

# BCI Groups Terms of Reference 2018

Version 1 – May 2018

To be reviewed in May 2020



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## A1 - Introduction

A number of BCI groups exist to carry out various functions for the institute. This document lays out the terms of reference for each group. All groups are bound by the BCI Articles of Association and Bylaws. In particular the following clauses from these documents should be noted;

### Articles of Association

16 – Conflicts of interest

### Bylaws

A2 – Quorums

A3 – Rules of debate

A4 – Code of conduct

Each of the groups listed in this document has a dedicated member of the BCI executive team assigned to it for administrative purposes as listed in this table.

Group	Lead executive
Risk and Governance Committee	Head of Finance & Operations
Professional Conduct and Appeals committee	Head of Communities
Technical Review Panel	Head of Communities
Remuneration Committee	Head of Finance & Operations
Awards Judging Panel	Head of Communities
BCI Community Groups	Head of Communities
BCI Chapters	Head of Communities

## A2 - Member committees

### A3 - Risk and Governance Committee

- A3.1** The Risk and Governance Committee shall be responsible for the probity (e.g integrity and compliance) of the BCI and its operations, including the propriety of its processes and systems.
- A3.2** The Risk and Governance Committee shall consist of at least four (4) members appointed by the Board as follows:
- The Chair, will ideally be the immediate past Chair of the Board. However if that person declines the role, the Board will nominate a suitable alternative
  - One (1) Director, who shall not be the Executive Director and ideally be a Non-Executive Director
  - A minimum of two (2) persons with appropriate expertise (who may or may not be members of the Institute); this is to facilitate adequate and diverse resource to undertake regular Risk Audits and Departmental Governance Reviews
  - If a nominated member of the Risk & Governance Committee is not able to attend more than two (2) meetings per annum, then the Board reserves the right to nominate an alternative member for this committee.
- A3.3** The Risk and Governance Committee shall meet a minimum of four (4) times a year in accordance with the committee's terms of reference as published by the BCI
- A3.4** The term of office of members of the Risk and Governance Committee will be two (2) years or such lesser period as may be determined at the time of appointment. Members will be eligible for appointment for two (2) further terms of two (2) years, up to a maximum of six (6) consecutive years, at which point the member must stand down for at least one (1) year.
- A3.5** The Risk & Governance Committee shall not have more than one (1) member who is employed by the same company. For the purposes of these By-Laws, "company" includes all trading entities, divisions and business units of a parent organisation, however structured, along geographic or business lines.
- A3.6** Where two (2) or more serving members of the Risk & Governance are brought into contravention of –law C3.5 by virtue of a merger or amalgamation of their employer companies or as a result of their changing employment, then the following provisions will apply:
- All affected members will be permitted to remain on the Risk & Governance committee for their current year of office
  - Where the contravention is resolved by one (1) or more of the members completing their term of service then the normal nomination or election process will resolve the issue subject to the above provisions
  - Where the term of service of the affected Risk & Governance committee members exceeds the current year then all affected members will be required to either seek re-nomination or re-election at the next ballot subject to the above provisions.

**A3.7** Non-attendance by a member of the Risk & Governance is acceptable where holidays or work commitments intrude, or as agreed with the Chair. However, a member who misses more than two Risk & Governance meetings in a year should seriously consider whether their other commitments make a genuine commitment to the Committee impractical

**A3.8** The members of the committee may make representation to the Chair of the Board if they desire the removal of the committee Chair.

**A3.9** Only a vote of the full Board can remove and replace the committee Chair.

**A3.10** The Risk and Governance Committee shall operate under acceptance of Qualified Privilege.

## A4 - Professional conduct committee and appeals committee

**A4.1** The Professional Conduct Committee and appeals committee shall be responsible for hearing complaints about breaches of the BCI Code of Conduct by BCI members and any subsequent appeals.

**A4.2** A list of members of the Professional Conduct Committee shall be approved by the BCI board.

**A4.3** There will be up to 24 places available on the committee for BCI certified members

**A4.4** There will be up to 5 places available on the committee for lay members who may not be (or have been at any time) members of the BCI or the BCI board.

**A4.5** In the event of a complaint being received under the BCI Code of Conduct then the Executive Director may convene a committee from this pool of people as outlined in the BCI Professional Conduct Procedural Rules.

**A4.6** The BCI board shall review the list of members every three years and may decide to refresh the membership list by terminating the tenure of some or all committee members and call for new nominations.

