



BMC ODG

Governance Workstream ToR

1. Background

- 1.1. Further to the initial work carried out by the Implementation group - it has been recognised that there are a number of actions requiring, or potentially requiring changes to the Articles of Association agreed at the AGM in June 2018 (AoA 2018).
- 1.2. The IG Phase 2 Implementation Recommendations Dated 24th July 2018 (IG2 Recommendations) identified the aim and tasks for the Governance Workstream detailed in paragraph 3.
- 1.3. It is anticipated that a wide range of groups will need to be consulted in various parts of this process
- 1.4. It is recognised that this work may be impacted by other work carried out by the Board and other ODG Workstreams, and therefore regular dialogue will be necessary.

2. General Governance Workstream Principles

The ODG, and all its Workstreams and subgroups, will work under the general principles of:

- Transparency of operations
- Ongoing consultation and communications
- Roles to IG and its sub groups recruited openly and transparently, on a skills basis
- Being broadly representative of the BMC membership, or relevant section
- Making recommendations in line with the spirit of the ORG recommendations, as approved by the members at the AGM 2018

3. Aim and Scope

- 3.1. To ensure the correct governance framework and structures are in place in order to effectively administer the BMC, and hold the Board of Directors to account.
- 3.2. There are eight distinct areas for review:
 - Board Structure
 - Recruitment of Chair

- National Council Structure
- Memorandum of Understanding (MOU)
- Board Communications
- Legal and Compliance Strategy
- Specialist Committees and Working Groups
- Further updates to articles identified following Phase One

3.3. It is expected that this work will result in a rewrite of elements of AoA 2018.

4. Objectives

4.1. Review the ORG governance related recommendations and suggest options for implementation to the Board, following consultation with the relevant parties, including National Council.

5. Constitution of this working group

4.1 The workstream will be primarily delivered by external legal resources with direction from the Governance Workstream lead.

6. Roles and Responsibilities

6.1. ODG

- To engage with the work stream to ensure that the work carried out is in line with the overall thinking of ODG
- To act as a conduit of ideas in order to inform the Board and CEO of potential issues or clarification requirements
- To provide guidance and support on work carried out from other work streams or sub groups
- To bring together the work of the sub groups and work streams into a coherent package of changes in order to discuss with the Board or NC as appropriate.

6.2. Workstream Lead - Andy Syme

- To ensure that spirit of the ORG recommendations is fulfilled in the recommendations and documentations produced
- To attend meetings (face to face or via skype) to work with any Working Groups, and to keep the ODG up to date on progress and next steps

V1.0
07/11/18

- Work with the Project manager to agree deadlines to meet the BMC Board, NC and area meeting schedules
- Work with the Project manager to produce communiques for the membership in a timely manner

6.3. Working Groups

- To work within their defined TORs and appropriate direction from ODG, Workstream Lead and Project Manager.

7. Timescale Considerations

- 7.1. As per 3.3 the potential need for changing the AoA this work must therefore be agreed in time for raising as a special resolution at the 2019 AGM.
- 7.2. The group would need to provide a report for the Area Meetings starting at the end of November 2018, on the appropriate elements of the workstream in time for submission to the AGM as well as the Feb 19 Area Meetings.