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Governance Framework

September 2016

Governance Framework

Board and Committee Reporting

Board Meetings

- The Chair will arrange Board meetings as defined by the By-Laws. Non-attendance by a Board member is acceptable where holidays or work commitments intrude, or as agreed with the Chair. However, a Board member who misses more than two Board meetings in a year should seriously consider whether their other commitments make a genuine commitment to the Board impractical.
- Board meeting dates will be set by the Chair at the annual strategic planning session for the following calendar year.
- The purpose of a Board meeting is to enable discussion of strategic matters, to discuss BCI-wide concerns and to enable identification of and focus upon key risk issues
- Attendees will be the Directors and any other member of the Central Office or Regional Office staff, as deemed necessary
- The Chair is responsible for setting up the meeting and finalising the agenda. This can be delegated to the Central Office by mutual agreement
- The Central Office will arrange for minutes to be taken and circulated
- The Executive Director should prepare and circulate a report based on Key Performance Indicators and Risks Issues to the Directors. This report should focus on material activity for the Board's information or issues for which a strategic decision is required
- Discussions and actions will be minuted.
- The Board shall meet as deemed appropriate. These meetings can take place using any appropriate physical or technological means.
- Proxy voting shall not be allowed at any Board meeting or discussion or resolution requiring a vote.
- A Board meeting can be convened by the Chair of the Board or by a quorum of the Directors.
- At least ten (10) working days' notice shall be given of any Board meeting, unless the Chair determines that it is necessary to convene more urgently or by authorising the Company Secretary (if any) to give such notice.

Strategic Planning Session

- At least once a year the Board will conduct a strategic planning session to ensure full discussion and agreement of a 3-year Strategy and items for inclusion in the Strategic Plan for the following year.
- The Executive Director will be responsible for the development and the delivery of the Strategic Plan to reflect any changes in strategy identified during the strategic planning session.

Remuneration and Risk and Governance Committee Reporting Arrangements

- Committee Chairs will arrange formal committee meetings as defined by the BCI Bylaws. Meetings do not always need to be face-to-face. Tele- or video- conferencing is acceptable
- Committee Chairs are responsible for creation and distribution of agendas, minutes and action trackers
- Discussions and actions will be minuted
- Committee Chairs should invite the BCI Chair to their committee meetings at least once a year. The BCI Chair may decline such invitations
- Committee Chairs should invite the BCI Vice-Chair to their committee meetings at least once a year. The BCI Vice-Chair may decline such invitations.

External Representation of the BCI

- Any meeting held on behalf of the BCI with any external body shall only occur if it meets one of the agreed objectives in the BCI Strategy.
- The person representing the BCI shall discuss the purpose and content of the meeting with the Central Office, the BCI Chair or the BCI Vice-Chair, prior to the meeting, to ensure that a BCI position is understood and is able to be articulated
- All formal documents should be held by the Central Office
- The person representing the BCI shall forward a summary of the meeting – or formal minutes of that meeting – to the Central Office within two calendar weeks of the meeting.

BCI Review and Planning Year

- The BCI Central Office will conduct a full annual review of staff performances for the previous year and confirm targets for the year ahead. This process will commence in March each year.
- The Executive Director will conduct a half year budget review which will take place every September and re-forecast if necessary.
- The BCI Central Office will conduct a half year staff performance review.
- A strategy meeting will take place once a year to review and revise the 3-year strategy which will then be fed into the budget for the year ahead.
- The Executive Director is responsible for finalising the budget and obtaining the approval of the BCI Board.

Other Operational Disciplines and Standards

- **Dealings with Members and peers:** BCI to strive for best practice at all times. Colleagues should be valued and developed. An approach of openness, honesty and common sense is to be adopted.
- **Policy Adherence:** Committee Chairs and Central Office to comply at all times with all good corporate governance practices. Attention is drawn to the importance of practices relating to Fraud, Money Laundering etc.

- **Property/rental requirements:** any property/rental requirements and/or projections to be discussed with the Executive Director prior to commitment.

Expenses Policy

The BCI shall maintain an expenses policy, administered by the Central Office.

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