

IMCA

Governance Handbook

2023



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Date	Reason	Revision
July 2023	Minor amendment	Rev. 4
April 2023	Post COVID Review	Rev. 3
June 2017	Minor amendments	Rev. 2
January 2017	Initial publication	Rev. 1

1 Introduction

IMCA aspires to have the highest quality governance. This will ensure that we deliver maximum benefit to our Members¹.

In 2016 we re-organised and streamlined our governance and legal structures, the details of which are set out in our *Articles of Association* and our *Bye-laws*.

This *Governance Handbook* has been prepared to provide Members with a quick and easy-to-read briefing on the highlights of IMCA's governance structure. It sets out what is expected of everyone involved in our governance and what is expected of everyone that serves on our committees.

IMCA's governance has been reviewed with a view to ensuring it is fit for purpose in the current environment in which our Members operate. IMCA has adopted the legal format of a company limited by guarantee. This accords with most larger trade associations based in the UK.

In moving to this legal format, other aspects of our governance have been streamlined and are set out in the *Articles of Association* and the *Bye-laws*. These documents have precedence over statements in this handbook and can be found at www.imca-int.com/about-imca/governance-structure/

This handbook provides an everyday summary of the key elements of the *Articles* and *Bye-laws* and is cross-referenced to them (for example A1 and B1 refers to Article 1 and Bye-law 1 of the respective documents).

Periodically we review our governance to ensure it continues to deliver value for our Members. At such times this handbook will be updated. The most recent review took place between December 2022 and April 2023.

Iain Grainger

Chief Executive

July 2023

¹ This document follows the IMCA convention of using an initial capital letter when referring to Members of the organisation but a lower-case letter when referring to members of committees etc.

2 Trade Association Governance

The best trade associations provide strong and effective leadership of their industry – they anticipate change and create the circumstances in which their members can thrive. This leadership is most effective when trade associations have strong and well understood governance.

Governance refers to the structures, processes and behaviours required to set the overall direction of an organisation, ensure its effectiveness and provide accountability. Responsibility for governance ultimately lies with the board of directors (the board), supported in practice by committees and the Secretariat staff.

The way governance is structured and delivered varies for different types of organisations. Trade associations have some special characteristics that are usually reflected in their governance:

- Many people involved in governance are elected by the association's Membership
- Many will be from companies competing with each other
- All have to balance their collective responsibility for the association with their own corporate interests
- Most are volunteers with many other pressures in their working lives
- Boards often include a range of Members. The interests of large organisation members may differ from smaller organisation members
- Continuity of membership of boards and committees can be difficult to secure as people move jobs within and between Member organisations
- Trade associations have multiple objectives and no ultimate 'bottom line' for setting priorities or evaluating performance
- Trade associations have greater power when they represent the overwhelming majority of businesses within their industry, but the more diverse the Membership the harder it is to make decisions which all Members wholeheartedly support
- They must be scrupulous in adhering to competition law.

Trade associations therefore need to invest continuously in the development and management of their governance to ensure they can provide effective industry leadership. This requires time and effort from everyone involved in the governance arrangements and exemplary support from their Secretariat staff.

The attributes of well governed associations include:

Structures

- Absolute clarity of legal structure
- A clear and well documented board and committee structure
- A manageable board size
- Terms of office and term limits

Processes

- Systematic succession planning and well managed elections
- Board and committee members with the required skills and experience
- Thorough induction for everyone involved in governance
- Rigorous performance review of the chief executive, reported to the board

Meetings

- Meetings arranged at the required frequency and for the required duration
- With high attendance
- Board meeting agendas carefully prepared by the Chair² and Chief Executive
- Committee meeting agendas carefully prepared by the Chair and Secretariat technical adviser
- Top quality papers

Behaviours

- Sufficient time from everyone involved to ensure good decisions
- Excellent relationships between the Chair and Chief Executive's staff
- Effective use of member skills
- Careful listening
- Great team working

² Also called President.

- Balancing praise and challenge
- Consistent strategic focus
- A high level of openness and trust.

These are the characteristics we are striving to achieve in IMCA.

3 Effective Governance

The best practice guidance from the Trade Association Forum states that trade associations should be:

Effective – properly resourced, professional and ethical, with high calibre staff, strong business plans, means of monitoring progress and well supported by modern IT systems.

Legitimate – representing all products and services in a sector, a substantial proportion of their sector, large and small companies actively participating in decision taking.

