK Secretariat for storage in accordance with the Data Retention Policy.

² Only Board of Director roles are registered as Directors with Companies House.

Note: No nominated candidate for an INCOSE UK Council role may be rejected without a written justification and a formal, recorded vote from the INCOSE UK Council.

Interview of INCOSE UK Board of Directors Candidates

All candidates nominated for a position which is Registered Director of INCOSE UK must undergo an interview with two members of the current Board of Directors, at least one of whom must have direct experience of the role.

The purpose of this interview is to ascertain if:

- The candidate is legally entitled to act as a Company Director;
- The candidate is suitably qualified and experienced for a role which directly impacts on the financial viability of INCOSE UK;
- The candidate is fully aware of the requirements of the role;
- The candidate is fully aware of the legal ramifications of the role.

As a result of the interview, there may be three possible outcomes:

- The candidate may choose to withdraw their nomination;
- The Board of Directors may choose to reject the nomination;
- The Board of Directors may choose to accept the nomination;

In cases other than the candidate withdrawing their nomination, a written justification must be given and a formal, recorded vote held by the Board of Directors of INCOSE UK.

In all cases, the INCOSE UK Council will be informed of the outcome of the interview.

Publication of Nominations

The nominations will ONLY be publicised to the INCOSE UK Membership once the candidates have engaged with the Nominations and Appointments Committee and, where appropriate, completed interview. This is to allow any rejected candidates or candidates who wish to withdraw to avoid questions or unnecessary publicity.

Elections

If there is competition for one or more posts, an on-line voting system will be established to allow the membership of INCOSE UK to decide upon the most appropriate candidate.

Information on the Candidates and a voting system will be posted in the members area of the INCOSE UK Website, 4 weeks prior to the AGM. The voting system will be closed on the Sunday prior to the AGM.

All dates, voting instructions and Candidate declarations will be published in ePreview and emailed to INCOSE UK Members.

The President will announce the results of the online voting at the AGM and ask the meeting to ratify the results.

Handover

There is an expectation that there will be a handover period between the outgoing post holder and the newly elected member of the Council that will be agreed between the two individuals concerned. The duration of this handover will depend upon the Council role, however, it is envisaged

that it will typically be 3 months.

Appointment Process

Please see the Appointment Process Map in Appendix B.

Creation of Appointed Positions

INCOSE UK Council may create an appointed position for several reasons. These include, but are not limited to:

- Assistance with workload of a Council Member;
- Oversight of a specific operation.

Appointed Positions must be discussed with Council and voted upon.

Appointed Positions are not considered part of Council and holders of those positions do not hold voting rights on Council. Holders of Appointed Positions would not typically attend Council Meetings but may be invited to do so to inform the Council of their activities.

Appointed Positions must be advertised by the INCOSE UK Secretariat, including a link to the Terms of Reference for the role, and providing a closing date of not less than 2 weeks, and applications invited.

Application for Appointed Positions

Any INCOSE UK member of good standing may apply for an appointed position.

It is not necessary for the applicant to be proposed or seconded by an INCOSE UK member.

In rare circumstances, where no suitable candidate presents themselves, or the appointed position requires specialist skills or knowledge, applications can be considered by non-members.

Applicants must complete an application form and submit a CV to the INCOSE UK Secretariat prior to the advertised closing date for applications.

The INCOSE UK Secretariat will check the eligibility of the applicant and inform the Nominations and Appointments Committee.

Assessment and Interview

Upon receipt of the application, the Nominations and Appointments committee will discuss the role with the applicant to ensure that they understand the commitment required and to ensure their suitability for the role.

At this point the applicant may choose to withdraw their application if the role does not meet their expectations.

The Nominations and Appointments Committee will provide the application information and outcome of the discussion to INCOSE UK Council, with a recommendation as to whether to interview or reject the candidate.

INCOSE UK Council will decide whether to reject the candidate, or interview.

Should the candidate be interviewed, this must be performed by the Council Member who is responsible for the Appointed Position and at least one other Council Member.

All decisions and interview notes must be kept and provided to the INCOSE UK Secretariat for storage in accordance with the Data Retention Policy.

The full Council of INCOSE UK will be informed of the outcome of the interview, and the INCOSE UK Secretariat will inform the applicant of the results.

The INCOSE UK Membership will be informed of the Appointment by the INCOSE UK Secretariat.

Commitment to Position on INCOSE UK Council or Board of Directors

Individuals elected or appointed to Council assume a responsibility to those they represent. Therefore, Members of the Council are expected to commit to completing the terms of office for which they are elected and installed. While it is understood if a Council member must leave a post for personal or business reasons, Council members should not be considered for another INCOSE UK position – elected or appointed – that would conflict in any manner with their current position, including but not limited to assuming new responsibilities that would cause them to vacate their current position early.

The Council shall have appropriate flexibility to waive this guideline in special circumstances (e.g., if a President Elect must step aside during the term of office and the potential candidate is identified by the committee as the best candidate to fill the vacancy).

