

1. Purpose

The Strategy Committee leads the development of the Institution's Strategy, in support of the IMechE's charitable purposes. It also establishes and oversees the strategic planning cycle by which the strategy is translated into action plans, and progress against plans is then tracked, ensuring staff and volunteer activity remains aligned to the overall Strategy.

2. Authority and accountabilities

Strategy Committee reports to the Trustee Board. It is collectively accountable for the quality and timeliness of its advice and decisions, and progress against annually agreed priorities and plans.

The Chair is accountable for overall Strategy Committee effectiveness and use of any allocated funds, including that it fulfills the responsibilities and reporting requirements set out below.

Strategy development and the oversight of strategy execution are core governance activities that the Trustee Board has delegated to the Committee. The Committee has full authority to develop the Institution's Strategy, and to develop and oversee the processes that translate it into action, both of which it recommends to the Trustee Board for approval. The Committee is also accountable for keeping the Trustee Board informed of the alignment of plans and strategies with the Institution's Strategy, of progress in strategy execution, and of any related risks or issues.

The Committee exercises this role in support of the Institution's charitable purposes as set out in Clause 5 of the Royal Charter.

In advising the Trustee Board, the Committee will act in the best interests of the charity, assessed in terms of delivering the Institution's charitable purpose.

3. Responsibilities

Strategy Development

Through the strategy and its supporting processes, the Committee aims to give the Institution clear direction, clarity of expectations and priorities, visibility of progress against plans, and a predictable annual rhythm for engagement.

- Lead the development of the Institution's strategy for the mid to long term, and recommend it to the Trustee Board for approval. — **Recommend for TB approval**
- Define and lead the annual strategic planning cycle, including the development of linking themes and refreshing the strategy as necessary. — **Decide**
- Take into account the Institution's charitable purposes and the external environment in which it operates, to ensure the charity and its purposes remain relevant and valid. — **Note**

Strategy to Action and Execution Oversight

- Act as gatekeeper for strategies from other boards and committees across the Institution, to ensure alignment with the overall strategy. — **Approve**
- Establish, and act as guardian of, the process for translating the strategy into action plans for staff and volunteers, including a means of tracking progress and prioritising resource allocation. Ownership and execution of the plans sits with the Operating Boards and the Executive. — **Decide / Oversee**

- Engage in the operational planning process to ensure a clear link between plans and strategy. — **Oversee**
- Oversee the alignment of plans developed by the Operating Boards and the Executive, and monitor progress against those plans. — **Oversee / Monitor**
- Ensure there is a regularly updated reporting of the Institution's progress in executing its strategy and the impact against targets, flagging risks or issues to the Trustee Board. — **Monitor**

Governance, Risk and Financial Alignment

- Take into account advice from Finance Board on the sustainability of the Institution's finances, and from the Audit & Risk Committee, to ensure the strategy is consistent with the Institution's financial and risk management direction. — **Note**

Reputation and External Relations

- Consider how to build and maintain the Institution's reputation with bodies such as Government, the Charity Commission, the Royal Academy of Engineering and the Engineering Council. — **Note**

Stakeholder Engagement and Interfaces

- Define and follow inclusive, consultative processes that take into account the needs and perspectives of the Institution's constituents and external trends and influences, so that strategy and processes presented to the Trustee Board have input, buy-in and support from all relevant boards, committees and the Executive Team. — **Oversee**
- Ensure that proposals for new processes are syndicated with other key bodies — the Executive Team, Operating Boards and Council — and refined and tested, before being launched at scale. — **Oversee**
- Maintain regular dialogue with Finance Board and the Audit & Risk Committee. — **Note**
- Communicate with Council, in particular to solicit the membership perspective on strategic topics. — **Note**

4. Membership

Membership of the Committee is described in Annex A. The Committee is chaired by a member of the Trustee Board. A Deputy Chair is elected from among the volunteer members and chairs meetings the Chair is unable to attend.

There are ten voting members in total: the Chair, the CEO, the Director of Engineering, Policy and Impact, and seven volunteer members. Volunteer members are selected for their skills and, where possible, provide a mix of experience and background. For example, qualifications, divisions and groups, international perspective, young members and Past Presidents. The Nominations Committee appoints volunteer members.

Committee members (other than employees) serve a three-year term, renewable once for a further three years, to preserve continuity across consecutive strategy formulation periods. Members are expected to attend at least 50 per cent of meetings in any calendar year.