**A4.7** Members of the Professional Conduct committee and appeals committee shall not be reimbursed for their time but may claim out of pocket expenses as per the BCI Expenses Policy.

## A5 - Technical Review Panel

**A5.1** The Technical Review Panel shall be responsible for providing feedback and advice on BCI knowledge products such as training courses, videos, books, web content, guides or standards. This is not an exhaustive list.

**A5.2** A list of members of the Technical Review Panel shall be maintained by the Executive Director or delegated authority. BCI membership is not a requisite for membership of this panel.

**A5.3** There will be no limit on the number of places available on the Technical Review Panel nor on the tenure of membership.

**A5.4** When a need for feedback or advice arises from the leader of a BCI project to produce products as described in A3.1 then an appeal for suitably qualified people will be made to the Technical Review Panel.

**A5.5** Members of the Technical Review Panel will not be obliged to take part in any particular project.

**A5.6** Project leaders shall have the authority to choose which members of the Technical Review Panel that they wish to take part in any review and shall not be obliged to take into account any feedback or advice received. A non-disclosure agreement may need to be signed by panel members taking part in any project. Page | 5

**A5.7** Members of the Technical Review Panel shall not be reimbursed for their time but may claim out of pocket expenses as per the BCI Expenses Policy.

Panel members who agree to take part in a project but then fail to deliver their agreed outputs may be asked to leave the panel and / or may not be invited to take part in future projects.

## A6 - Awards Judging Panel

**A6.1** The Awards Judging Panel shall be responsible for judging entries to the BCI regional and global awards and the gifted grades scheme.

**A6.2** A list of members of the Awards Judging Panel shall be maintained by the Executive Director or delegated authority. BCI membership is not a requisite for membership of this panel.

**A6.3** There will be no limit on the number of places available on the Awards Judging Panel nor on the tenure of membership.

**A6.4** When a need for judging of a particular award arises then an appeal for interested people will be made to the Awards Judging Panel.

**A6.5** Members of the Awards Judging Panel will not be obliged to take part in any particular programme.

**A6.6** The BCI Head of Judges shall have the authority to choose which members of the Awards Judging Panel that they wish to take part in any programme.

**A6.7** Members of the Awards Judging Panel shall not be reimbursed for their time but may claim out of pocket expenses as per the BCI Expenses Policy.

**A6.8** Panel members who agree to take part in a programme but then fail to deliver their agreed outputs may be asked to leave the panel and / or may not be invited to take part in future programmes.

## A7 - BCI community groups

**A7.1** BCI community groups can be formed by groups of BCI members dedicated to the promotion of professional competency and personal development in the field of BCM. The group can be based on geography or a specific interest and the formation of any group must be approved by the BCI board.

**A7.2** The BCI Board can withdraw this approval for a community group to operate as a BCI approved group at any time should circumstances warrant.

**A7.3** Each community group must appoint a leadership team consisting of at least 3 people who must all be BCI members and at least one must be a Voting Member.

**A7.4** Community groups are not authorised to raise additional dues or subscription fees for group membership although groups may charge for attendance at meetings or for meeting sponsorship.

**A7.5** The aims of community groups are to

- i) promote networking with other BCM Professionals within their own community and across the industry globally.
- ii) encourage and promote the opportunity to provide BCM expertise and support to local communities.
- iii) provide the opportunity and means to share knowledge and experiences across the profession and have access to such information available to benefit members locally and abroad.
- iv) bring together members of the BCI and others concerned with or interested in the practice of business continuity management.
- v) stimulate development of business continuity management practices and better performance among professionals and others concerned.
- vi) co-operate with other similar bodies particularly by organising joint meetings and undertaking activities to promote the objects of the BCI.
- vii) encourage members and others to undertake voluntary work for the BCI and to promote membership of the BCI among persons eligible for membership.

**A7.6** In the case where a community group exists in a country which has Chapter status the group leaders must liaise with the Chapter leaders to ensure there are no conflicts between the Chapter and the community group in the delivery of services to members.

**A7.7** A community group can be led and organised in any way that meets local needs, subject to the group supporting overall BCI strategy and objectives.

**A7.8** The community group leadership will be collectively responsible, in partnership with the BCI central office team, for developing and facilitating a local programme based on input and direction from local members.

**A7.9** A community group leadership team may appoint small committees to assist with the implementation of their programme.

**A7.10** All community group leadership team appointments will be voluntary.

**A7.11** Leadership teams of community groups must not set up formal legal entities in the name of their group or the BCI.

