

AGI
COUNCIL 2002
Hand Book

Contents

1. Code of Conduct for Council and Committee Members
2. Responsibilities of the Associations Officers and Committee Members
3. Committee Responsibilities
4. AGI Standards Committee
5. Terms of Reference – Council
6. Terms of Reference – Management Committee
7. Standard Agenda

Note :

The Council handbook provides Council members with information that will enable each member to participate fully and in an informed manner in the affairs of the Council.

Code of Conduct for Council and Committee members

Members serving on Council or any Committee of the Association are expected to abide by the following code of conduct:

- to participate freely and in a professional manner;
- to maintain commercial confidence at all times;
- to represent the interests of all AGI members at all times;
- to use information gained to promote the AGI;
- to conform to the standards and procedures of the AGI;
- to be familiar with and abide by the Memorandum of Agreement and the Articles of the Association
- to declare any personal interests that may affect their recommendation(s) or participation in the CAC.

Responsibilities of the Association's Officers and Committee Members

Chair of the Association

The key responsibilities of the Association chair are to:

- chair Council meetings in accordance with the Councils *Terms of Reference*
- chair Management committee meetings in accordance with the committees *Terms of Reference*
- ensure that the Council underpins the AGI's mission, objectives and strategy
- represent the Association with communications with the media and other external bodies
- represent the Management Committee at Council meetings
- keep the Management Committee informed of Council decisions
- produce a written report to Council on their Association activities ten working days prior to the next Council meeting
- oversee all aspects of the Council and Management committees budget, including drafting, monitoring and approval of expenditure
- monitor and support action working groups established by Council or the Management Committee

Senior Vice Chair of the Association

The key responsibilities of the Association Senior Vice Chair are to:

- to deputise for the Chair in times of absence at Council and Management committee meetings
- manage the production of the strategy for the next Association year, (for the year the Vice Chair may become Chair of the Association)
- Provide an Association welcome message at AGI seminars, meetings and conferences.

Junior Vice Chair of the Association

The key responsibilities of the Associations Junior Vice Chair are to:

- to deputise for the Chair and Senior Vice Chair in times of absence at Council and Management committee meeting
- to lead special initiatives required by the Chair where there is a requirement for all parts of the Association to be involved and this is not part of a standing committees remit
- initiate an annual performance and salary review for the Secretariat

Honorary Treasurer

The key responsibilities of the Honorary Treasurer are to:

- to be responsible for the Associations Accounts and budget
- to advise Council on all matters appertaining to the Associations financial viability
- to present the Management accounts at each Council meeting

Honorary Secretary

The key responsibilities of the Honorary Secretary are to:

- to take the minutes and issue them when the Council or the Management Team go into closed session
- ensure minutes are produced and lodged with Secretariat within 10 working days of each Council meeting
- to monitor and support the Secretariat in all matters appertaining to Companies House, which will include the formal submission of the Associations approved accounts, each year and notification of the changes in the Associations Directors.

Elected Council members (Directors of the company)

Company law requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Association. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts
- prepare the financial statements on the going concern basis unless it is inappropriate to presume the Association will continue
- ensure proper accounting records which disclose with reasonable accuracy at any time the financial position of the Association are maintained
- ensure that the financial statements comply with the Companies Act 1985
- safeguard the assets of the Association
- take reasonable steps for the prevention of fraud and other irregularities
- confirm that these financial statements comply with the above requirements
- prepare for each Council meeting to ensure meetings meet their objectives
- complete their actions within the agreed time frame
- complete any expense claims in accordance with the AGI's procedures
- represent their allocated area within the Council committee if applicable
- keep the Council informed on all GI matters that are of relevance to the Council and in particular to the AGI as a whole.
- keep the Honorary Secretary informed regarding their contact details
- actively support and assist with all working committee activities when ever possible
- encourage members to become involved in the workings of the Association
- encourage organisations and people to become members of the Association.

