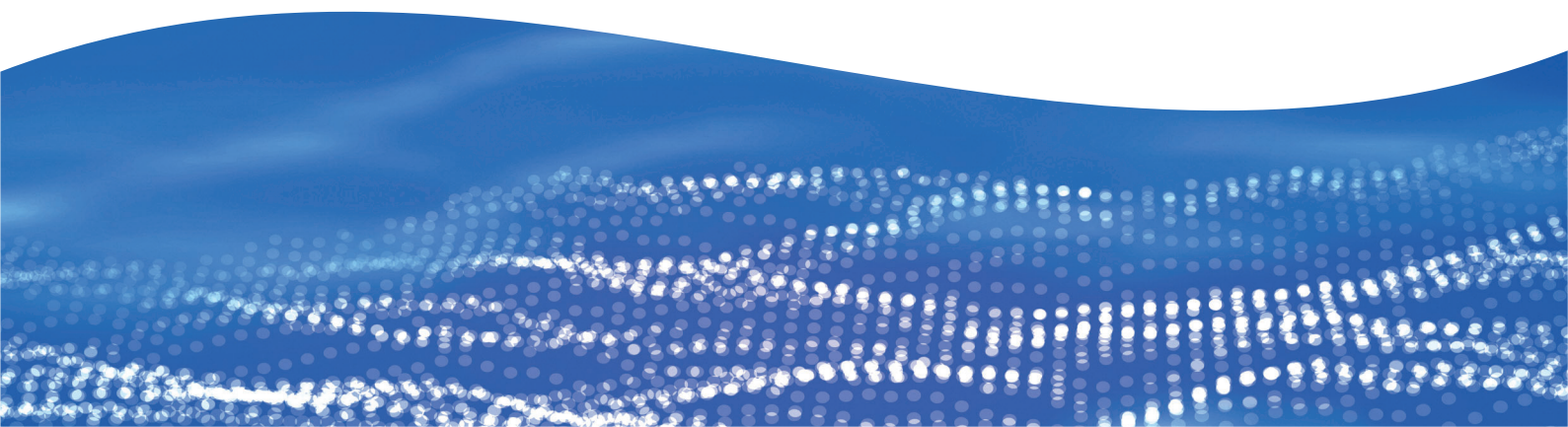




Regional Committee Governance: Roles, Induction, Terms of Reference and Scorecard

**IMCA G005 Rev. 2.1
May 2024**





The International Marine Contractors Association (IMCA) is the international trade association representing offshore marine contractors, service companies, and the industry's supply chain.

IMCA's mission is to improve performance in the marine contracting industry. Our value proposition is to influence our industry in key technical, contractual, policy and regulatory matters that are in the collective best interest of the marine contracting industry.

For over 25 years IMCA has maintained an important body of knowledge to assist our industry in the form of published guidance documents promoting good practice across a wide range of technical and professional disciplines. Documents have a self-explanatory title and are catalogued using a code containing letters and numbers. The letter indicates the discipline, and the number is simply sequential within that discipline.

Members are expected to adopt as a minimum standard the technical guidelines (published documents, information notes and other materials) produced by the Association appropriate to the technical division(s) and region(s) to which the relevant Member belongs.

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Feedback – If you have any comments on this document, please email us:

feedback@imca-int.com

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1 Introduction

IMCA aspires to have the highest quality governance. This will ensure that we deliver maximum benefit to our Members.¹

In 2016 we re-organised and streamlined our governance and legal structures, the details of which are set out in our *Articles of Association* and our *Bye-laws*.

These high-level documents are summarised in our *Governance Handbook* which also sets out what is expected of everyone involved in our governance and everyone that serves on our committees.

This document adds to the governance programme by setting out in an easily accessible format the role descriptions for key positions in the governance of our technical committees. It includes areas of responsibility, induction checklists, model committee terms of reference, criteria for committee success, and committee performance measurement.

It is designed to assist Members taking key roles in IMCA and to deliver committee performance to the highest standard of corporate governance.

We hope you find it helpful.

Iain Grainger

Chief Executive

May 2024

¹ This document follows the IMCA convention of using an initial capital letter when referring to Members of the organisation but a lower-case letter when referring to members of committees etc.

