

## BCS, The Chartered Institute for IT

### Guidelines for the Conduct of Business in BCS Boards and Committees

Responsible Body	Trustee Board
Version Number	5
Prepared by	Registrar Department
Date Approved	3 June 2015
Date Issued	5 June 2015
Date of last review	5 June 2018

May 2000. Council endorsed paper CCL/2000/036. Agreed that the guidelines, subject to some minor alterations to the wording, would be mandatory for Boards and Committees reporting directly to Council and may be adopted also by other Committees and Working Groups. See minutes CCL/2000/040 para 3279.	1	10 May 2000
Amended to incorporate new Governance structure and other minor amendments for clarification. New paragraph (5.2) re conflicts of interests. See TB/2004/089 and minutes TB/2004/102 para 8.	2	17 November 2004
Add as para 3.4 - A Board / Committee member who attends a meeting by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other for the entirety of any matter or decision shall be deemed to be present in person for that part of the meeting and shall be entitled to vote or be counted in a quorum accordingly. See TB/2010/113app1 and minutes TB/2010/122 para 13.	3	25 November 2010
Replacing "Society" with "Institute" throughout. Deleting "Strategic Panels" from paragraphs 2.1 and 5.2. Amending 3.2 to reflect electronic attendance. Amending 3.4 to ensure compliance with the Disability	4	8 June 2011

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Discrimination Act. Approved by Trustee Board 8 June 2011 (TB/2011/042 Appendix 18). See Trustee Board minutes TB/2010/056		
Para 2.1 (3 <sup>rd</sup> bullet point): Addition of 'and similarly constituted groups' to capture groups which are named other than Committees, Boards, Expert Panels etc. intended to be covered by these guidelines for example, 'community of expertise'. Approved by Trustee Board at 3 June meeting (TB/2015/044 App 18). See Trustee Board minutes TB/2015/057 para 5.	5	3 June 2015

**GUIDELINES FOR THE CONDUCT OF BUSINESS IN BCS BOARDS AND COMMITTEES**

**1 PURPOSE**

This document sets out some basic guidance for the conduct of business in boards and committees. It carries the authority of Trustee Board and exists to ensure that board and committee work is properly administered and that the conduct of members is of the professional standard expected of the Institute.

**2 SCOPE AND APPLICABILITY**

2.1 It applies to

- Committees of Trustee Board
- Boards
- All Standing Committees, Expert Panels and similarly constituted groups reporting to Boards

2.2 Any other BCS Committee, including Branches and Specialist Group Committees, may choose to adopt these Guidelines.

2.3 Appendix 1 to this document, Procedure for the Conduct of Electronic Meetings of BCS Boards and Committees, applies to electronic meetings.

**3 MEMBERSHIP AND ATTENDANCE**

3.1 The Terms of Reference govern the composition of the Board or Committee. The Chair is responsible for the proper appointment and ratification of all members (by Trustee Board or by the Board to which a Committee/Panel reports). The Chair may invite others to attend as observers or to provide specific advice on an issue on the agenda. Others may attend at the Chair's discretion provided this is notified to him/her and agreed in advance, within reasonable timescales.

3.2 The meeting secretary should keep a record of attendance, normally in the minutes or notes of the meeting. Members should record their attendance on a signing-in sheet unless attending in accordance with paragraph 3.4 in which case Members should ensure that the meeting secretary has noted their attendance.

3.3 Having given a commitment to be an active member of a Board or Committee, it is reasonable for the Chair to expect attendance on a regular basis. Should a member be unavailable for three consecutive meetings of a Board or Committee, he or she should then discuss their continuing involvement with the Chair.

3.4 A Board / Committee member who attends a meeting by means of any communication equipment which allows all persons participating in the meeting to communicate effectively with each other for the entirety of any matter for decision shall be deemed to be present in person for that part of the meeting and shall be entitled to vote or be counted in a quorum accordingly.

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### **4 PREPARATION FOR MEETINGS**

- 4.1 The meeting secretary and the Chair should draw up the agenda in advance of the meeting. Members wishing to place items of business on the agenda should obtain the agreement of the Chair and notify the meeting secretary 10 days in advance of the meeting.
- 4.2 Items under Any Other Business may be notified up until the start of the meeting and placed on the agenda with the Chair's agreement.
- 4.3 Points of accuracy and matters arising from previously circulated minutes of the prior meeting should be considered at the relevant point on the agenda. Proposals for substantive changes to the previous meeting's minutes, however, should be notified in advance within reasonable timescales to allow the secretary and chair to incorporate them before posting papers for the next meeting.
- 4.4 Papers presented for meetings should clearly state their objective(s), and indicate whether they contain matters for decision, items for information or report. Papers should provide enough information to enable other members to prepare for the meeting.
- 4.5 Tabled papers (papers not available at the time of posting meeting papers to members in advance of the meeting, and therefore only distributed at the meeting itself) should normally be discouraged but may be permitted in special circumstances, at the discretion of the Chair.
- 4.6 Members unable to attend a meeting and wishing to register contributions on receipt of the papers should do so in writing to the meeting secretary, preferably by email.

### **5 CONDUCT OF BUSINESS**

- 5.1 The Chair should be responsible for ensuring that the business on the agenda is adequately covered. Within reason, he or she should allow adequate debate on items of substance and members should feel free to make the points – addressed properly through the chair – which they wish to make. Whilst sensible debate is to be encouraged, members are expected to conduct themselves properly and professionally at all times. It will be in the Chair's discretion to move to the next item of business or cut the discussion short should he or she feel it appropriate to do so and request further discussion off-line if necessary.
- 5.2 This procedure shall be read in conjunction with the Code of Conduct for BCS Officers – in particular, members shall make relevant declarations of interest at meetings, and these declarations shall be recorded. Members should preclude themselves from participation in matters in which there is an actual or potential conflict between personal interests and the interests of the Institute; and shall declare for the record any gifts and hospitality received in connection with their membership of Council/a Board/Committee or Expert Panel.
- 5.3 The Chair shall decide on all points of order or choice of speaker or of procedure.

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- 5.4 The Chair may require a member to leave a meeting if they persistently refuse to observe the general guidance for conduct of the meeting laid out in paragraph 5.1. Repeated exclusion may lead to loss of membership of the Board or Committee.
- 5.5 On items of particular importance, it may be necessary to take a formal vote on a proposal. This shall apply in particular to all decisions which affect a Board or Committee's Terms of Reference. Such motions should be formally proposed and seconded and the vote recorded. Matters for decision shall be decided by agreement of the majority of members present at such 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.

## **6 CONFIDENTIALITY**

- 6.1 If papers are confidential, authors should specifically state this on the paper.
- 6.2 The Chair will determine the confidentiality of specific items of business and the secretary to the meeting will record this in the minutes.
- 6.3 Trustee Board and the Board to which a committee/panel reports shall have access to all Board and Committee/Panel papers and minutes.
- 6.4 Members and staff of the Institute must handle meeting papers professionally and responsibly at all times, not just in terms of the Institute's intellectual property but also in compliance with all relevant legal requirements.

## **7 RECORDS OF MEETINGS**

A record of each meeting should be made, in the form of minutes, notes and/or action notes as appropriate and circulated within accepted timescales. These will not be *verbatim* and members should not expect all the points they make to be recorded. However, they may reasonably expect that relevant discussion leading to decisions to be recorded, and recorded points attributed them to be accurate. They will always have the opportunity to correct the record between meetings or at a meeting.

## **8 REVIEW**

Trustee Board will review this document every year, usually at the first meeting following the AGM.