The Chief Governance Officer, or their nominee, acts as secretary and ensures the Committee receives professional secretariat support, including timely provision of papers, minuting of meetings and recording of decisions. The Committee should be supported by a full-time staff member in a strategy or PMO-type role; at the time of

writing this role does not exist, but if created, that person would be involved in much of the Committee's work.

Members can be removed from Strategy Committee based on poor performance, behaviour or attendance. The Chair will give constructive feedback to the individual and 1-2 meetings to demonstrate a change. If the observed issue persists, the member will be removed.

At the discretion of the Chair, and as appropriate for the business at hand, other individuals may be invited as presenters or observers, or to provide expert advice, to attend all or part of a meeting.

5. Meetings and decision making

Strategy Committee meets at least six times per year and as otherwise determined by the Chair. Meetings may be held in-person or virtually, with at least one in-person meeting per year. Papers should be made available at least 7 days in advance.

The quorum for all meetings and out-of-meeting decisions is at least 50% of voting members (rounded up), including the Chair or Deputy Chair and at least one member of the Executive Team. Decisions are made based on a simple majority; in the event of a tied vote, the Chair has an additional casting vote, and all votes are recorded in the minutes.

Out-of-meeting decisions may be used where a decision is required between meetings, and ad-hoc working groups may be formed to progress specific tasks between meetings.

6. Reporting

A short summary note of each meeting will be distributed to the Trustee Board by the Chair (or Deputy Chair) within two weeks of the meeting, with the Chair reporting to the Trustees as required.

Following approval of the minutes of meetings, the Corporate Governance team will distribute the minutes as required. Items of a confidential or financially/commercially sensitive nature may be redacted.

7. Behaviours, Confidentiality and Continuous Improvement

Strategy Committee members are expected to demonstrate exemplary standards of behaviour exceeding the requirements of the IMechE's Code of Conduct, Values and Behaviours and Conflict of Interest policies. The Chair's responsibility includes, where needed, influencing the behaviour of individual Strategy Committee members to ensure adherence to these standards, including addressing concerns about inappropriate behaviour.

Self-declaration of conflicts of interest will be a standing item on every meeting agenda, and should follow the IMechE conflicts of interest policy.

Members must maintain confidentiality of all Strategy Committee discussions and documents, and adhere to GDPR/data protections, information, cyber security policies and procedures, and protocols for recording meetings.

The Chair will conduct and record annual all Strategy Committee effectiveness reviews, and encourage sharing of insights from wider good practice, as part of championing an ethos of continuous improvement.

8. Approval

This document was approved on *[insert date]*. It is subject to re-approval by the Trustee Board at least every 3 years. It will be published and made available to Members via the IMechE website. Strategy Committee will review this document annually, and propose an update if needed.

ANNEX A: STRATEGY COMMITTEE MEMBERSHIP

The Strategy Committee consists of the following roles:

No.	Role	Role criteria	Term	Appointment
Members (Voting)				
1	Chair	Member of the Trustee Board	3 years, renewable once (max. 6 years)	Recruited by Nominations Committee; approved by Trustee Board
2	CEO	Ex-officio (employee)	N/A	Ex-officio
3	Director of Engineering, Policy and Impact	Ex-officio (employee)	N/A	Ex-officio
4	Volunteer member (x7). Of which, 1 is deputy chair	Selected for skills; collectively provide a mix of qualifications, divisions and groups, international perspective, young members and Past Presidents	3 years, renewable once (max. 6 years)	Recruited by Nominations Committee; approved by Trustee Board
Attendees (Non-voting)				
1	Secretary	Chief Governance Officer, or their nominee	N/A	Appointed by the Chief Governance Officer
2	Strategy / PMO support (staff)	Full-time staff member in a strategy or PMO-type role; role does not currently exist	N/A	N/A

Note: The Deputy Chair is selected from the volunteer members by asking for volunteers, if more than one person volunteers, there will be a simple majority vote by the voting members with the Chair having an extra casting vote if needed. The Deputy Chair remains in post until stepping down from the Committee.

Competence/Experience:

- Volunteer members are expected to bring skills relevant to strategy development and oversight, together with a collective mix of qualifications, backgrounds and experience within the Institution.
- Training: Members will undertake induction, training or refreshers as needed to enable them to be effective in their roles.