**A7.12** All financial transactions connected to community groups must be conducted through either the BCI central office or a BCI Chapter.



### A9 - Remuneration Committee

**A9.1** The Remuneration Committee has overall responsibility for:

- Oversight of the work, remuneration and benefits of the BCI's staff
- All matters relating to hiring and termination of employment of the Executive Director
- Delegation of day to day responsibility for the Central Office and Regional Office staff matters to the Executive Director, with the committee being the final arbiter in any dispute. This includes Performance management, objective setting and monitoring along with training, development and succession planning
- Oversight of all employee benefits including pension rights, fringe benefits and holidays
- Selection of prospective Non-Executive Directors with recommendations for Board approval, according the agreed procedure and published by the BCI.

**A9.2** The Remuneration Committee shall consist of three (3) members appointed by the Board as follows:

- The Chair of the committee who ideally will be the current Vice Chair of the Board. However if that person declines the role, the Board will nominate a suitable alternative
- The Chair of the Board
- One further member, who shall be a Non-Executive Director.
- The Executive Director may be invited to attend in an ex-officio capacity

**A9.3** The Remuneration Committee will meet at least three (3) times per year to support key activities and timescales within the BCI calendar and in accordance with the committee's terms of reference as published by the BCI.

**A9.4** The term of office of members of the committee will be two (2) years or such lesser period as may be determined at the time of appointment. Members will be eligible for appointment for two (2) further terms of two (2) years, up to a maximum of six (6) consecutive years, at which point the member must stand down for at least one (1) year.

**A9.5** In exceptional circumstances, the members of the Remuneration Committee may make representation to the Chair of the Board if they desire the removal of the Chair of the Remuneration Committee.

**A9.6** Only a vote of the full Board can remove and replace the Chair of the Remuneration committee.

**A9.7** The Remuneration Committee shall operate under acceptance of Qualified Privilege.



## A11 - BCI Chapters

- A11.1** The establishment of any Chapter must be approved by the Board of the Business Continuity Institute Forum Limited and all Chapters operate only with the express permission of the Business Continuity Institute. This consent includes the use of the name "Business Continuity Institute" and all variations of the BCI brand and name which may include, but is not limited to, "the BCI".
- A11.2** The BCI Board recognises the need to create local legal entities or companies which may include "the BCI", or other variations of this name, in the registered name of the local legal entity. Directors of these local legal entities should be aware that they are acting on behalf of the Business Continuity Institute and that they do not have legal ownership or rights to the BCI name or brand in any form.
- A11.3** Chapters are created to:
- A11.4a)** represent the interest of the BCI in an individual country or region
- A11.5b)** act as a communication channel to and from local BCI members
- A11.6** BCI Chapters will support and work towards delivering the Visions, Values and Goals of the Business Continuity Institute as articulated within the BCI Strategic Plan. The BCI Strategic Plan will be made available to Chapter Leaders annually and they are actively encouraged to offer advice, inputs and updates to the Strategic Plan ahead of the annual review. All comments should be directed via the BCI's Executive Director.
- A11.7** Proposals for Chapter status should be brought to the BCI Board for consideration and approval. A BCI Chapter can be formed where there are at least 100 Statutory members (or a clear plan put forward on how to achieve 100) provided the majority of those members support it.
- A11.8** First and foremost all BCI members, whether of a Statutory or non-Statutory grade, are members of the Business Continuity Institute which confers on them the right to also become part of a BCI Chapter, where these Chapters exist. Chapter Leaders may not create circumstances to offer Chapter membership to individuals who are not BCI members and no additional entry requirements, fees or conditions may be introduced by the Chapter Leadership. For clarification all BCI members belong to the Business Continuity Institute centrally and not to individual Chapters. All membership processes and procedures (including applications, upgrading and examinations) belong to the BCI and are administered centrally.
- A11.9** For transparency and accountability of operation, each Chapter must be led by a leadership team, consisting at the very minimum of a Chair, Treasurer and a Secretary (or such other appropriate titles as approved by the BCI Board) and other such requirements (if any) to meet the needs of local legal requirements with regard to the local legal entity. No chapter shall have a leadership team that consists of 2 or more people who are employed by the same organisation.
- A11.10** Each Chapter may be registered at a local level as a not-for-profit legal entity and copies of all documents relating to the establishment of such an entity, including details of directors, must be lodged with the BCI Central Office. To ensure accountability of operation and to protect the brand image and reputation of the Business Continuity Institute, only current Statutory members (ie Hon FBCI, FBCI, AFBCI, Hon MBCI, MBCI, AMBCI) of the Institute are eligible to hold a directorship of a BCI Chapter.

