

Rules and Guidelines for Committees

A. INTRODUCTION

- 1 The British Chamber of Commerce Shanghai (the “**Chamber**”) has Committees comprising of various members across a range of business sectors. Representing a core group of professionals within their respective industries, Committee members share their expertise by identifying key issues of interest and selecting topics for events, as well as identifying potential speakers.
- 2 As an integral part of the Chamber, each Committee is led by a core group of individuals who meet regularly to set an agenda for Committee activities. Participation on a Committee is voluntary and open to all members.
- 3 Members of the Chamber’s Committees should be made aware of the following rules and expected procedure with regard to meetings and other interactions relating to the Chamber. These rules should be read and understood in conjunction with the Constitution and other constitutive documents of the Chamber (such as its data privacy policy).
- 4 Unless otherwise defined in these Rules and Guidelines, all defined terms have the same meaning as in the Constitution of the British Chamber of Commerce Shanghai.

B. ESTABLISHING A COMMITTEE

1 Establishment

- 1.1 Chamber members who would like to set up a new Committee should contact the Chamber Secretariat with details and evidence of sufficient wider interest to the Chamber membership.
- 1.2 A proposal for a new Committee must be submitted, in writing, to the Chamber’s Executive Committee (the “**ExCo**”) and must contain a mission statement and have the support of at least three members (who are not from the same “Corporate” Member).
- 1.3 The ExCo will review the proposal and decide, in its discretion, whether it aligns with the Chamber’s wider objectives, promotes the business interests of UK companies, and ultimately delivers value to members through Advocacy, Knowledge and Community.

2 Purpose of a Committee

- 2.1 To meet on a regular basis to discuss issues affecting the respective sector and propose events or other activities that may be of interest to the wider membership of the Chamber.
- 2.2 Each Committee will have its own mission statement which will clearly define the value that the Committee brings to the Chamber membership in line with the purposes of the Chamber described in paragraph 1.3 above.

C. ROLES

1 Committee functions

- 1.1 Discuss issues of interest, select topics for events, and identify potential speakers.
- 1.2 In coordination with the Chamber's Secretariat, arrange relevant events and other activities for the wider Chamber membership.
- 1.3 Actively feed into the products under the Chamber's three-dimensional model: Advocacy, Knowledge and Community. As an example of Knowledge contribution, at least one Committee member should prepare a thought leadership piece on their sector once each quarter - these works will be used to promote the author(s) and featured individuals and companies through the Chamber's channels.

2 Chair

- 2.1 Act within the spirit of these rules and guidelines and actively encourage others to follow this lead.
- 2.2 Chair the Committee meetings without bias or partiality, being particularly mindful of the Chamber's Code of Conduct under its Constitution.
- 2.3 Lead Committee events or delegate to others to lead.
- 2.4 Agree the agenda for meetings and events before distribution to Committee members.
- 2.5 Be responsible for achieving the measurable goals (whether key performance indicators; objectives, key results; or similar) for the Committee that have been agreed with the sponsor who has been appointed by the ExCo for that Committee (the "**ExCo Sponsor**").
- 2.6 Be a channel from the Committee to the ExCo Sponsor and, where necessary, be available to present directly to the ExCo on the performance of the Committee.

- 2.7 Give final approval for candidates for membership of the Committee.
- 2.8 Give final approval for the Committee-led publications for publication on the Chamber's website.
- 2.9 Encourage active Committee member participation in the Chamber's key Advocacy offerings such as any position papers and sentiment surveys.
- 2.10 Engage with UK government departments relevant to their Committee and share Knowledge.
- 2.11 Be available from time to time to represent the Chamber's interests within a specific sector relevant to their Committee, for example in Advocacy outreach to government officials.
- 2.12 Be responsible for the Committee being professional and treating the Secretariat with respect. If a Chair or Committee member breaches this principle, the ExCo reserves the right to remove that member from a Committee and potentially the membership of the Chamber with immediate effect.

3 Vice-Chair

- 3.1 Assist the Committee Chair in executing their duties.
- 3.2 Stand in for the Committee Chair if the Committee Chair is unable to attend a meeting or unable to perform their duties.

4 ExCo Sponsor

- 4.1 A serving member of the ExCo will be appointed by the ExCo to act as the ExCo Sponsor for a Committee.
- 4.2 Act as a direct conduit for communication between the Committee and the ExCo.
- 4.3 May from time to time represent the Committee Chair or Vice-Chair in their absence at relevant events.
- 4.4 Ensure the Committee is delivering in accordance with its performance objectives and contributing to the Chamber's products and wider value proposition for Members.