Committee Chairs

The key responsibilities of the Committee chairs are to:

- chair all committee meetings in accordance with the committees *Terms of Reference*
- ensure that the committee underpins the AGI's mission, objectives and strategy
- represent the committee at Council meetings or other bodies to which the committee reports
- represent the committee at Management meetings if applicable for the committee
- keep the committee informed of Council and Management Team decisions
- ensure minutes are produced and lodged with the Secretariat within 10 working days of each committee meeting

- produce a written committee report to Council ten working days prior to the next Council meeting if applicable for the committee
- manage all aspects of the committee budget, including drafting, monitoring and approval of expenditure
- monitor and support committee action working groups
- advise the AGI officers, Secretariat on GI related matters of relevance to the AGI

Committee Members

The key responsibilities of each committee member are to:

- prepare for each committee meeting to ensure meetings meet their objectives
- complete their actions within the agreed time frame
- complete any expense claims in accordance with the AGI's procedures
- represent their allocated area within the committee if applicable
- keep the committee informed on all GI matters that are of relevance to the committee and in particular to the AGI as a whole
- keep the Secretary informed regarding their contact details
- actively support and assist with all committee activities when ever possible

Action Working Group Chair

The key responsibilities of the AWG are to:

- ensure the AWG meets the objectives set by the committee that commissioned the AWG
- regularly report to the Chair of the committee that commissioned the AWG

Committee Responsibilities

Corporate Affairs Committee

National Affairs

To monitor relevant national activity in order to identify immediately issues on which the Association's advice should be offered.

- Manage and report upon all matters related to national parliamentary affairs in close liaison with the Secretariat and in particular PITCOM.
- Lobbying activities.

International Affairs

To monitor relevant international activity in order to identify immediately issues on which the Association's advice should be offered.

- Manage and report upon all matters related to AGI's European presence in close liaison with the Secretariat and in particular EUROGI, the European Commission together with its associated organisations, and the European Parliament.
- Lobbying activities.

Membership Affairs

To manage and report upon all matters related to AGI membership in close liaison with the Secretariat:

- Membership benefits
- New member initiatives

Public Relations

To manage and report upon all matters related to public relations and external communications in close liaison with the Secretariat. This will include:

- liaison with the media;
- support with the production of press releases;
- support and advice to the Secretariat with regard to producing and publishing the AGI Newsletter;
- support AGI at exhibitions;
- monitor and when applicable report on the activities of the AGI as a whole to ensure the AGI corporate image is being maintained to the highest standard in accordance with the published mission statement and strategy;
- lobbying activities.

Constitutional Affairs

- To advise Council on all Constitutional matters and to provide advice and support to the Secretariat with regard to the AGM

Internal Affairs

AGI Awards, Lecture and Dinner:

- To administer the AGI Awards Scheme, Annual Dinner and Annual Lecture.

AGI Revenue:

- To be alert to any opportunity to increase the Association's income stream and to advise Council accordingly.

Partnerships

- Define objectives for partner relationships such as PITCOM and IGGI.

Conference Committee

The Conference committee on behalf of the Association manages, recommends and reports on all aspects of the Annual Conference jointly together with the secretariat and the exhibition subcontractor:

- programme
- speakers
- the presentation of
- publications
- awareness programme
- liaison with Exhibition subcontractor
- paper selection (a sub committee)

Direct Action Committee

The DAC on behalf of the Association manages, recommends and reports on the technical programme, SIG's and other short term projects

Special projects

- round table co-ordination, management and reporting

Special Interest Group Co-ordination

- negotiating, monitoring and presenting SIG budgets

Standards (a sub committee)

Spatial Infrastructure Programmes

- monitoring, reporting and recommending on each initiative.

Education Committee

The e-committee on behalf of the Association manages, recommends and reports on the education, research and publications programme.

