



**STANDARDS COUNCIL  
CORPORATE GOVERNANCE MANUAL**

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# **INTRODUCTION**

The Standards Council Corporate Governance Manual defines the role of the Council and delineates how the Council will carry out its responsibilities. The Manual is the primary governing document for the Standards Council.

The purpose of the manual is to:

- make clear the Council's intent, goals, and aspirations;
- promote consistency of the Council's action; and
- clarify Councilmember's roles, responsibilities, and commitments

The Corporate Governance Manual is available at each Council meeting and provides guidance for decision making. A copy of the Manual will be given to each Council member and revisions will be distributed, as appropriate.

Council policies are adopted through a majority vote of the Council and only at Council meetings. Before adopting any policy, all Council members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken. All policies will be reviewed annually by the Council for accuracy and appropriateness, and recommendations will be made for amendment, addition, or elimination.

# **VISION& MISSION STATEMENT OF BBSQ**

## **Vision:**

“The principle National authority for standards and quality”.

## **Mission:**

“Advance national development through the facilitation and promotion of quality services in standardization, metrology and conformity assessment to protect the consumer, enhance international trade and competitiveness of goods and services.”

## **COUNCIL CHARTER**

The Standards Council is to maintain full control of the legal procedures, rules, standards and inspections as outlined in the Standards Act (Chapter 338) of 2006:

- **Advance the BBSQ mission and vision statements to be a model of excellence in the standards developed for products and services as it pertains to standardization, quality and in general the science of metrology;**
- **Conform to all the provisions of the current standards act and any other regulations as may, from time to time, govern the actions of the BBSQ.**

The Council is to maintain a clear understanding and exhibit full agreement with the mission, vision and strategic plan of the BBSQ.

The Council is expected to:

- Ensure that appropriate procedures and systems are in place for the BBSQ to meet all of its statutory mandates.
- Provide strategic direction to the BBSQ by developing policies, objectives and procedures to meet its mandates.
- Assist in the development of a strategic plan for the BBSQ and measure its performance.
- Develop recommendations for the Minister for the appointment of the Executive Director of the BBSQ and to review periodically the performance of the director and also to make certain that appropriate succession and in-absence personnel and procedures are ratified.

- Work with the finance committee or representative to ensure the integrity and overall quality of the financial statements and internal controls of the BBSQ and to also ensure annual submission of approved financial statements to the Minister responsible.
- Maintain an active awareness of any legislation affecting the workings and compliance of the BBSQ.
- Maintain an active awareness of internal procedures that ensure the full compliance of the BBSQ to the current mandates and legislation – transparency always being adhered to strictly.
- Develop and manage follow-up procedures that ensure all decisions made by the BBSQ Council are effectively implemented and managed.
- Ensure that any sub-committees formed under the Council have agreed to the terms of reference and clear mandates provided in writing.
- Help develop and approve budgets, goals, projects that fall within the scope of the current strategic plan. Monitor the performance of these line items.
- Interface with the BBSQ marketing and public relations coordinators to assist in the promotion of the BBSQ as a good and honourable corporate citizen that maintains good relations with all stakeholders. This would also include the Council assisting in the process of promotion of the BBSQ and education of the public as to what the BBSQ is achieving.
- All members of the Council are expected to adhere completely to the principles of integrity, confidentiality, impartiality, professionalism, organization, team involvement and especially transparency.

## **JOB DESCRIPTION AND RESPONSIBILITIES**

The Council serves as the Board of Directors for The Bahamas Bureau of Standards and Quality (BBSQ). The Council is responsible for the policy and general administration of the Bureau, i.e. in setting guides to act in the public interest and meet the needs of the Bureau.

- Establishing goals and monitoring outcomes of the Bureau
- Monitoring the organizational performance in fulfilling the mission of the Bureau
- Assuring the Bureau has the necessary resources and is fiscally healthy
- Assuring the Bureau is operating in compliance with its legislations and regulations

The Council will perform a self-evaluation of Council operations on an annual basis. The Council will use the results to identify problems and set goals for improvement.