2 Roles

2.1 Regional Committees

The regional committees have an important role within IMCA; broadly divided into five key areas:

- 1) By using the regional network of IMCA Members we can recruit, evaluate and nominate regional representatives to IMCA's Core and Divisional committees as appropriate. This applies to all regions except the Europe and Africa Region, which for locational and historical reasons is always well represented on our committees.
- 2) Working with the Secretariat to organise stimulating regional meetings and events to discuss local, regional and global topics of mutual interest to Members.
- 3) Providing feedback to the Board, via the Chief Executive, on matters of strategic interest to the association and of benefit to the region.
- 4) Encouraging active participation of the Membership.
- 5) Encouraging new Members of the association.

2.2 Regional Committee Chair

This generic role description is for the regional committees – comprising Asia-Pacific, Europe & Africa, Middle East & India, North America, and South America.

The *IMCA Governance Handbook* sets out the roles of the committees and indicates how each is composed and what is expected of each.

Most IMCA committees meet four times a year and are supported by a designated Technical Adviser from the Secretariat who works in a project manager role. Regional committees can have more frequent shorter meetings which can be particularly helpful during the planning phase for an IMCA Regional meeting or seminar.

The role of Regional Committee Chair might require a commitment of 2-3 hours a month on IMCA matters, but this will vary according to the circumstances.

The main duties of the Regional Committee Chair are to:

- 1) Ensure that committee meetings are conducted in a professional manner, and in accordance with IMCA's Competition Law Compliance Policy.
- 2) Chair the committee so that it **delivers its role** and acts in line with the strategy and values of IMCA defined by the Board and posted on the website Governance page.
- 3) Establish and agree the terms of reference, purpose and strategy of the committee for the elected term. This document will be posted on the committee's SharePoint site.
- 4) On an annual basis establish the top 3-5 objectives of the committee, ensuring alignment with IMCA's overall strategic direction as defined by the Board, and agreeing a workplan and timetable for their delivery. These objectives will be posted on the committee's SharePoint Site.
- 5) Where appropriate, make policy or strategy recommendations to the CEO for consideration by the Operations Committee and Board.

- 6) Where appropriate, guide the committee in identifying and proposing new areas of business that will further the mission and objectives of IMCA.
- 7) Work with the designated Technical Adviser to ensure that the committee agrees an appropriate **workplan** and delivers it in a timely manner.
- 8) Induct **new members** of the committee with the assistance of the Secretariat, the Technical Adviser will play an important co-ordinating role in this activity.
- 9) Determine whether to propose **co-opting** any additional members to the committee.
- 10) With the Technical Adviser, plan and prepare the **agenda** for meetings.
- 11) Ensure that the **decisions** taken by the meetings are within its power and are clearly minuted.
- 12) With the assistance of the Technical Adviser, monitor the **attendance and contribution** of committee members. Those who are unable to attend three consecutive meetings will usually be invited to resign.
- 13) Lead the **performance review** of the committee every two years.
- 14) Discharge the duties of a member of the **Operations Committee**.

Responsible to

The IMCA CEO.

2.3 Committee Vice-Chair

The role of Vice-Chair might require a commitment of 2-3 hours per month on IMCA matters, but this will vary according to the circumstances.

The main duties of the Committee Vice-Chair are to:

- ◆ be familiar with the **role** of the committee
- ◆ **deputise** for the Committee Chair when required
- ◆ take on other specific responsibilities as **delegated** by the Chair of the committee
- ◆ be a **critical friend** to the Chair.

Responsible to

The Chair of the committee.

2.4 Guide for Chairing Regional Committees

- ◆ Ensure that meetings are always conducted in accordance with IMCA's Competition Law Compliance Policy and recorded as such in the minutes.
- ◆ Draft minutes will be prepared by the Technical Adviser within 10 working days of a meeting. Upon receipt, review and approve the draft for wider distribution to all committee members. At the next meeting the draft minutes will be reviewed, revised as necessary and offered for formal approval – which will be confirmed by the signature of the Chair.
- ◆ Work with the Technical Adviser to establish the agenda for each meeting. The agenda is to be sent to committee members and posted to the SharePoint Site in advance of the

meeting. The Technical Adviser will orchestrate the flow of the meeting with prepared papers in the form of PowerPoint presentation or other materials, which should be sent to committee members in advance of the meeting.

- ◆ Consider the flow of topics to unify the committee at the start and end of meetings, avoid difficult topics back-to-back. Use regular breaks to maintain energy and clear thinking. The Chair's role is often that of a facilitator – to guide, mediate and stimulate discussion – but always being mindful of people's time and the efficiency and decision-making performance of the committee.
- ◆ All committee members have an equal vote. The Chair has a casting vote, but should aim to achieve decisions by unanimous or consensus agreement. If the topic is controversial and it is clear that the mood of the committee is unconstructive, defer decisions so as to revisit the topic in a different way. The committee may co-opt additional members as appropriate. Permanent co-opted members have an equal vote, whereas temporary members would normally be abstained from voting.
- ◆ Be familiar with the association's Bye-laws on committees.