Research programme

- GISRUK sponsorship

Schools programme

- managing, monitoring and reporting on the schools award
- providing information and raising awareness of GI in schools

Raising GI Awareness

- Publications programme – identifying, commissioning and editing GI publication
- identifying areas where publications would assist raise awareness

AGI's Standards Committee

Organisation

The Standards Committee reports to AGI Council through the Direct Action Committee (DAC). Over the past 10 years, it has established itself as the official standards committee for geographic information in the UK. It is constituted as an external committee of British Standards Institution (BSI), named IST/36, and is supported financially by AGI. Under annual contracts, AGI pays BSI administration fees, and for an external secretariat. AGI obtains revenue through the sale of standards, and through seminars. Standards development work is financed by sponsorship and government grants.

Membership of IST/36 is open to all members of AGI. The main committee, chaired by John Rowley, currently has 15 members. It meets three times a year and deals with policy and votes on national and international standards. The detailed work is carried out by Technical Panels and Review Groups, often convened for a specific purpose. More than 30 people have participated in these during the past year.

The primary aim of the committee is to equip the UK with a set of standards for better exploitation and sharing of geographic information. The main objectives are as follows:

- to provide UK input to international standards for geographic information
- to produce a series of British Standards for geographic information
- to contribute towards all relevant spatial standards authorities on open interoperability standards

International Standards

There are three main international standards bodies relevant to geographic information:

- CEN, the European standards body. During the 1990s, a committee for geographic information produced a limited set of standards. CEN standards maybe mandated by EU directives.
- ISO, International Standards Organisation. The committee for geographic information (ISO/TC 211) is very active, with a work programme of 25 standards, most of which are scheduled to become Draft International Standards during 2000-2001. There are more than 20 active member countries, and regular attendance in excess of 100 at its meetings. The UK holds the convenorship of its Working Group on data standards. This was previously filled by Ordnance Survey, and now by Rob Walker.
- OGC, the open GIS Consortium, a group of system suppliers creating implementation-level standards for interoperability. Close liaison has been set up between OGC and ISO/TC 211 so that OGC specifications can be put forward as ISO standards.

The UK participates actively in the International Standards programme in order that the resulting standards are suitable for the UK market:

- representation at all Technical Committee and Working Group meetings:
- extensive review and comment of draft standards
- provision of specialist expertise (five projects are led by UK personnel)
- coordination of the activities of ISO/TC 211 with OGC and other related IT standards activities

Travel to international meetings is largely financed by DTI grants. In some cases, top-up funding is provided by AGI. Attendees' time is provided at their employer's expense.

British Standards activities

In recent years, the main activity has been related to BS 7666 *Spatial datasets for geographical referencing*. This forms the basis of many of the national initiatives such as the National Street Gazetteer and the NLPG. All development work has been sponsored by bodies from the user community. Other British Standards produced have been BS 7567 *National Transfer Format*, used for the supply of Ordnance Survey data, and BS 7975, *UK Standard Geographic Base*, currently at the public review stage

Terms of Reference - Council

The purpose of the Council is to govern the Association in accordance with the Articles of Association, which includes managing the business, controlling the Association, allocating work but not undertaking work itself. (Articles of Association clause 49)

- 2 Within this purpose the aims of the council will be to:
 - 2.1 provide wise counsel and support to the Secretariat, the main working committees, special interest groups, regional groups and other groups established by Council from time to time.
 - 2.2 ensure the Association is operating in accordance with both the Memorandum and Articles of Association and in particular that the Council itself operates within the powers delegated to it by clause 49 and 51 of the Articles of Association.
 - 2.3 ensure the Association is financially sound and that adequate reserves are in place to cover its commitments.
 - 2.4 ensure the Association complies with the requirements of the Companies Act 1985 and other applicable legislation.
 - 2.5 ensure the complement and skill set of the Secretariat together with resources available to them are adequate to accomplish the Association's remit.
 - 2.6 ensure the Association's annual budget is distributed equitably and that it meets the approved annual strategy and serves all members of the Association.
 - 2.7 ensure the profile of the Association is maintained at a high standard such that the AGI is widely respected.
 - 2.8 delegate tasks and particular powers to the Management committee and other main committees as it sees fit.
 - 2.9 monitor the working committees and to consider and approve where applicable recommendations that they make.
 - 2.10 establish special interest groups and regional groups as and when required and regularly monitor and review the progress of such groups.
 - 2.11 dissolve committees, action working groups, special interest groups, regional groups after due consideration where they are no longer serving the interest of the Association and its membership.
 - 2.12 initiate disciplinary action if required against a member of the Association or the Secretariat.
 - 2.13 monitor developments that are pertinent to the Association and its members and make recommendations for actions where applicable.

