



Group Executive Committee

Terms of Reference

1. Purpose

The purpose of the Group Executive Committee (the 'Committee') is to assist the Chief Executive in the performance of his/her duties.

2. Membership

2.1 The Chief Executive will ensure that the composition of the Committee reflects the needs of the Group, but will otherwise have full discretion to appoint and remove members of the Committee.

The Committee currently comprises:-

- Chief Executive
- Group Finance Director
- Director of Standards
- Director of Standards, Designate
- President, Americas
- MD, Asia Pacific
- MD, EMEA
- Director - Corporate Development
- Group Human Resources Director
- Director of Legal Affairs and Company Secretary

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited by the Chief Executive to attend all or part of any meeting as and when appropriate and necessary.

2.3 The Chief Executive shall act as Chairman of the Committee. In his absence, the Group Finance Director shall act as Chairman.

3. Secretary

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be four members of whom at least one must be either the Chief Executive or the Group Finance Director. A person communicating by electronic means shall be deemed to be personally present at a meeting of the Committee.

5. Frequency of meetings

The Committee shall meet at least six times a year unless the Chief Executive decides otherwise.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chief Executive.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than two working days before the date of the meeting.

7. Minutes of meetings

- 7.1 The secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.

8. Duties of the Committee

To assist the Chief Executive in the performance of his/her duties, including:

- 8.1 Development and implementation of integrated Group plans, policies, procedures and budgets;
- 8.2 Recommending objectives and strategy for the Group in the development of its business, having regard to the interests of its customers, employees and other stakeholders;
- 8.3 Development of the Group's budgets, KPI's and five year plan to the Board for approval by the Group Executive, and the achievement of the budgets and plans;
- 8.4 Developing and reviewing Group, Regional, and Stream objectives and budgets to ensure that they fall within the agreed Group targets;
- 8.5 Agreeing appropriate prioritization and allocation of resources needed to ensure successful execution of the strategy;
- 8.6 Monitoring operating and financial performance;
- 8.7 Ensuring effective operation of the global matrix organization to maximize Regional expansion opportunities and the sharing of ideas and best practices;



- 8.8 Agreeing policy objectives for business streams based on approved Group strategy;
- 8.9 Monitoring competitive and potentially conflicting forces in each area of the business;
- 8.10 Ensuring the control, co-ordination and monitoring within the Group of risk and internal controls, and ensuring compliance with relevant accreditations, regulations and legislation;
- 8.11 Safeguarding the integrity of management information and financial reporting systems;
- 8.12 Implementing effective Succession Planning for senior management roles and creating successful career development for key employees;
- 8.13 Effective and consistent communication to and engagement of employees in the short, medium and long term goals of the Group, Region and Stream;
- 8.14 Ensuring the development of the One-BSI culture and the effective delivery of BSI's brand commitment.
- 8.15 Ensuring appropriate levels of authority are delegated to senior management throughout the Group;
- 8.16 Reviewing the organisational structure of the Group and making recommendations for change;
- 8.17 Identifying and executing new business opportunities outside the current core activities, including geographic diversification;
- 8.18 Examining all investments, divestments and major capital expenditure proposals and the recommendation to the Board of those which, in a Group context, are material either by nature or cost;
- 8.19 Approving all strategic or material alliances and partnership agreements;
- 8.20 Optimising the allocation and adequacy of the Group's resources;
- 8.21 Ensuring the provision of adequate management development and succession and recommendation and implementation of appropriate remuneration structures within business divisions;
- 8.22 Ensuring the Group Compliance framework is relevant and up to date.