2.5 Regional Committee Member

The role of Regional Committee member will require:

- ◆ attendance at meetings by video or in person
- ◆ familiarity with the role of the committee and the other members
- ◆ familiarity with the agenda and pre-reads for each quarterly meeting
- ◆ full participation in, and active contribution to, the work of the committee
- ◆ fulfilment of assigned responsibilities
- ◆ any conflicts of interest to be addressed.

3 Dos and Don'ts of IMCA committees

| DO | DON'T |
|--|---|
| Send a well-briefed deputy if you cannot attend. | Do not ignore or fail to respond to the meeting invitation in Outlook |
| Familiarise yourself with the IMCA Competition Law Compliance Policy and follow it. | Never discuss prices, profits, costs, discounts, rebates or reductions, sales/purchases, market shares, market allocation or marketing, tendering, bidding on projects, future business plans, customer/supplier selection, or employee compensation. |
| Familiarise yourself with the agenda and any pre-reads before joining the meeting. Read the minutes when they arrive. | Don't ignore the agenda or leave reviewing it until the last moment. Don't ignore the minutes. |
| Speak up – be prepared to make an active contribution to the meeting. Make suggestions for improvements. | Don't just listen in and contribute nothing – have an opinion and share it; that's why you're on the committee. |
| Volunteer to complete action items. | Do not remain passive and detached. |
| Focus on the committee work in hand. | Don't multi-task in videoconference meetings – if you feel the IMCA meeting is not worth your full attention, committee membership may not be for you. |
| Keep the pace of the meeting moving, to make good use of time. | Don't get bogged down in minutiae or on minor issues. |

4 Induction Checklist

4.1 Chair and Vice-Chair Induction

It is likely that the incoming Chair and Vice-Chair will be knowledgeable about the Association. This is therefore a checklist for induction. The main activities will be reading and meeting or phoning members of the committee.

Reading

- ◆ *Bye-laws and Governance Handbook*
- ◆ Role descriptions
- ◆ Website review
- ◆ Biographical notes of IMCA CEO and senior managers of the Secretariat on the IMCA website
- ◆ Review of current committee workplan and objectives
- ◆ Recent committee minutes
- ◆ Recent media releases on the IMCA website

Induction meetings or phone calls with:

- ◆ Secretariat – main contact point for the region
- ◆ Previous Chair – for any handover or specific information on chairing the committee
- ◆ Committee members
- ◆ Chief Executive and/or Technical Director

4.2 Committee Member Induction

Reading

- ◆ *Governance Handbook*
- ◆ Website review
- ◆ Review of current committee workplan and objectives
- ◆ Recent committee minutes
- ◆ Recent media releases on the IMCA website

Induction meetings or phone calls with:

- ◆ Chair and Vice-Chair
- ◆ Secretariat Technical Adviser to the committee

5 Terms of Reference

5.1 Model Terms of Reference for the Regional Committees

This generic terms of reference is for the regional committees, it should be developed by each committee according to its specific needs and reviewed at least every three years.

Most committees meet four times a year and are supported by a designated contact from the Secretariat. Regional committees may hold much shorter and more frequent meetings.

The top 3-5 committee objectives are to be established on an annual basis and recorded by the Secretariat.

The committee is to:

- 1) always work in accordance with IMCA's Competition Law Compliance Policy
- 2) work with the Secretariat's designated contact point
- 3) develop an annual **workplan** that allows the committee to deliver its roles and objectives, and to execute this in a timely manner
- 4) ensure all committee members are **using their skills** to deliver the workplan
- 5) **co-opt** committee members where there are skills gaps
- 6) keep **abreast** of current technical knowledge and operating practice in the relevant fields
- 7) establish and contribute to **workgroups** when required. Establishing them requires the agreement of the CEO.

Communication is usually conducted through the Secretariat and all external communication on behalf of IMCA must be through the Secretariat.

Committee members should take care if participating in website discussions, so as not to appear to be speaking on behalf of IMCA unless authorised to do so.

6 Meeting Guidance

6.1 Competition Law Guidance for Meetings

IMCA meetings are held strictly in accordance with our Competition Law Compliance Policy which is designed to protect businesses and consumers from anti-competitive behaviour. Copies of the policy are freely available.