## **SIZE AND COMPOSITION**

According to the Standards Act of 2006, the Council shall consist of nine members as follows: —

- (a) eight members (hereinafter referred to as “nominated members”) appointed by the Minister of whom —
  - (i) one shall be appointed chairman;
  - (ii) one shall be an inspector;
  - (iii) five shall be persons of whom one shall in the opinion of the Minister be

- representative of the interests of agriculturalists, and the remaining four shall in like manner be representative of the interests of manufacturers, wholesalers, retailers of commodities and a health professional respectively;
- (iv) two shall be persons who, in the opinion of the Minister, are representative of the interests of consumers; And
- (b) the Director of Standards as ex officio member.

## **COMMITMENTS**

Council members are appointed by the Minister, with responsibility for the Bureau of Standards, and must agree to serve for the term/s as specified in his/her agreement.

### **Absence from Council Meeting**

Any member who is absent from three (3) consecutive meetings or three (3) meetings in a given year without notification of reasonable cause to the Council, will be deemed to have dismissed himself or herself from the Council. Recommendation shall then be made to the Minister for termination of his/her agreement.

### **Time Commitment**

- Council members are expected to review all pre-meeting reading materials in advance of the Council or Committee meeting.

- When absent from any meeting, Council members are expected to review minutes and materials from the missed meeting.
- During the Council Member's term, each member is expected to:
  - Attend a new member orientation meeting
  - Participate on at least one standing committee (subcommittee)
  - **Participate in an annual strategic planning retreat**

### **Speaking as One Voice:**

- Council members may not attempt to exercise individual authority except as explicitly set forth in Council policies.
- Council members may not speak individually for BBSQ unless authorized by the full Council or the Executive Director.
- Once a decision has been reached on a BBSQ issue, the Council will speak with one voice.

### **Confidentiality:**

- Council members should not disclose information about the Bureau's activities unless those activities are already known by the public or have become a part of public record.
- Council members shall, upon installation, **sign a Confidentiality form**, and will update the form on an annual basis.

### **Interaction with Staff:**

- Council members **must not** use their positions to obtain employment at BBSQ, or for preferential medical treatment for themselves, family members or close associates.
- Council members **should not attempt** to resolve staff complaints. When confronted with a staff complaint, Council members will:

- express concern and desire that the complaint be handled appropriately as outlined in the Personnel Policy.
- explain that an individual Council member has no authority to deal with staff complaints; therefore, the Council member will not attempt to mediate or resolve their complaint
- explain that the Council has delegated staff, including complaints, to administration and the staff person should address their concern with the Executive Director

## **COMMITTEES**

The Council appoints both standing committees (sub-committees) and ad-hoc committees. This policy applies to both, whether or not they include non-Council members.

Council standing and ad-hoc committees are created to advise the Council. When the Council takes action to establish a committee, they will also assign a specific charge and suggested membership.

Membership on committees may include: currently elected Council members, former Council members, BBSQ staff and other stakeholders.

Committee meetings are open to all Council members. Only the appointed members of the committee are allowed to vote.

The Chairperson of the Council will be an ex-officio member of all committees, but will only vote on the committee to which they are assigned.

The Executive Director, or delegated representative, will be a nonvoting member of all committees as a staff resource to the committee.

- Only the full Council or Executive Committee can exercise authority over the Executive Director.
- Only the full Council or Executive Committee may speak or act for the Council.
- Council committees do pre-Council work by clarifying issues, identifying alternatives, and determining implications of proposed actions.
- Recommendations resulting from committee action will be presented by the Chairperson, or a member of the committee, in the form of a motion at a full Council meeting.
- Minutes and attendance will be taken at all committee meetings.

There are **four standing committees** of the Standards Council:

- **Executive/Policy Matters**
- **Human Resource and Finance**
- **Technical Relations**
- **Public Relations/Marketing Committee**

The Chairperson of the Council will appoint the Chairpersons and members of each standing committee at the beginning of each calendar year or at such other times as the Chairperson shall determine.

