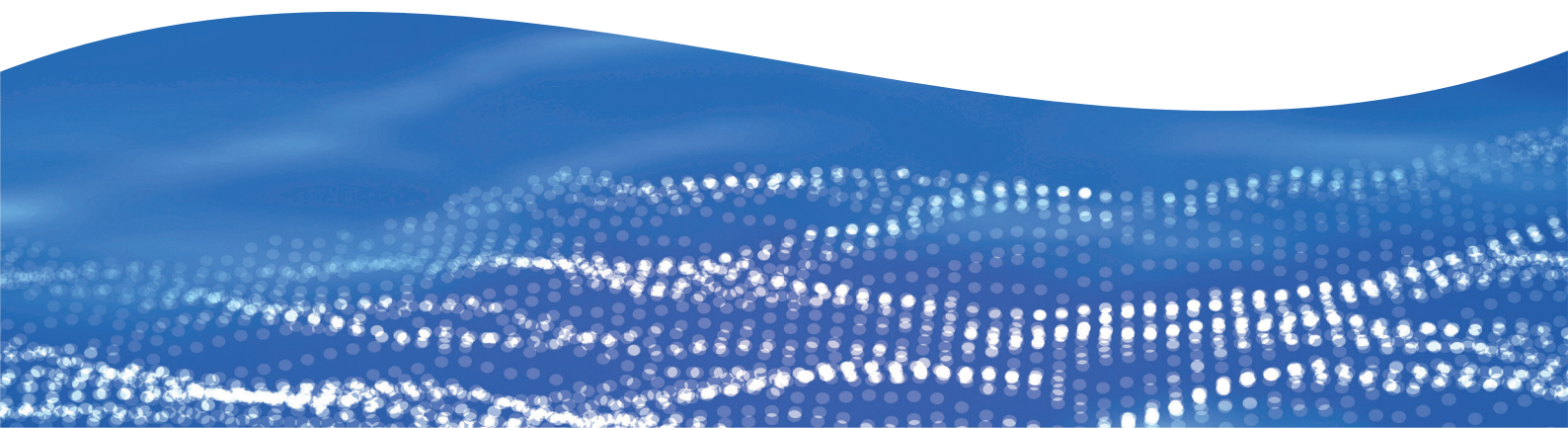




Operations Committee Governance: Roles, Induction, Terms of Reference and Scorecard

**IMCA G003 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 Members¹.

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 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 Operations Committee. It also includes 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 association but a lowercase letter when referring to members of committees etc.

2 Roles

2.1 Operations Committee

The Operations Committee is composed of the Chairs of IMCA's Core and Division Committees, Chairs of IMCA's Regional Committees, and the IMCA Technical Director. The Chief Executive has the right to attend. The Committee elects its own Chair and Vice-Chair from amongst its number. The Chair and Vice-Chair are invited to become members of the Board.

The Operations Committee meets at least twice a year.

The *IMCA Governance Handbook* sets out the role of the Operations Committee as to:

- 1) provide an additional vehicle (conduit) for two-way dialogue between Members and the Board
- 2) approve applications to become Members of IMCA
- 3) allow committee Chairs to contribute to developing IMCA strategy, to keep informed of and aligned with IMCA strategy and to exchange ideas with each other and with the Board
- 4) assist the Technical Director to monitor delivery of committee workplans
- 5) oversee the processes for succession planning for committee members and Chairs and for IMCA elections
- 6) advise the CEO and Board on the overall structure of committees
- 7) through the CEO and Technical Director guide the work of the Secretariat on technical matters.

2.2 Operations Committee Chair

The main duties of the Chair of the Operations Committee 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 Operations Committee so that it **delivers its role** and acts in line with the strategy and values of IMCA defined by the Board from time to time and posted on the website Governance page
- 3) help induct **new members** of the committee
- 4) with the Technical Director, plan and prepare the **agenda** for meetings
- 5) ensure that the **decisions** taken by the committee are within its power and clearly minuted
- 6) working with the Technical Director to ensure that the work of all committees is **aligned**
- 7) **meet** periodically with the CEO and with the President of IMCA
- 8) carry the views of the Operations Committee to the Board and vice versa, while exercising the **role of director** of IMCA in the best interests of the whole organisation
- 9) lead the **performance review** of the Operations Committee every two years.

Responsible to

Operationally to the IMCA CEO, but to have equal director responsibilities on the Board.