The Association, its meetings, committees, and secretariat will comply with all applicable competition law (competition, antitrust and similar laws) including those of the United States of America, the European Union, the United Kingdom, and other countries in which the Association is active.

Anticompetitive practices include but are not limited to:

- ◆ Price fixing, resale price maintenance, group boycotts, exclusionary exclusive dealing, restricting capacity or outputs, refraining from supplying a product or service, limiting pricing and dividing markets.

During meetings, **DO NOT** discuss or agree **current** or **future** information in relation to:

- ◆ Prices, profits, costs, discounts, rebates or reductions, sales/purchases, market shares, market allocation or marketing, tendering, bidding on projects, future business plans, customer/supplier selection, or employee compensation.

Attendees should object if an improper or questionable subject is raised during the meeting and the Minutes should record that objection.

6.2 Meeting Protocol

Meeting Agenda

A draft agenda is prepared by the Secretariat in consultation with the Committee Chairman and issued prior to the meeting date. Any member of a committee or Workgroup is free to propose to the Chairman or Secretariat the inclusion of an agenda item in the next session.

Quorum

Members who are unable to attend a meeting should inform the Secretariat as soon as possible. The presence of four members of a committee shall constitute a quorum for the transaction of business at IMCA committee meetings. If neither the Chair nor the Vice Chair are present and if the committee members agree, a Chair for the meeting can be selected by those members present. Such details being recorded in the minutes by the Technical Adviser.

Meeting Minutes & Action List

Minutes are prepared by the Technical Adviser using IMCA's designated template and should include:

- ◆ the list of attendees and apologies received
- ◆ an overview of presentations and discussions
- ◆ an accurate reflection of the outcomes of discussions, decisions taken, and future actions
- ◆ minutes should be concise, not discursive, and should capture the principal points of discussion and the resulting actions.

Draft minutes should be circulated for review and comment within 10 working days of the meeting and generally not exceed five pages in length. A final draft of the minutes should be submitted for approval and sign-off by the Chairman at the next meeting. If necessary for logistical reasons (for example, in the event of the absence of the Chair and Vice-Chair), minutes can be signed on their behalf by the Technical Adviser.

Follow-up Actions

Committee members who undertake to complete actions, should commit to doing so by an agreed date. If this becomes no longer possible, they should inform the Chairman and the Secretariat to enable the action to be either rescheduled or allocated to another committee member.

The action list will be updated regularly, and members should keep the Secretariat updated on progress for the actions they are responsible for.

Meeting Dates

Future meeting dates and locations are to be agreed at the close of a meeting session and confirmed by the Secretariat via Outlook invitations as soon as possible thereafter.

Filing of Documents

The Technical Adviser is responsible for the filing of meeting minutes, agenda, and supporting documents in the committee SharePoint site, to which committee members can have online access. Signed minutes of meetings are to be filed in the Team > Secretariat > Committees > Minutes site.

7 Scorecard

This model questionnaire seeks the views of Chair, Vice-Chair and committee members of each IMCA regional committee. It aims to assess the performance of the committee and provide feedback to the Operations Committee. It should be completed every two years. The process will be managed by the Secretariat.

There are free text areas that allow you to expand on your ratings.

YOUR NAME:

YOUR COMMITTEE:

YOUR ROLE: Chair, Vice Chair, Committee Member

| Purpose | Very Good | Good | Okay | Poor | Very Poor |
|---------|-----------|------|------|------|-----------|
|---------|-----------|------|------|------|-----------|

| | | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q1 | How clear is the purpose of the committee? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| | | | | | | |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q2 | How satisfied are you that the committee has clear and realistic plans for achieving its purpose? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| | | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q3 | How effective is the committee in delivering its workplan? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| | | | | | | |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q4 | How timely is the committee in delivering its workplan? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| Roles | Very Good | Good | Okay | Poor | Very Poor |
|-------|-----------|------|------|------|-----------|
|-------|-----------|------|------|------|-----------|

| | | | | | | |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q5 | How effective is the Secretariat in supporting the committee? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| | | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q6 | How appropriate are committee member skills for delivering its purpose and workplan? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

Working effectively

| | | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Q7 | How appropriate is the duration of committee meetings? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|

| | | | | | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | 1 | 2 | 3 | 4 | 5 |
| | (not long enough) | | (about right) | | (too long) |

| | |
|----|---|
| Q8 | Overall what works well with the committee? |
|----|---|

| | |
|----|-----------------------|
| Q9 | What works less well? |
|----|-----------------------|

| | |
|-----|--|
| Q10 | What changes would you suggest to improve the performance and working arrangements of the committee? |
|-----|--|