**A11.11** Additionally the leadership of each Chapter must agree to fulfil all local legal requirements in the operation of such an entity. This may include, but is not limited to, filing annual company returns or other such requirements, dependent on the locality. Where annual company returns are not a local legal requirement then a full annual report must be prepared by the Chapter Leadership and submitted to the BCI Central Office. Release of BCI funding to the Chapter will be dependent upon receipt of this documentation.

**A11.12** On taking office as either a member of the BCI Chapter leadership team and/or a director of the local legal entity, the postholder, who must be a Statutory member of the Institute, shall sign the "Acknowledgment of Authority" document which confirms they hold the post only with the express permission of the BCI Board of Directors. Release of BCI funding to the Chapter will be dependent upon receipt of this documentation.

**A11.13** Chapter Board Members should not work for (in any capacity) or promote other membership organisations that may be considered to be competitive to the BCI. For clarity, these are currently listed as the DRIL, BCMI, or IBCM. If in doubt about any other (probably local) organisations, please discuss with the Central Office. Note that it is not improper for individual BCI Members to be involved with these competitive organisations but (if so) they must not stand for election to a BCI role.

**A11.14** The Chapter Leadership shall meet regularly, at least once every 3 months, and use any appropriate physical or technological means. Each meeting should be minuted and copies of those minutes maintained by the Chapter Secretary and made available to Central Office on request.

**A11.15** As outlined above, the Chapter Leadership, or Board, shall at the very minimum comprise a Chair, Treasurer and a Secretary (or such other appropriate titles as required under local legal regulations, which should be advised to the BCI Board). Other roles may be created at the discretion of the Chapter Leadership. Additionally small committees or Working Groups may be appointed from non-elected Statutory members to assist in the implementation of the Chapter activity programme.

**A11.16** The Chapter Board should be formed from regional Forum Leaders or nominated Forum representatives, where Forums exist within the Chapter locality. If there are no or insufficient Forums set up, Board elections will take place amongst the respective Statutory members of the Chapter and these elections will be co-ordinated by the Central Office. The Chapter Board representatives will serve for a term of three years which may be renewable for a further three years (subject to being re-elected) but no more than six years in total. This term(s) will start from the Chapters Annual General Meeting.

**A11.17** BCI Chapter Leaders are referred to the BCI By-Laws relating to election of the BCI Board – see <https://www.thebci.org/about-bci/governance.html> for the latest BCI By-Laws - these rules must be followed in the election of Chapter Leaders. If in doubt all queries should be referred to the Central Office.

**A11.18** If the BCI Board has concerns that any individual or individuals elected to the Chapter Leadership may be acting contrary to the BCI's Code of Conduct for or in a manner likely to damage the Institute then they reserve the right to veto the appointment and call for new elections.

**A11.19** As members of the BCI, all Chapter Leaders should be aware of the BCI Code of Conduct. This Code sets out the professional standards required by the Institute as a condition of membership. It applies to members of all grades, including Students, and Affiliates. Chapters cannot dismiss or suspend members from Chapter activities whilst they remain BCI Members but they may refer suspected unethical behaviour via the BCI's Complaints process.

**A11.20** The BCI Board further reserves the right to refer elected Chapter Leaders to the Risk & Governance Committee where they consider a conflict of interest might occur. For example, if other positions of influence and authority within the BCI are also held by the same individual. Page | 10

**A11.21** All Chapter Leaders are required to abide by the BCI By-Laws as they relate to BCI Directors which can be found within the latest BCI By-Laws. Most specifically, they shall not be remunerated by the BCI or the BCI Chapter for their time in relation to BCI activities. Chapters may, however, establish a policy to reimburse reasonable out of pocket expenses for individuals acting on behalf of the Chapter.

**A11.22** An Annual General Meeting (AGM) should be held to appoint and/or confirm the Chapter Leaders and inform members of previous and future activities. The BCI Board recognise that, although an AGM may not be a formal requirement for the local legal entity, it is in the best interest of membership organisations to conduct themselves with transparency and allow an open dialogue between elected Leaders and the membership. If it is not possible to hold a physical AGM then other technologies should be considered.