Special Provisions

Post Falling Vacant

At any point during a Council member's term, should the post holder need to tender their resignation, this shall be done in writing to the President and the Company Secretary. If the President has to resign, this shall be done in writing to the Company Secretary. On receipt of a letter of resignation, the Council may decide to appoint an interim post holder for that vacancy until the annual election process is completed. The next election process after the resignation will include nominations for the vacancy along with the positions up for re-election as part of the cycle defined above.

No Nominations

Should no nomination be received for a vacant post the Council may decide to appoint a post holder for the full term of the post. This must follow the Appointments process, with the exception that appointees can be approached directly by the Nominations and Appointments Committee as the role will have in effect already been advertised as part of the election process.

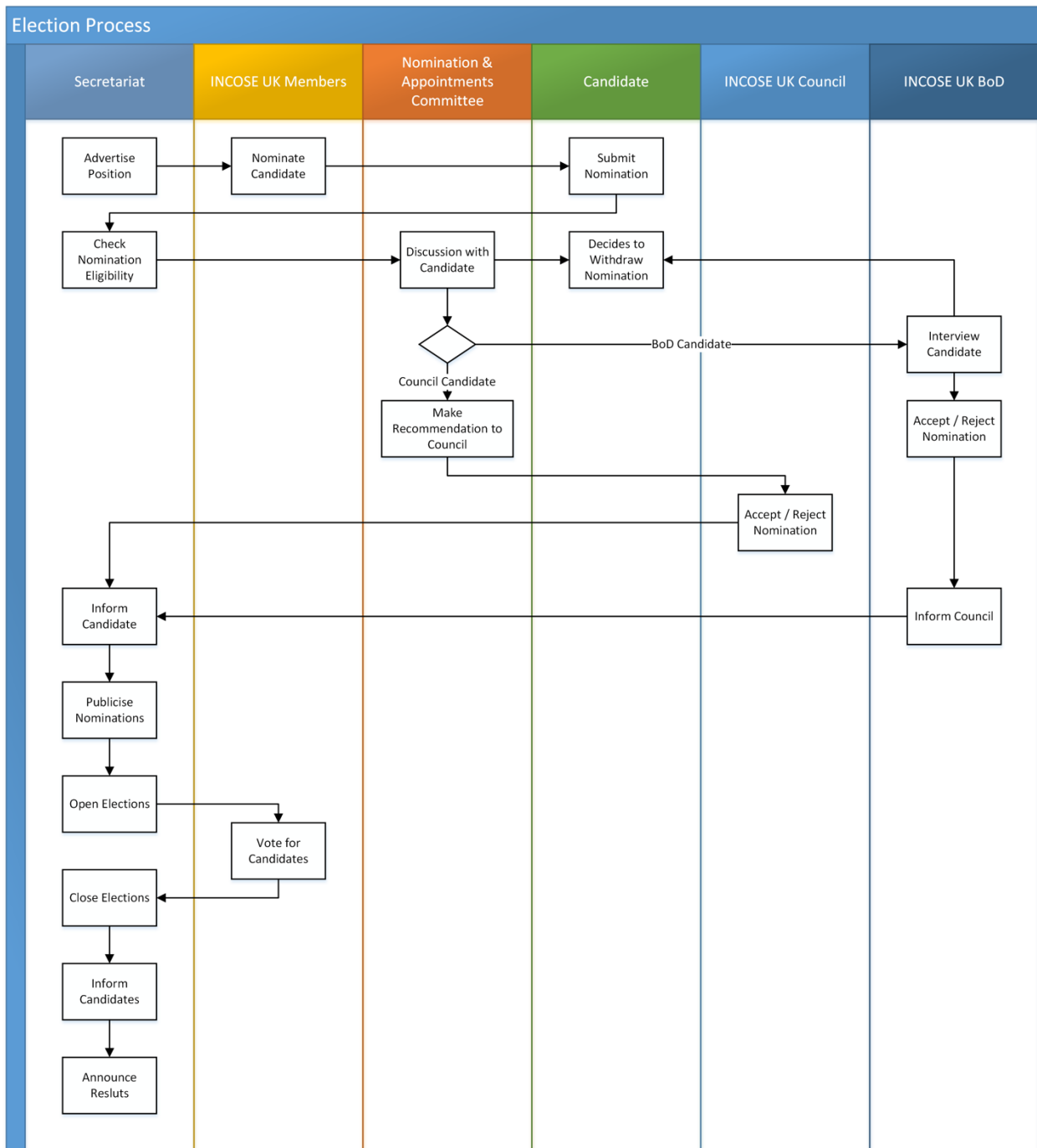
Secondments to the Council

The Council may decide to second additional members to the Council for specific purposes. Secondees may have particular skills or connections or may only be required for a limited amount of time. In the event that the role becomes enduring, the Council may decide to add it to the voted posts.

Endorsement of Sitting Council Members

Where there was no competition for a Council post, the incumbent Council member may continue in-post beyond the current term of office. However, this must be discussed between the Candidate and the Nominations and Appointments Committee to ensure that it is a course of action appropriate for both the Council Member and INCOSE UK.

Appendix A Election Process Map



Appendix B Appointment Process