Progressive – promoting co-operation within the sector and between customers and suppliers (whilst always respecting competition law), investing in competence and training and working closely with other representative bodies.

Best practice states that trade associations should:

- Work proactively to improve the sector's profitability and competitiveness
- Work effectively to represent the sector's interests
- Supply sound information, guidance and advice for members
- Promote good public relations and communications
- Promote market opportunities
- Promote competence and training
- Promote innovation and technology transfer.

Well governed trade associations enable and empower their organisations to deliver all of these. To do this they ensure that their boards and committees are well structured and consist of people with the required level of skills, experience and team working abilities.

Well governed trade associations also work hard to ensure that board members, committee members and the Secretariat are all totally clear about their distinctive roles. The board sets the mission and strategic objectives, appoints and supports the chief executive, takes major decisions, manages risks and conflicts of interest and ensures legal compliance. The Secretariat contributes to and supports the board in all these matters.

In the best governed trade associations, the Chair and the Chief Executive work closely together to ensure that every board meeting adds high value to the organisation. Similarly, committee Chairs and the Secretariat work together to ensure all committee meetings contribute to achieving the strategic objectives.

The best governed associations expect their boards and committees to provide strong and effective leadership of their industry and at the same time be rigorous and systematic in listening to Members and explaining their decisions. Their members recognise that compromise is sometimes necessary in the best interest of their industry.

The best governed associations have open discussions about how governance is working and what could be done differently to improve governance. They understand that good relationships and thoughtful and respectful debate lead to better decisions.

The arrangements for the governance of IMCA summarised in this handbook are designed to enable effective governance tailored to suit our current circumstances. They describe the new arrangements agreed at the 2016 General Meeting.

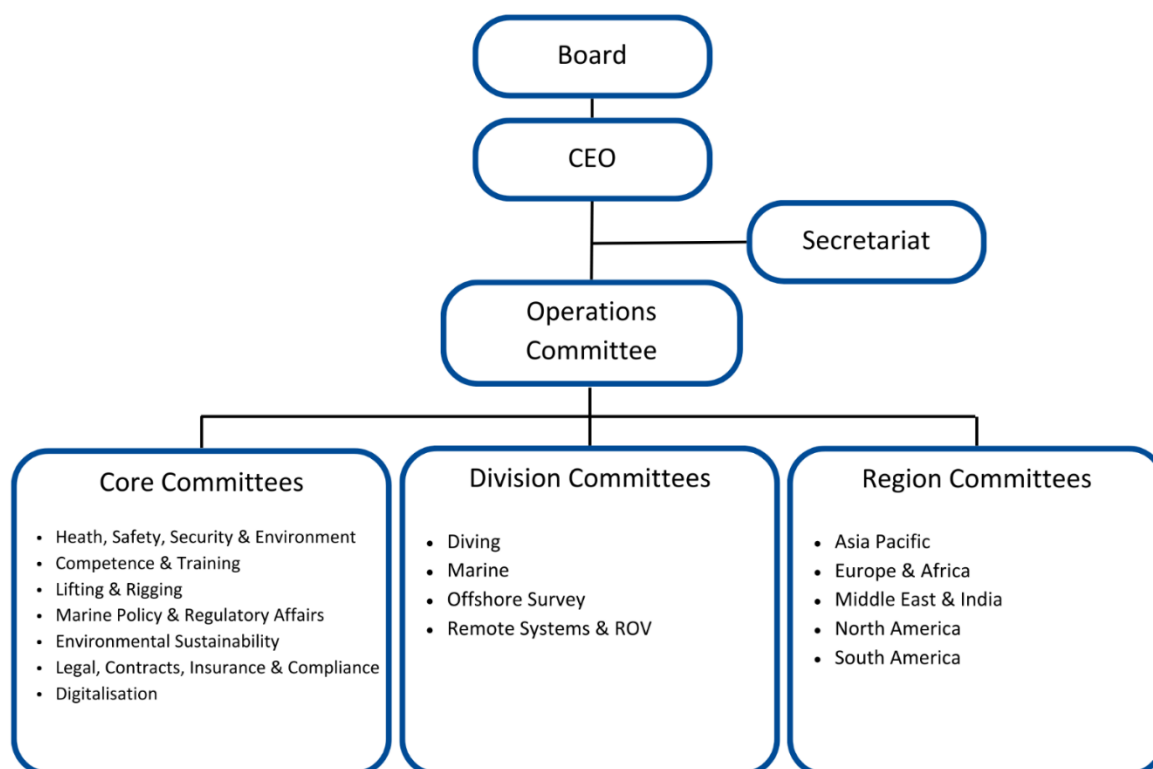
How they work in practice will depend on the clarity of our strategic objectives, the diligence of everyone involved in governance and our willingness to work together to achieve the organisation's mission.

