

Appendix to the Guidelines for the Conduct of Business in BCS Boards and Committees

Document Control Sheet

**BCS, The Chartered Institute for IT**

**Procedure for the Conduct of Electronic Meetings of BCS Boards and Committees**

Responsible Body	Trustee Board
Version Number	5
Prepared by	Registrar Department
Date Approved	4 October 2017
Date Issued	9 October 2017
Date of last review	3 June 2020

See TB/2004/089 and minutes TB/2004/102 para 8.	1	17/11/04
Insertion of 3 new paragraphs – 5.4.7, 5.4.8 & 5.5.5 - so that members of boards and committees will be informed if any new information is provided during the course of an electronic meeting which may influence them to change their vote. See TB/2009/005 App 2 v2 and minutes TB/2008/028 v2 para 4.3	2	29/01/08
Deleting “Strategic Panels” from paragraph 3.1 Replacing “Society” with “Institute” in paragraph 5.2. Replacing “Impossible” with “Impractical” in paragraphs 3.3 and 5.2. Amending paragraph 5.3(c) to reflect changes to the Trustee Board Regulations. Approved by Trustee Board 8 June 2011 (TB/2011/042 Appendix 19). See Trustee Board minutes TB/2010/056.	3	8 June 2011
Increased scope of necessity to hold meetings Approved by Trustee Board 8 June 2016 (TB/2016/040 App 19). See Trustee Board minutes TB/2016/056 para 6.2	4	8 June 2016
Due to the BCS secure area being no longer used, Instructions for holding Electronic Meetings via Basecamp have been incorporated into these procedures	5	4 October 2017

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Approved by Trustee Board 4 October 2017 (TB/2017074 Appendix 2). See Trustee Board minutes TB/2017/082 para 10.		
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**Procedure for the Conduct of Electronic Meetings of BCS Boards and Committees**

**1. Purpose**

It may be necessary for a Board or Committee/Panel or other group to conduct business either to make a particular decision, or to discuss a particular matter. This document sets out rules of practice for electronic meetings requiring a decision.

**2. Scope**

- 2.1 This procedure applies to electronic business where a decision is required before the next scheduled meeting. The matter for decision should be straightforward and should not involve complex alternatives or issues.
- 2.2 This document does not apply to electronic discussions that take place as an alternative to informal discussions held by telephone or outside of regular meetings.

**3. Applicability**

- 3.1 This procedure is an Appendix to the Procedure for the Conduct of Business in BCS Boards and Committees. It applies to
  - Committees of Trustee Board
  - Boards
  - All Standing Committees and Expert-Panels reporting to Boards.
- 3.2 Any other BCS Committee, including Branches and Specialist Group Committees, may choose to adopt this procedure.
- 3.3 It may be impractical to conduct electronic meetings according to the specific provisions of this document, for example, owing to technical problems. In such cases, the chair has the authority to define an alternative manner of conducting the meeting and to specify the manner in which he/she will conduct that particular meeting.

**4. Attendance**

- 4.1 Each Board/Committee/Panel member, as well as those people normally on the circulation list for papers for regular meetings, will receive notification of the electronic meeting
- 4.2 Those members who have previously informed the secretariat that they do not have access to electronic information will receive the same notification/information/papers by fax or by first class post
- 4.3 The secretariat will make a record of attendance of all members and attendees. The secretariat will record as present at the meeting all those voting members who respond to/participate in the meeting. The secretariat will record an apology for those voting members who do not respond, in the same way as recorded for those members who do not attend a physical meeting.
- 4.4 The quorum is the same for ordinary meetings.