**A11.23** Full and transparent Financial Accounts should be presented to the Chapter AGM by the Chair of the Chapter or by a nominated director with financial responsibility. These accounts should include full disclosure of how the Chapter grant from the BCI has been used and should include benefits, including benefits in kind, that Chapter Leaders may have received in relation to their role. These benefits may include, but are not limited to, free attendance at conferences and other events.

**A11.24** The meeting should be minuted and copies of the minutes sent to the Central Office and all Chapter members within one month.

**A11.25** Chapters may be funded from BCI central resources subject to governance documentation being received by the BCI's Central Office i.e. this signed Acknowledgement of Authority and minutes of the Annual General Meeting. A full set of annual accounts must also be received before funds will be released.

**A11.26** Chapters may not administer a separate membership charge to members.

**A11.27** a) The BCI shall apportion a central development fund which Chapter Leaders may apply to. The BCI reserves the right not to allocate funds should the overall financial position of the Institute not be strong enough to warrant such expenditure or if requests for funds not be in line with the Institute's strategic objectives.

**A11.28** The BCI shall endeavour to meet expectations for requests for grants from this central development fund. Chapter Leaders should be aware, however, that there will be numerous demands on a finite fund.

**A11.29** Each application for additional funding must be accompanied by a clear plan showing how the money will be used and the likely return on investment in terms of membership growth or other strategic targets. For example, subsidising events for existing members will not be considered a top priority activity.

**A11.30** Chapters are actively encouraged to generate funds at a local level. These may be generated by, but are not limited to, running paid events, accepting advertising in Chapter newsletters or on the Chapter's section of the BCI's website. In order to avoid any conflict of interest with Central Office activities Chapter Leaders are advised to discuss opportunities with Central Office ahead of making firm commitments.

**A11.31** As previously stated, the purpose of BCI Chapters is to:

**A11.32** represent the interest of the BCI in an individual country or region

**A11.34** All activities must be in line with the BCI's Strategic Plan and should have measurable targets and outputs.

**A11.35** Activities in item (a) above may include, but are not limited to:

**A11.36** running a Business Continuity Awareness Week and/or other appropriate local programmes to raise awareness and understanding of the discipline. This activity should be co-ordinated with Central Office to ensure consistency of messaging and to make the best use of resources

**A11.37** lobbying and Standards representation; a Chapter Representatives should be appointed to act as the BCI representative on any local Standards initiatives whether instigated by Government, Regulators or National Standards Bodies. The Chapter Representatives should make every effort to ensure the BCI is approached to sit on these committees. Any developments should be advised back to Central Office. The BCI attempts to keep a central register of all legislation, regulation, standards and guidelines published on a world-wide basis and Chapters must report all developments in their localities to Central Office as part of their feedback of activities even if they have not directly participated.

**A11.38** running an annual conference or seminar or actively engaging with third party event organisers and/or non-competitive organisations to organise joint events

**A11.39** where possible Chapter Leaders should identify opportunities within Higher Education where Business Continuity modules could be introduced. In particular Business Schools should be targeted. Chapter Leaders are actively encouraged to identify local members who could act as guest lecturers. All contact with academic institutions must, however, be directed back to the Head of Learning and Development at Central Office for co-ordination and progression and to avoid duplication of effort.

**A11.40** maintaining a Chapter website with local information and activity. This site should be formed, and maintained, in liaison with the BCI's Website Manager as a microsite within the main BCI website at [www.thebci.org](http://www.thebci.org). This will ensure maintenance of the BCI brand and consistency of approach. Messages and news comment which are not in line with BCI Policy should not be included. Central Office reserves the right to veto any inappropriate content.

**A11.41** identifying and supporting local BCI members to represent and speak on behalf of the BCI at public events including conferences.

**A11.42** engaging with similar, non-competitive bodies to further the BCI and the aims of the BCI

**A11.43** promoting membership of the Institute amongst those eligible for membership.

**A11.44** Activities in A 9.39 above may include, but are not limited to:

**A11.45** communicating with its members on a regular basis with details of local events, BCI news etc. This may be done in the form of a regular newsletter or other appropriate channels.

**A11.46** actively encouraging members to renew their membership of the Institute

**A11.47** consider running webinars and/or online forums to build a stronger sense of "BCI community" encourage and support the operation of local BCI Forums in the Chapter region where appropriate.





## Business Continuity Institute

10-11 Southview Park, Marsack Street,  
Caversham, Berkshire, UK, RG4 5AF

[bci@thebci.org](mailto:bci@thebci.org)

[www.thebci.org](http://www.thebci.org)