

Procedures for election of the Chair of Council

VERSION: 28 January 2025

Rules

1. Council approved these rules on 1 December 1999. It amended them on 6 December 2000, 7 May 2003 and 7 May 2014. The rules were further amended to reflect Council's approval on 18 October 2017 of the revised timetable and again on 28 January 2025 following delegation to the Governance and Appointments Committee (GAC).

Requirements

2. Under the terms of bye-law 45, the Chair of Council is appointed from among its members at the first meeting of Council held after the annual meeting. Council has agreed that there shall be a formal election to determine the appointment.
3. A Returning Officer Committee is appointed by the Governance and Appointments Committee to oversee the election process as prescribed in the Terms of Reference of the GAC.

Eligibility

4. All members of the Council are eligible to stand for election as its Chair however no member of Council may simultaneously serve as Office Holder and Chair. If successful in the election, any member of Council who is also Chair of a principal ICAEW committee, the Audit, Risk, Investment, Governance and Appointments and Remuneration Committees, or the ICAEW Board and Directorate Boards, shall normally stand down from such other appointment(s) unless the Council otherwise decides.
5. No member of Council shall be eligible to serve as Chair for more than three consecutive terms of one year.
6. A full list of Council members eligible for election to Chair of Council will be published immediately before or simultaneously with the publication of the notice of the election.

Nomination

7. The Returning Officer Committee shall circulate details of the arrangements for the election each year, together with an invitation for nominations (by means of a nomination form) to those who are eligible and wish to stand.
8. The nomination of a member of Council shall be effective only if they accept in writing their nomination and have the written support of two other members of Council.
9. No Council member may nominate more than one candidate. A member of the Governance and Appointments Committee may not nominate a candidate.
10. The Returning Officer Committee shall report all nominations received to the Governance and Appointments Committee.
11. The Governance and Appointments Committee shall also have the power to submit the name of one or more candidates for election (and shall be required to do so where no candidate comes forward), subject to the agreement of the candidate(s) concerned.

The election

12. If only one candidate accepts nomination, the Governance and Appointments Committee shall deem them to be elected (subject to paragraph 10 above) and the Committee shall submit their name for formal appointment by Council at the first meeting of Council held after the annual meeting. Where there is more than one such candidate, the Returning Officer Committee shall prepare a voting paper listing the candidates who have accepted nomination in an order determined by the drawing of lots. The names of the nominators shall not appear on the voting paper.
13. The Returning Officer Committee shall send a copy of the voting paper to each Council member, for completion and return by a date specified in the voting paper. This date shall normally be 14 days after the issue of the voting paper.
14. Candidates are permitted to submit a personal statement, to a maximum 300 words, outlining their qualities and experience in support of their candidacy.
15. A simple majority voting system will be used except where there is a contested ballot with more than two candidates, in which case the Single Transferable Voting (STV) system using ERS97 methodology will be used. A timetable will be published each year.
16. Voting will not be mandatory nor, in the case of a ballot held under the STV system, will members of Council be obliged to rank all candidates. All Council members will be asked to return their voting form to ensure that no member is disenfranchised as a result of, for example, a postal error, a systems breakdown or other delay.
17. A member may vote for themselves.
18. The ballot will be conducted in secret and the voting forms will be seen only by the scrutineers and will be retained by them until they are destroyed six months after the election.
19. The Governance and Appointments Committee shall normally announce the result of the ballot at the June Council meeting and may make public the number of votes cast for each candidate at that time.
20. In the event of a tie in a contest between two candidates, Council will be invited to hold a further ballot to decide between the tied candidates. This will also apply in the event that the STV methodology does not result in a winning candidate in an election from more than two candidates.

Scrutiny

21. The Returning Officer Committee shall appoint scrutineers.

Vacation of office

22. The Chair of Council vacates office if they cease to be a member of the Council or they become ineligible in accordance with paragraphs 4 or 5 above, or if Council accepts their resignation from office. If the Chair of Council vacates office for any reason, another member of Council chosen by Council shall chair meetings of Council until such time as either:
 - 22.1. an election can be held in accordance with the usual timetable; or

22.2. Council, on the recommendation of the Governance and Appointments Committee, shall decide that an election be held.

Timetable

The following is the normal timeline for the election:

- Notice of election: Issue election notice, nomination form, election timetable and rules
- Closing date for nominations: Two weeks after issue of notice of election
- Issue of voting papers: Following close of nominations, in case of a contested election
- Closing date for voting: Not less than two weeks after issue of voting papers
- Announcement of result: Scheduled weekly Council email after close of ballot and at next Council meeting
- Take office: Immediately after the AGM