**5. Conduct of Meetings**

- 5.1 The electronic meeting will normally include only one purpose for the meeting. It will normally include only one matter for decision. However, there may be more than one matter for decision. In these cases, the guidelines in paragraphs 5.4.3, 5.4.4, and 5.5.3 shall apply to each purpose and each matter for decision.
- 5.2 Electronic meetings will normally take place on the Board/Committee/Panel/other Basecamp space. If, however, this is impractical, the meeting will take place by e-mail.
- 5.3 The meeting will commence when the chair, or the secretariat on behalf of the chair, sends an e-mail to all members notifying them of the meeting. This applies both to meetings on Basecamp and to meetings by e-mail. The notifying e-mail will normally include a message from the chair. It will always include:
- (a) The purpose of the meeting
  - (b) The duration of the meeting – meetings will take place over such period as the chair determines is sufficient to cover the agenda.
  - (c) Brief guidance setting out the matter for decision and the location of the paper/s that contain the proposal.
- 5.4 Meetings on theboards/committee Basecamp space:
- 5.4.1 The secretariat will place the relevant papers for the meeting in the “Electronic Meetings/Message Board area on Basecamp.
- 5.4.2 The chair, or the secretariat on behalf of the chair, will post a message on the electronic meetings/Message Board area on Basecamp announcing the commencement of the meeting.
- 5.4.3 The secretariat will provide the instructions for how members are to respond:
- a. Reply Yes – those in favour of the proposal/motion
  - b. Reply No – those against the proposal/motion
  - c. Reply to Abstain
  - d. Reply to Refer the matter to the next scheduled meeting
  - e. Reply for any queries/grounds for objection or support/discussion.
- 5.4.4 Members must post a vote of:
- a. Yes; or
  - b. No; or
  - c. Abstention; or, only in cases where it has become apparent that it would indeed be feasible to hold the matter over for a regular meeting
  - d. Refer to the next scheduled meeting.
- 5.4.5 Members may post a query, or grounds for objection, or grounds for support, in the relevant thread.

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- 5.4.6 The author/s of the paper/s, and/or other stakeholders, should address all queries, preferably within 24 hours of the posting, to ensure that the meeting progresses within the timescale provided.
  - 5.4.7 If, in the opinion of the chair or the secretary of the meeting, a member has posted an observation that has the potential of changing the minds of those members who have already placed votes, the secretary will bring this observation to their attention.
  - 5.4.8 Members may, during the course of the meeting, change their votes.
  - 5.4.9 Members experiencing difficulty accessing the website should notify the secretariat. Members unable to access the website will receive the paper/s by e-mail or fax or first class post and may respond with votes or queries to the secretariat by e-mail or fax or post or telephone.
  - 5.4.10 The chair may extend the meeting at his or her discretion.
  - 5.4.11 On conclusion of the meeting, the chair, or the secretariat on behalf of the chair, will post a message on the Basecamp area confirming the conclusion of the meeting and confirming the decision reached. The chair, or the secretariat on behalf of the chair, will also e-mail all Board/Committee/Panel members and attendees, confirming the conclusion of the meeting and confirming the decision reached
- 5.5 Meetings by email
- 5.5.1 The chair, or the secretariat on behalf of the chair, will attach the relevant paper/s to the e-mail announcing the commencement of the meeting.
  - 5.5.2 Members should be mindful of the need to minimise “e-mail overload” and should therefore limit the practice of “replying to all” (or using the list server address). However, members may deem it beneficial to all members to “reply to all” (or to use the list server address) to voice major objections.
  - 5.5.3 Members must reply to the secretariat, indicating clearly:
    - a. a Yes vote; or
    - b. a No vote; or
    - c. an Abstention; or, only in cases where it has become apparent that it would indeed be feasible to hold the matter over for a regular meeting
    - d. a vote to Refer the matter to the next scheduled meeting.
  - 5.5.4 The chair, or the secretariat on behalf of the chair, or the author of the paper/s, will e-mail all members clarifications to queries.
  - 5.5.5 Members may, during the course of the meeting, change their votes.
  - 5.5.6 The Chair may extend the meeting at his or her discretion.
  - 5.5.6 On conclusion of the meeting, the chair, or the secretariat on behalf of the chair, will e-mail all Board/Committee/Panel members and attendees, confirming the conclusion of the meeting and confirming the decision reached.

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### **6. Voting Base**

Matters for decision shall be decided by agreement of the majority of members attending the meeting. In the event of the votes being equally divided, the chair shall have a casting vote in addition to the vote to which he or she is entitled as a member of the Board/Committee.

### **7. Confidentiality**

If the content of any e-mail is confidential, members should mark e-mails "Confidential" in the subject line and in the content/body of the e-mail.

### **8. Records**

8.1 The secretariat will make a record of the electronic meeting in the form of minutes and the Board/Committee/Panel will have the opportunity to correct and approve such minutes at the next scheduled meeting

8.2 The e-mails and/or the web postings, together with the minutes, will form part of the records of the Board/Committee/Panel.

### **9. Review and Adoption**

9.1 Trustee Board will review this procedure on an annual basis, usually at the first meeting after the AGM.

9.2 Boards/Committee/Panel/ other groups members will adopt this procedure annually, ideally at the first meeting after the AGM.