5 Secretariat

- 5.1 Keep attendance registers for events and activities of the Committees.
- 5.2 Assist each Committee to issue notices of upcoming Committee meetings. Typically notice will be issued by the Secretariat via email and/or WeChat,

however the Committee should proactively decide and communicate with the Secretariat on how members of the group are notified of forthcoming meetings.

- 5.3 Distribute meeting agendas for forthcoming Committee meetings at the same time as the meeting notice, encouraging Committees to maintain structure to meetings.
- 5.4 Circulate Committee Chair or Vice-Chair nominations to Committee members.
- 5.5 Act as administrator for the Committee's WeChat group(s).
- 5.6 Assist the Committee to administer Committee rules and guidelines.

D. MEMBERSHIP & STRUCTURE

1 Committee viability

- 1.1 A viable Committee should consist of a Chair, a Vice-Chair, an ExCo Sponsor, a representative from the Secretariat and other approved members of the Committee.
- 1.2 If a Committee has 12 or more members, to provide support to the Chair in managing the operation of the Committee, each Committee should consider having two Vice-Chairs. If it is decided by majority vote of the members of the Committee that one Vice-Chair is sufficient for that Committee, the reasons should be communicated to the ExCo Sponsor.
- 1.3 Committee members must abide by these rules and guidelines.

2 Approving new members

- 2.1 Committee members must be an "Individual" member or an employee of a "Corporate" member of the Chamber and the member is paid-up in respect of subscription fees. In addition, with the agreement of the ExCo Sponsor, the Chair may invite one or more representatives of government or top-level industry associations to become ex-officio members of the Committee where each such individual's expertise and network could further promote the purpose of the Committee.
- 2.2 Candidates for Committee membership can apply through the Secretariat or through the Chair directly.
- 2.3 Any of the existing members of the Committee may, with the agreement of the Chair, invite new candidates for membership.

- 2.4 Details of candidates will be circulated to the Chair and Vice-Chair(s) by the Secretariat. The Chair may decide if existing Committee members will be provided details and consulted. If no objections are submitted in writing within three working days of the circulation of details by the Secretariat (or such later date as agreed between the Chair and the Secretariat), then the ExCo Sponsor may give their final approval for that candidate's membership. If there are objections submitted, the ExCo Sponsor shall consider these objections in conjunction with the Chair and, where the candidate is rejected, provide feedback to the candidate or the member who invited the candidate.

3 Selection of Chairs and Vice-Chairs

- 3.1 Any current member of the Chamber may put themselves forward for nomination for Chair or Vice-Chair of a Committee.
- 3.2 Committees are expected to lead on finding suitable candidates for the position of Chair or Vice-Chair. Nominations for Chairs or Vice-Chairs are put forward to the Secretariat to circulate to Committee members to vote on. A simple majority vote of the Committee members is required. The ExCo Sponsor (in consultation with ExCo if he or she deems necessary) will make a final decision on the proposed appointment.
- 3.3 Committee Chair and Vice-Chair(s) will serve for a single term of two years, after which they will offer their position(s) to the other members of the Committee. If there are no volunteers, then each of the incumbent Chair and Vice-Chair(s) may be invited jointly by the ExCo Sponsor and Executive Director to continue in their current positions for another term of up to a maximum of two consecutive terms (four years). If the Chair is not prepared to continue in that position, then the ExCo Sponsor will assume the position of temporary Chair until such a time as a new Chair can be appointed. If the ExCo Sponsor is unable to assume the position of temporary Chair, then the Executive Director will assume the position of temporary Chair until such a time as a new Chair can be appointed. If the Vice-Chair(s) is not prepared to continue in that position, then finding a replacement will be led by the Chair after their appointment.
- 3.4 A Chair or Vice-Chair of a Committee must provide six weeks' written notice to the Secretariat of their intention to step down from their respective position.

4 Transparency

- 4.1 By virtue of being an approved Committee member, a person gives consent to have their name published on the Chamber's website as a member of that Committee.

- 4.2 If a “Corporate” or “Individual” membership is cancelled, any relevant Committee member must be removed from the Committee webpage, activities and WeChat groups accordingly.

E. MEETING FORMAT & RESPONSIBILITIES

1 Attendance

- 1.1 Attendance of Committee meetings is entirely voluntary on the part of individuals and free of charge.
- 1.2 Committees are free to convene their meeting at the Chamber offices or at another location of their choosing. However, the Chamber will not be liable for charges incurred for meetings convened at a location other than at the Chamber’s office.
- 1.3 The Committee may from time to time at their discretion invite relevant guests to participate in a Committee meeting.
- 1.4 All members of a Committee must attend at least two committee meetings per year. If a member fails to attend three consecutive committee meetings, they will have been deemed to have resigned from the Committee.
- 1.5 In addition to the attendance of Committee meetings, Committee members should also attend events instigated by the Committee. If a member fails to attend at least one of three consecutive events organised by the Committee, they will be deemed to have resigned from the Committee.

