

## Terms of Reference: COUNTER Executive Committee

### Duties of the Executive Committee

The Executive Committee shall deal with the day-to-day activities of COUNTER's business which include the:

- The development and maintenance of the COUNTER Code of Practice and associated policies;
- Business procedures and budgets that have been approved by the Board;
- Monitoring the operating and financial performance of the COUNTER;
- Recommending to the Board investments in resources to the benefit of the COUNTER Membership;
- Monitoring COUNTER Audits;
- Overseeing communications and outreach.

### Composition of the Executive Committee

The Executive Committee shall be comprised of:

- The Chair
- The Project Director
- The Chair of the Board of Directors
- The Chair(s) of the Technical Advisory Group
- The Chair of the Communications and outreach group
- Such other Members as are appointed by the Chair and ratified by the Board

The Executive Committee members shall report to the Chair and are appointed for such term as they hold their office.

The term office for Executive Committee members is a minimum of three years.

The Executive Committee members shall agree to the Executive Committee: Code of Conduct as approved by the Board on 10 March 2017.

The Executive Committee will meet, as required, which is expected to be at least four times a year in person or by telephone conference call.

Additionally, the Chair, may call for additional meetings when considered appropriate.

### The Chair of Executive Committee

The chair at meetings of the Executive Committee shall be the Chair if in attendance, or if he/she is not present, may appoint a Chair.

### Quorum

The quorum for any meeting of the Executive Committee shall be 40% of its membership, including either the Chair or the Project Director, at the time of the meeting.

The members of the Executive Committee may participate in a meeting of the Executive Committee from separate locations by means of conference telephone or other communication

equipment which allows those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

If the numbers of votes for and against a certain proposal are equal, the Executive Committee Chair has a casting vote.

#### Matters dealt with by the Executive Committee

- Preparation of the COUNTER Strategy, Financial Plan and Operating Plan;
- Oversight for the achievement of budgets and operational plans;
- Oversight and regular review of operational and financial performance of the business;
- Oversight for compliance with GDPR and other relevant regulations;
- Development and maintenance of the COUNTER Code of Practice;
- Optimisation and allocation of COUNTER's resources;
- Oversight of COUNTER Audits and COUNTER Compliance;
- Oversight of communications and outreach;
- Approval of members of the Technical Advisory Group and other subgroups which may be set up from time to time.

#### Agendas and supporting papers

- The Project Director will prepare agendas and supporting papers for the Executive Committee and is responsible for taking the minutes. Agendas and papers will be circulated 7 days before a meeting of the Executive Committee;
- The Project Director will retain digital copies of the Executive Committee papers for seven years and ensure these are available to Executive Committee members on request.