4 Overview of IMCA Governance

The main elements of the governance of IMCA are illustrated below.

IMCA is governed by a Board that appoints a chief executive to manage the Association on a day-to-day basis. He is supported by an Operations Committee consisting of association Members and a Secretariat of paid staff.

The Operations Committee is supported by a range of specialist committees consisting of members and supported by staff.



The Board may establish special interest committees, for instance, to review new technologies or specific industry topics, which are of interest to the membership. (B14)

With the approval of the CEO, committees may establish sub-committees, workgroups, or forums, to enable it to carry out its business in an efficient way. (B7.9)

5 The Board

The Board has ultimate responsibility for the governance of IMCA.

The overall role of the Board is set down in the *Articles* (A3 and subsequent) and in company law and also in the *Bye-laws*. (B6.1)

Role

The Board's role is to:

1. Agree the mission, values, and strategy of IMCA.
2. Monitor the legal compliance of the association.
3. Provide strategic leadership to IMCA, anticipating changes in the business and regulatory environment and take action to ensure the success of the industry.
4. Monitor and secure the economic viability of the association including approving the annual budget and to approve the annual Directors' Reports & Financial Statements.
5. Review and agree the business plan presented by the Chief Executive.
6. Monitor the progress of IMCA against its overall plans.
7. Agree and monitor high level policies for the association, including the competition law compliance policy, retention and disposal of documents, complaints and appeals by Members.
8. Appoint the Chief Executive and provide them with appropriate guidance and support and monitor their performance.
9. Establish and implement Membership criteria for the association and provide appropriate accountability to the Membership.
10. Guide and support the President, Vice-President and Chief Executive and other designated spokespeople as the public voice of the association within the trade and associated arenas.
11. Ensure tight integration of the high-level strategy to provide leadership to the industry through the work of the Committees.
12. Review and monitor the governance of the association and their own performance as the governing body.

Composition

The Board is presently composed as follows (A19):

Member category	Number	How selected
GCo	8-9	Appointed by each GCo
ICo	1	Appointed by the GCo Members
Operations Committee	1-2	Chair/ Vice-Chair of Operations Committee
CEO	1	By virtue of office
Other	0-2	Co-opted by Board if and as required
TOTAL	11-15	

The Board appoints the IMCA Chair and Vice-Chair from amongst its number by rotation amongst the GCos (A12b). They are termed President and Vice-President of IMCA.

Expectations

As IMCA is registered as a company in England, Board members act under English law. The legal entities are IMCA Holdings Ltd. and IMCA Trading Ltd.

The Board consists of individuals, whose duty in this role is always to act in the best interests of the company.

It is expected that the Board will meet at least three times each year.

There is a programme of induction for new Board members.

The Board agenda is determined by the President with the support of the CEO.

Board members may be informed by their expertise in their own sectors of business and companies. However, while serving as Board members they act in the best interests of the Membership as a whole.

Board members are expected to attend all Board meetings. Individual attendance at Board meetings will be reported to the Membership annually.

The CEO will be asked to leave the meeting when the Board is discussing the CEO's performance, reward, or succession.

6 Operations Committee

The Operations Committee informs, helps co-ordinate and lead the operations of IMCA by overseeing the programme of work and delivery plans of all committees. (B6.10)

Role

The role of the Operations Committees is to (B6.11):

1. Provide an additional vehicle for two-way dialogue between Members and the Board.
2. Approve applications to become Members of IMCA.
3. Allow committee Chairs to contribute to developing IMCA strategy, to keep informed of and aligned with IMCA strategy and to exchange ideas with each other and with the Board.
4. Assist the Technical Director to monitor delivery of work plans.
5. Oversee the processes for succession planning for committee members and Chairs and for IMCA elections.
6. Advise the CEO and Board on any recommended changes to the overall structure of committees.
7. Through the CEO and Technical Director guide the work of the Secretariat on technical matters.