2 Frequency of meetings

- 2.1 Committees should aim to convene a Committee meeting at least once a quarter or these should be held as often as necessary to proper conduct the business and operations of the Committee. Timing of the next meeting will usually be agreed at Committee meetings.
- 2.2 Should Committee meeting frequency fall significantly below once a quarter then the Committee in question may be referred to the ExCo for review.

3 Minutes

- 3.1 The Committee Chair shall ensure that meeting minutes are recorded for each meeting of a Committee.
- 3.2 The first item of business for a Committee meeting will be to confirm and officially accept the minutes of the previous Committee meeting as a true record.

4 Quorum

- 4.1 A Committee meeting will have quorum providing there are three members present including at least one officer (Chair or Vice-Chair).
- 4.2 Where possible, Committees should allow for remote attendance if helpful to facilitate more participation by members.

5 Reporting

- 5.1 Each Committee will have its own page on the Chamber's website.
- 5.2 The activity and year plans of the Committee will be reported on the Chamber's website.
- 5.3 At each quarterly Committee meeting, the Committee will provide a brief update on their respective industry sector, or function, which will be shared with the wider membership and may be shared with outside bodies, such as the British Consulate in Shanghai, the Department for International Trade, and the chambers of commerce in the UK.

F. CODE OF CONDUCT

1 Constitutional principles

Committees must conduct activities within the Code of Conduct under the Chamber's Constitution and observe other constitutive documents of the Chamber (such as its data privacy policy).

2 Committee-specific principles

- 2.1 Committee meetings are expected to be carried out in an inclusive, open and transparent manner.
- 2.2 Committees must not engage in or conduct in any activity that may breach any applicable laws or regulations or otherwise bring the Chamber into disrepute.
- 2.3 Any "Individual" member who brings the Committee into disrepute may be asked to leave the Committee at the discretion of the Chair.
- 2.4 While Committee members can conduct business on the side-lines of meetings, Committees are not a platform for furthering a single member's business or personal interests. Committees are and will always be for the benefit for the wider membership of the Chamber.

G. MANAGEMENT & REVIEW

- 1 Each Committee, led by the Chair, must produce a full business plan for the forthcoming calendar year and submit this plan to the ExCo Sponsor, Executive Director and Secretariat by the end of the second week in November each year. The ExCo Sponsor will review the business plan in consultation with the Executive Director and provide comments or approval to the Chair. After the ExCo Sponsor confirms approval of the business plan, the plan should be updated quarterly and shared with the Secretariat.
- 2 A Committee's business plan must align with the Chamber's product model and wider purpose, covering for the forthcoming year: (a) the overall objective(s) of the Committee, (b) the target growth in membership of the Committee, (c) proposals for increasing engagement within the Committee and among other Committees and the wider membership of the Chamber, (d) the pipeline of events and other activities that the Committee intends to deliver (thereby enabling the Chamber to publicise activities in the events calendar and coordinate activities efficiently), and (e) other key action items to promote and develop the Committee. The business plan should be a minimum of two sides of A4 or in such other format as may be prescribed by the ExCo Sponsor in advance of submission.
- 3 Once the business plan for the Committee has been approved, the Chair will be responsible for collaborating with the ExCo Sponsor to formulate financial (including sponsorship), membership and other relevant measurable goals (whether key performance indicators; objectives, key results; or similar) for the Committee that align with the business plan.
- 4 If a Committee decides to change its name, mission statement or mode of operation, then it must have the support of the majority of the Committee members and submit a formal written request to the ExCo via the relevant ExCo Sponsor.
- 5 The ExCo reserves the right to review underperforming Committees, whereby underperformance is defined as regularly failing to achieve its agreed measurable goals.
- 6 If a Committee fails to hold any meetings within a 12-month period, or falls below three members, then the Committee will be referred to the ExCo for possible cessation.
- 7 The ExCo may from time to time invite the Chair of a Committee to a review meeting if that Committee regularly underperforms.

- 8 The ExCo may determine that it is in the best interests of the Chamber to disband an existing Committee if that Committee is no longer aligned with the Chamber's wider objectives or the wider interest of the members, and reasoning for the ExCo's decision will be circulated to members of that Committee.

H. RULE AMENDMENTS

- 1 The ExCo may choose to review these rules and guidelines from time to time to suit prevailing business needs. Committee Chairs will be invited to comment on proposed changes.
- 2 Changes to these rules require a majority vote approval from serving ExCo members.
- 3 In the event of any contradictions between these rules and guidelines and the Chamber's Constitution, the Chamber's Constitution will prevail.