

Governing Board

The Governing Board (GB) has overall responsibility for the performance of assessment and certification and to safeguard the impartiality of the activities of ISO Management Services International LLP (IMS).

The Board meets at least once a year, extraordinary meetings may be held if required, and where agreed by the chair.

The Governing Board shall ensure that a balanced representation of all interests is met, when any resolution is put to a vote the number of votes cast by GB members nominated by any one organisation shall not exceed 25%.

The Chairman of the GB does not vote on normal resolutions. In the case of a tied vote the Chairman shall be entitled to a casting vote.

Members of the Board shall be invited, at each meeting, to divulge any conflict of interest on the agenda subjects and, at the Chairman's discretion, stay or step-down.

The Company shall be entitled to have at least one Governor.

The initial invitations to representatives shall be from the Company. Thereafter, the Governing Board shall invite representatives to fill empty places to make the number on the Governing Board. In the event that the Governing Board fails to carry out this function so that a place is empty for more than six months, the Company may invite representatives to fill the place.

In selecting representatives to provide Governors, the Governing Board and the Company shall seek to safeguard the impartiality of the Governing Board. The company shall ensure that the Board is made up of a representation of a balance of interests such that no single interest predominates

Any approach by a party not represented on the Governing Board, with a request to provide representation, will be reviewed by the Governing Board. If it is deemed that the party has a significant interest in the operations of the Company's certification activities, then an invitation will be extended to the party to provide representation.

Governors will be appointed for three years; they may appoint occasional deputies.

Resignation of a Governor will lead to a further invitation and appointment.

The appointment of a Governor is personal. Governors are chosen to be able to represent the views of particular interests, but unless otherwise specified, are not deemed to directly represent their employer or any other organization.

Governors of the Governing Board will be neither agents nor employees of the Company; they will act as contractors; they will not have the responsibilities of Directors of the Company under the Companies Acts in consequence of their role as members of the Governing Board. Governors will have no legal or statutory responsibilities or liabilities.

Governors of the Governing Board may resign at any time by giving notice in writing. If a Governor ceases to represent the views of the sector he or she represented on appointment, he or she may be asked to resign by resolution of the Governing Board.

The Company shall pay reasonable expenses to the Governors as agreed with the Governing Board.

Duties and Responsibilities of Individual Governors of the Board

- All GB members have a fiduciary duty towards IMS putting aside their individual organisational interests
- The contribute to the formulation of policy matters relating to the operation of IMS
- Have an overview of the implementation of policy relating to certification including an overview of IMS's financial situation.
- To be involved in ad-hoc or existing committees/panels as may be required from time to time
- To ensure regular communication and feedback to/from their affiliations on all non-confidential matters
- To promote IOMS's services to potentially interested parties
- To advise the GB when any changes occur in their circumstances such as employment, membership of Associations or nominating bodies that may affect their eligibility to serve as a GB member
- To notify the GB of any reasons affecting his/her ability to serve the GB.
- To impart to the GB of any information that may be useful in the running of IMS
- To attend meetings with the Accreditation Authorities as and when required by the GB
- To attend all scheduling GB meetings and to be available for ad-hoc meetings with reasonable notice.
- To abide by IMS's policies and the rules as laid down in the IMS Quality Manual and operating procedures
- To understand and implement the requirements of the IMS Manual and Operating Procedures pertaining to the individual's areas of responsibility
- To ensure the policies and practices of IMS comply with the requirements of the Accreditation Authorities
- To sign and comply with the contractor agreement
- To elect the Chairman of the Board
- To make themselves aware of their individual roles and the roles of the GB to ensure impartiality for IMS and its operations.

Duties and responsibilities of the Chairman of the Governing Board additional to his/her duties as an ordinary member

- To manage the process of changes to the GB membership
- In concert with the General Manager,, to schedule, arrange and chair meetings of the GB
- To agree on the agenda for all GB meetings
- To monitor members of the GB on outstanding actions

- To receive and distribute information regarding membership and composition of the GB
- To ensure that the GB composition complies with stated policy, Terms of Reference and accreditation requirements, and in particular with the need for impartiality and independence
- To oversee complaints
- To appoint Appeals Panels members when required
- To approve the issue of the Quality Manual, any Operating Procedures which include policy matters on behalf of the GB

Terms of Reference of the Governing Board

- To formulate policy matters relating to the operation of IMS
- To have an overview of the implementation of those policies
- To appoint the General Manager
- To have an overview of the financial and commercial requirements of IMS
- To set up ad-hoc committees as required and delegate activities to them
- To review reports from the General Manager and ad-hoc committees
- To rule on all appeals against the results of assessments
- To ensure all members understand and fulfil their fiduciary duties and responsibilities as Board members
- To select and appoint a suitable independent Chairman
- To maintain these Terms of Reference
- To review the structure of the GB against changing needs and make changes as necessary

The General Manager shall be responsible to the Governing Board for carrying out day to day operations of the certification schemes. The General Manager shall be free from control by those who have a direct commercial interest in the products, processes, activities, personnel or services which are subject to certification.

The Governing Board is responsible for over viewing the financing of the Scheme, and for commenting on financial support including loans and grants which, in its view, compromise its ability to run the Scheme impartially.

The Governing Board has no obligations in respect of claims on the Company.

The Governing Board shall instruct the General Manager to carry out the day-to-day operation of the Scheme, shall set the General Manager's terms of reference, and shall take all decisions affecting the running of the Scheme including the hearing of appeals.

In exercising its responsibility for performance of certification the Governing Board's decisions will not be called into question by the Company.

If the Governing Board feels that the impartiality of the Scheme is being compromised by the Company, the Governing Board shall inform the relevant Accreditation Body.

Appeals Panel (ad hoc)

The appeals panel is formed when required to provide an impartial and objective platform for hearing appeals

Composition

- The panel shall consist of at least three people; two of which must be GB members and one of which shall be nominated as Chairman by the Chairman of the GB.
- The panel shall have the necessary competence available to hear the subject of the appeal
- Appeals panel members may be selected only from persons who have not been involved in the decisions under appeal
- The appeals panel may co-opt expertise if the need arises. A co-opted person may not vote
- Decisions are made on a majority voting basis; the chairman of the appeals panel does not have a vote with the exception of a tied result when he has the casting vote

Responsibilities

Ensure that all appeals are heard in accordance with the requirements of the Quality Manual and Operating Procedures

Reporting Mechanism

The appeals panel decisions are documented and reported to the Governing Board

Complaints Panel

Any complaint that cannot be dealt with by the General Manager shall be dealt with by the Complaints Panel. The panel will provide an impartial and objective platform for hearing complaints.

Composition

- The panel shall consist of at least three people; one of whom must be a GB member. The panel will elect the Chairman
- The panel shall have the necessary competence available to hear the subject of the complaint.
- The complaints panel members may be selected only from persons who are not involved in the subject matter under complaint
- The complaints panel may co-opt expertise if the need arises. Any co-opted person may not vote. Decisions are made on a majority voting basis; the Chairman of the complaints panel does not have a vote with the exception of a tied result when he has the casting vote

Responsibilities

To ensure that all complaints are heard in accordance with the requirements of the IMS Quality Manual and Operating Procedures

Reporting Mechanism

The complaints panel decisions are documented and reported to the Governing Board