Composition

The Operations Committee is composed of the Chairs of IMCA core and division committees, the Chairs of the regional committees, and the IMCA Technical Director. (B6.4)

The Chief Executive has the right to attend. (B6.4)

If committee Chairs cannot attend, they can occasionally ask their Vice-Chairs to attend. (B6.4)

The Operations Committee elects its own Chair and Vice-Chair from amongst its number. The term for these two roles is normally three years with a limit of two terms. (B6.5)

The Chair/Vice-Chair of the Operations Committee can serve on the IMCA Board. (A19iii)

Expectations

The Operations Committee meets at least twice a year. (B6.6)

It reports to the CEO through its Chair, who periodically meets with the CEO and with the President of IMCA to ensure tight integration across IMCA activities. (B6.7 and B6.10)

The Committee reviews its performance, the performance of the Chair and of its members every two years. (B6.8 and B6.9)

7 Committees

IMCA currently has the following types of committees:

- Core
- Division
- Region.

The Board may adapt committees in response to Members' needs. (B7.2) Special interest committees can be established on a case-by-case basis by the Board. (B14)

Each type of committee is covered in a subsequent chapter of this handbook.

Role

The roles of each committee are set out in terms of reference maintained by the Secretariat.

Composition

Each committee has a form of composition that fits its role (see chapters 8 to 11). Ideally each comprises 10-12 regularly attending individuals, unless there is good reason for the committee to be larger or smaller. (B8.1)

Committee members are either appointed by the Board, or by the Technical Committees or by the Operations Committee supported by the Secretariat, or in some cases, elected by ballot organised by the Secretariat. (B16)

More than one individual from the same Member company is permissible. (B8.2)

Generally, committees are entitled to co-opt additional members with specific skills or knowledge. (B8.7)

Committees generally select their Chairs and Vice-Chairs from amongst themselves. The terms of both posts are three years and no more than two terms are normally served. (B8.3)

Committees may form workgroups with the agreement of the CEO and in line with certain provisions (B7.9). In the case of regional committees these are forums or sub-groups. (B15.6)

Expectations

The Secretariat provides Chairs, Vice-Chairs and new committee members with an induction.

Each committee has a work plan and generally meets four times a year. (B7.6)

A technical adviser of the Secretariat works with the Committee Chair as project manager to deliver its work plan. (B7.7)

Committee members are expected to make a positive contribution to the work of their committee by answering emails, reviewing and revising documents, responding to questions, and attending quarterly meetings. Those not attending for three consecutive meetings in person or by video or telephone conference may be invited to resign. (B8.5)

In addition, committee members are expected to remain abreast of current knowledge and best practices in their topic.

The time commitment required for committee membership will vary, but will typically be as follows:

- Chair 3-5 hours a month
- Vice-Chair 2-3 hours a month
- Committee members 1-2 hours a month (meetings, document reviews etc.)

8 Core Committees

This chapter covers core committees and should be read in conjunction with chapter 7.

Role

Core committees cover topics that are generally of common interest to all Members.

They are listed as follows:

- Competence & Training
- Digitalisation
- Environmental Sustainability
- Health, Safety, Security & Environment (HSSE)
- Legal, Contracts, Insurance & Compliance (LCIC)
- Lifting & Rigging (L&R)
- Marine Policy & Regulatory Affairs (MPRA).

Each core committee has its own terms of reference.

Composition

Generally, for the purposes of good meeting dynamics, committees should comprise 10-12 regularly attending members. (B8.1)

A summary of the committee appointments is as follows:

Committee	Appointed or Elected	Appointed by
Competence & Training	Appointed	Technical committees
Digitalisation	Appointed	Operations Committee assisted by the Secretariat
Environmental Sustainability	Appointed	Board
Health, Safety, Security & Environment (HSSE)	Elected and appointed	Election plus regional committee appointments
Legal, Contracts, Insurance & Compliance (LCIC)	Appointed	Board assisted by the CEO
Lifting & Rigging	Appointed	Operations Committee
Marine Policy & Regulatory Affairs.	Appointed	Marine Division Management Committee

The selection, election or nomination of the Chair and Vice-Chair roles varies by committee.

The Secretariat helps with succession planning, elections, and appointments.

9 Division Committees

This chapter covers the division committees and should be read in conjunction with chapter 7.

Role

Division committees cover the specific areas of Members' primary interest and form the basis of the choice of Membership category to which they belong.

IMCA has four division committees:

- Diving
- Marine
- Offshore Survey
- Remote Systems & ROV.