2.3 Operations Committee Vice-Chair

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

- 1) **deputise** for the Chair when required
- 2) take on other specific responsibilities as **delegated** by the Chair
- 3) work with committee chairs to **support the Chair**
- 4) be a **critical friend** to the Chair.

Responsible to

Operationally to the Chair of the Operations Committee, but to have equal director responsibilities on the Board.

2.4 Guide for Chairing the Operations Committee

- 1) Ensure that meetings are always conducted in accordance with IMCA's Competition Law Compliance Policy and recorded as such in the minutes.
- 2) Draft minutes will be prepared by the Technical Director 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 by the Chair.
- 3) Work with the Technical Director to establish the agenda for each meeting. The agenda is to be sent to committee members and posted to the SharePoint Site at least two weeks in advance of the meeting.
- 4) 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.
- 5) 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 divided or unconstructive, defer decisions so as to revisit the topic in a different way.
- 6) Be familiar with the association's Bye-laws on committees.
- 7) The schedule of meetings should be established annually and dates reaffirmed at each meeting.

2.5 Operations Committee Member

The role of a member of the Operations Committee member will require:

- 1) attendance at biannual meetings by video or in person; this will require a commitment of at least 2-4 hours per meeting; this may vary according to the circumstances
- 2) familiarity with the **role** of the committee and the other members
- 3) familiarity with the agenda and pre-reads for each meeting
- 4) full participation in, and active contribution to, the work of the committee.

- 5) assisting with document approval where appropriate and answering technical questions where required
- 6) fulfilment of assigned responsibilities
- 7) addressing of any conflicts of interest.

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 Checklists

4.1 Chair and Vice-Chair Induction

Due to their ongoing roles and experience on technical committees, the Chair and Vice Chair will be very familiar with IMCA and the workings of the Association. This is therefore a simple checklist for induction. The main induction activities will be reading and meeting or phoning Members.

Reading

- ◆ *Articles, Bye-laws and Governance Handbook*
- ◆ Role descriptions
- ◆ The current Strategic Plan
- ◆ Website review and committee SharePoint site review
- ◆ Biographical notes of fellow members of the Operations Committee
- ◆ Biographical notes of IMCA CEO and senior managers of the Secretariat on the IMCA website
- ◆ Recent media releases on the IMCA website

Induction meetings or phone calls with:

- ◆ President
- ◆ Chief Executive and Technical Director
- ◆ The former occupants of the role
- ◆ Secretariat staff at the invitation of the Chief Executive

4.2 Committee Member Induction

Reading

- ◆ *Bye-laws and Governance Handbook*
- ◆ Role descriptions
- ◆ Website review
- ◆ Recent committee minutes
- ◆ Recent media releases on the IMCA website

Induction meetings or phone calls with:

- ◆ Chair and Vice-Chair
- ◆ Secretariat Technical Director

5 Terms of Reference

The *IMCA Governance Handbook* sets out the roles of the committees and indicates how each is composed and what is expected of each. Committee members will be familiar with this.

This model terms of reference may be developed further by the committee and should be reviewed at least every three years.

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

The committee is to:

- 1) always work in accordance with IMCA's Competition Law Compliance Policy
- 2) work with the Secretariat Technical Director who will help co-ordinate the committee to achieve its role and objectives within the association
- 3) ensure that IMCA **Guidelines** are signed off through the correct process
- 4) on an ongoing basis ensure that new **Member applications** are assessed on behalf of IMCA, and the Secretariat is advised accordingly
- 5) develop ideas, ambitions, and objectives for developing IMCA as feedback to the Board via the Chair
- 6) ensure all committee members are **using their skills** to contribute to the committee.

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 Scorecard

This model questionnaire seeks the views of Chair, Vice-Chair and committee members of each IMCA technical 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 is a free text question at the end that allows you to expand on your ratings.

YOUR NAME:

YOUR COMMITTEE: Operations Committee

YOUR ROLE: Chair, Vice Chair, Committee Member

Purpose	Very Good	Good	Acceptable	Poor	Very Poor
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Q1. How clear is the purpose of the committee?

Roles	Very Good	Good	Acceptable	Poor	Very Poor
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Q2. How effective is the Secretariat in supporting the committee?

Q3. How appropriate are member skills for delivering its purpose?

Working effectively

Q4. How appropriate is the duration of committee meetings?

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1	2	3	4	5
(too short)	(about right)			(too long)

Q5. Overall, what works well and less well with the committee?

Q6. What changes would you suggest to improve the working arrangements of the committee?