Ad-hoc committees are established whenever a special need arises, and then disband once their charge is complete.

## **STANDING COMMITTEES**

### **Executive/Policy Committee:**

- Chairman
- Vice-Chairman (filling the role of the treasurer)
- CEO/Director of the BBSQ
- Secretary

The Executive/Policy Committee provides organizational direction on behalf of the Council and advises the Council on decisions and business matters ranging from strategy planning, policy, investment and risk.

- Review and amend all policies on an annual basis or as needed prior to approval by the full Council.
- Meetings of the committee will occur at least quarterly, or as otherwise necessary
- There will be a minimum of three Council members on the Policy Committee

- The committee oversees the evaluation of the Executive Director including developing the criteria used for evaluation, interviewing staff participating in evaluation, and preparing summary information for consideration by the full Council.
- All business transacted by the Executive Committee will be reported at the next Council meeting.
- Executive Committee meetings will be called as necessary.
- The Chairperson of the Council will serve as the Executive Committee's Chair.

#### **Finance Committee:**

- Oversee the financial operations of the Bureau, including revenues and expenses as related to provider productivity and the Required Financial Performance Measures
- Oversee the preparation of the annual budget and monitor budget variances with actual revenue and expenditures
- Review year-end financial statements
- Ensure that an annual financial audit is conducted by a professional auditing firm in accordance with financial services guidelines and the Standards Act and fully reported to the Council and the Minister with responsibility of the BBSQ
- Review financial statements on a monthly basis
- There will be a minimum of three Council Members on the Finance Committee
- The Treasurer of the Council will serve as the Committee's Chair

#### **Technical Relations Committee:**

#### **Public Relations/Marketing Committee:**

## **ROLES OF THE COUNCIL'S EXECUTIVE COMMITTEE**

### **A. Council Chairman's Role:**

- Planning and leading Council meetings
- Integrity of the Council process
- Managing the participation of Council members
- Appointing committee chairpersons and membership
- Chairing the Executive Committee
- Assuring the Council's work is completed

### **B. Vice-Chairman's Role:**

- Performing duties of the Chairman in their absence
- Manage special assignments as requested by the Council Chairman

### **C. Secretary's Role:**

- Maintaining proper minute book providing a full report of the proceedings of each meeting of the Standards Council
- Rendering assistance to the Chief Executive Officer/Executive Director as the Chairman may direct
- Keeping files of Minutes and any internal or external communication of the Standards Council
- Meeting Planning

### **D. Treasurer's Role:**

- Integrity of the Bureau's financial affairs

- Assuring the Council remains knowledgeable of the financial status of BBSQ
- Chairing the Finance Committee

## **MEETING STRUCTURE AND LOGISTICS**

- Council meetings are held monthly, twelve times per year.
- Council meetings will be held on the third Thursday of each month at a designated location, or as so determined by the Director in office from time to time.
- The Council will receive a packet for the upcoming meeting postmarked or electronically mailed 48 hours prior to the meeting.
- Council pre-meeting reading materials include a tentative meeting agenda, the previous month’s minutes, the Executive Director’s report, key financial reports, and any information requiring review prior to the meeting.
- At the beginning of each calendar year, the Council Chairperson will prepare a work plan and objectives for the upcoming year, as well as measures of success.
- Decisions by the Council Members are made by consensus. Items for discussion are brought forth from Committees or placed on the agenda the week before the Standards Council Meeting convenes.

### **SAMPLE AGENDA:**

- |                                       |                      |
|---------------------------------------|----------------------|
| • CALL TO ORDER/WELCOME               | • CEO’S REPORT       |
| • APOLOGIES                           | • DIVISION REPORTS   |
| • REVIEW/APPROVAL OF PREVIOUS MINUTES | • NEW BUSINESS ITEMS |
| • MATTERS ARISING                     | • ANY OTHER BUSINESS |
| • CHAIRMAN’S REPORT                   | • ADJOURNMENT        |