Composition

These committees are composed principally of eight members elected by Members of the division, joined by appointees of certain regional committees. (B13.2)

Division committees elect their Chair and Vice-Chair from amongst their GCo, ICo and Co members. They usually serve for a term of three years and normally no more than two terms.

The Secretariat helps with succession planning, elections and appointments.

10 Regional Committees

This chapter covers regional committees and should be read in conjunction with chapter 7.

Members of IMCA join one of five geographical regions, apart from GCo and ICo members who join all regions:

- Asia Pacific
- Europe & Africa
- Middle East & India
- North America
- South America.

Each region has a committee.

The Secretariat will nominate a member of staff to support each regional committee.

Role

Regional committees discuss IMCA matters of interest in the region and contribute to IMCA centrally. The number and focus of meetings is determined by the regional committee. (B15.3)

Apart from the Europe & Africa region, the committees may nominate individuals local to the region to serve on the division committees and certain core committees to represent their region. (B15.5) These appointees provide views and opinions from their region and keep their region informed.

Composition

Regional committees are formed by election of four to six Members of that region. (B15.4) They select their Chair and Vice-Chair from amongst themselves. The terms of both posts are three years and no more than two terms are normally served. (B8.3)

Expectations

See chapter 7 for the general expectations of all committees.

11 Meeting Guidance

11.1 Competition Law Guidance for meetings

IMCA meetings are held strictly in accordance with our Competition Law Compliance Policy which is designed to protect businesses and consumers from anti-competitive behaviour. Copies of the policy are freely available.

The Association, its meetings, committees, and secretariat will comply with all applicable competition law (competition, antitrust and similar laws) including those of the United States of America, the European Union, the United Kingdom, and other countries in which the Association is active.

Anticompetitive practices include but are not limited to:

Price fixing, resale price maintenance, group boycotts, exclusionary exclusive dealing, restricting capacity or outputs, refraining from supplying a product or service, limiting pricing and dividing markets.

During meetings, **DO NOT** discuss or agree **current** or **future** information in relation to:

Prices, profits, costs, discounts, rebates or reductions, sales/purchases, market shares, market allocation or marketing, tendering, bidding on projects, future business plans, customer/supplier selection, or employee compensation.

Attendees should object if an improper or questionable subject is raised during the meeting and the Minutes should record that objection.

11.2 Meeting protocol

Meeting Agenda

A draft agenda is prepared by the Secretariat in consultation with the Committee Chairman and issued at least 2 weeks prior to the meeting date. Any member of a committee or Workgroup is free to propose to the Chairman or Secretariat the inclusion of an agenda item in the next session.

Quorum

Members who are unable to attend a meeting should inform the Secretariat as soon as possible. The presence of four members of a committee shall constitute a quorum for the transaction of business at IMCA committee meetings. If neither the Chair nor the Vice Chair are present and if the committee members agree, a Chair for the meeting can be selected by those members present. Such details being recorded in the minutes by the Technical Adviser.

Meeting Minutes & Action List

Minutes are prepared by the Technical Adviser using IMCA's designated template and should include:

- The list of attendees and apologies received.
- An overview of presentations and discussions.
- An accurate reflection of the outcomes of discussions, decisions taken, and future actions.
- Minutes should be concise, not discursive, and capture the principal points of discussion and the resulting actions.

Draft Minutes should be circulated for review and comment within 10 working days of the meeting and generally not exceed five pages in length. A final draft of the minutes should be submitted for approval and sign-off by the Chairman at the next meeting. If necessary for logistical reasons (for example in the event of the absence of the Chair and Vice-Chair), minutes can be signed on their behalf by the Technical Adviser.

Follow-up Actions

Committee members who undertake to complete actions, should commit to doing so by an agreed date. If this becomes no longer possible, they should inform the Chairman and the Secretariat to enable the action to be either rescheduled or allocated to another committee member.

The action list will be updated regularly, and members should keep the Secretariat updated on progress for the actions they are responsible for.

Meeting dates

Future meeting dates and locations are to be agreed at the close of a meeting session and confirmed by the Secretariat via Outlook invitations as soon as possible thereafter.

Filing of documents

The Technical Adviser is responsible for the filing of meeting minutes, agenda, and supporting documents in the committee SharePoint site, to which committee members can have online access. Signed minutes of meetings are to be filed in the Team>Secretariat>Committees>Minutes site.

12 The Chief Executive

The CEO is appointed by and is accountable to the Board of directors of IMCA Holdings Limited. Their direct reporting line is to the President of IMCA, who is also the Chair of the Board of Directors.

The CEO is empowered by the Board to lead the organisation in its mission and to deliver its strategy. Other formal responsibilities include being the treasurer and secretary.

The CEO is a member of the Board but is directed and guided by the Board.

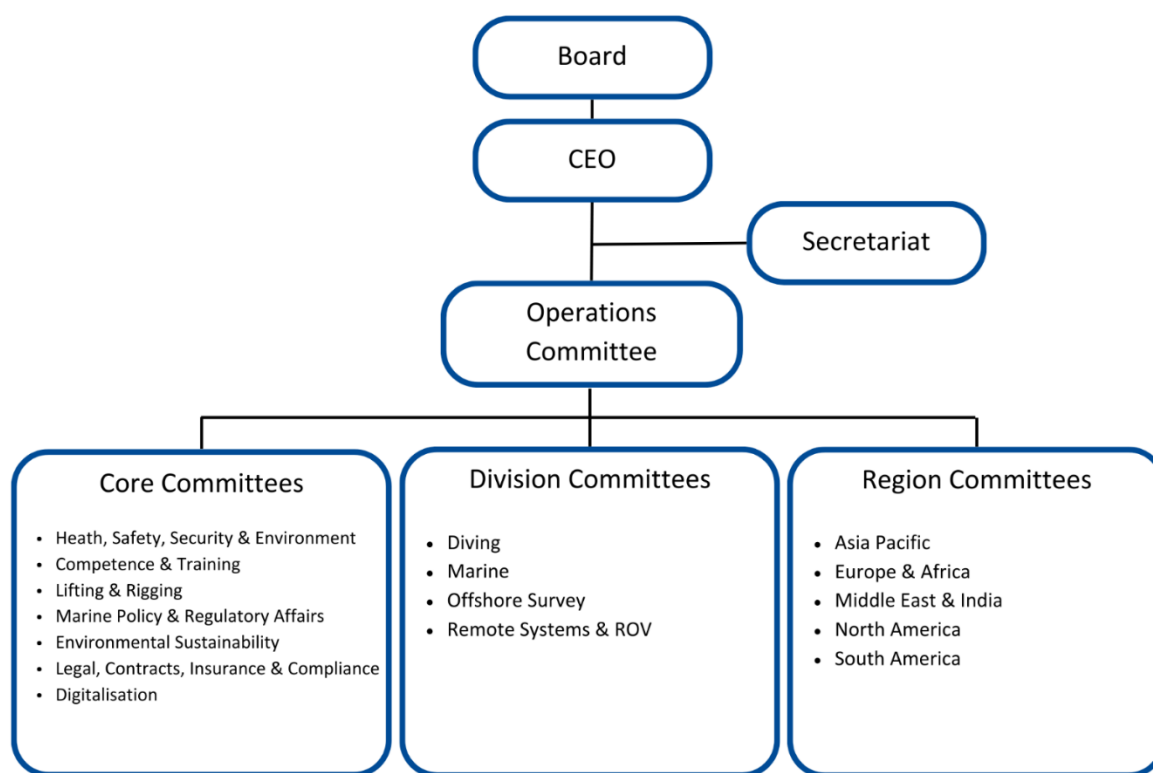
Balancing restraints are in place with the Board for the approval of operating budgets, capital expenditures or commitments, the size and scale of the Secretariat, and other key financial parameters.

The CEO is responsible for the performance of the Secretariat, assisted by the Technical Director.

The CEO's performance and compensation are reviewed by the Board on an annual basis.

13 The Overall Structure

The resulting structure is as follows:



14 Resources for Governance

The resources listed below may be useful.

IMCA resources

From time-to-time material on governance is added to the IMCA website www.imca-int.com

Articles www.imca-int.com/about-imca/governance-structure/

Bye-laws www.imca-int.com/about-imca/governance-structure/

General

The Trade Association Forum (TAF) issues guidance notes and some address aspects of governance www.taforum.org

Boleat, Mark, Good Practice in Trade Association Governance, London, 2001
www.boleat.com/materials/gptag_2001.pdf

Governance principles, by the Center for International Private Enterprise and The World Chambers Federation, 2011
www.cipe.org/publications/detail/governance-principles-business-associations-and-chambers-commerce