3 Constitution

- 3.1 The composition of the council shall be the 27 elected members all of whom are Directors registered at Companies House. The Director and Deputy Director and the immediate past Chair of the Association if not an elected member, are ex officio members of the council. Council may co-opt other fully paid-up members onto council but they shall have no voting power. Six years is the maximum continuous term that a member may serve on Council after which there must be a break of at least one year.
- 3.2 The chair of the Association will chair the committee. In the Chair's absence the Senior Vice Chair or if both absent the Junior vice Chair will chair the committee
- 3.3 Quorum: no decisions relating to expenditure or policy may be made unless at least ten Council members including at least the Chair of the Association, or the Senior Vice-chair, or the Junior Vice-chair are present.
- 3.4 The Council may elect to establish working committees or Action Working Groups to deal with particular subjects. The chair of such committees or AWG will be appointed by Council and report to Council. Other members of the Committee or AWG need not be members of the council but must be paid-up members of the Association.
- 3.5 Council will meet a minimum of four times and a maximum of six times per Association year excluding extra ordinary Council meeting's.

4 Procedures

Council will:

- 4.1 Approve the annual budget in December each year.
- 4.2 Receive and approve annually the Association's audited Accounts prior to their submission to Company House.
- 4.3 Approve the minutes of each Council meeting.
- 4.4 Annually review and approve the Association's short term (annual) and medium to long term strategy.
- 4.5 Annually review who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- 4.6 Annually review the membership benefits and subscriptions and recommend appropriate actions where required.
- 4.7 regularly review the management accounts and consider the honorary Treasurer's recommendations for approval where applicable.
- 4.8 regularly review the Association's action plan and deliverables and make recommendations for action where appropriate.
- 4.9 Follow the guidelines issued on conflict of interest.
- 4.10 In the event of no consensus being reached about Council policy, strategy or achievement of objectives, the Chair will be responsible for deciding the matter after consulting the officers of the Association

4.11 The Chair will report on behalf of Council to the Annual General meeting

TERMS OF REFERENCE – MANAGEMENT COMMITTEE

The purpose of the committee is the supervision of the day to day affairs of the Association on the behalf of Council

2 Within this purpose the aims of the committee will be to:

- 2.1 Advise and support as appropriate the Secretariat, which has to responsibility for managing and implementing the Associations affairs on a day to day basis.
- 2.2 Develop, review, maintain and propose the strategy for the Association to Council
- 2.3 Undertake risk assessment on all matters related to the Association and to advise Council where appropriate on the actions to be taken.
- 2.4 Report to Council on all matters delegated to it by Council
- 2.5 Recruit and appoint the Director and other senior positions within the Secretariat as and when required
- 2.6 Decide and convene an extraordinary meeting of Council as and when required.
- 2.7 Ensure the Association remains financially solvent and to advise Council immediately on all matters of financial concern
- 2.8 Monitor and take action where required on matters that effect or impact upon the Association and the GI sector that it represents in between Council meetings
- 2.9 Monitor and ensure the Association is performing in accordance with the articles of Association
- 2.10 To receive and review reports from the Director on the workload and performance of the Secretariat and to take action where appropriate
- 2.11 Receive and act accordingly upon advice from the Secretariat on the direction of the Association and views of the members.
- 2.12 Ensure the Association conforms to current legislation when conducting its affairs

Constitution

- 3.1 The composition of the committee shall be the officers of the Association plus two members elected by Council (Article of Association 45B) The Chairs of the main committees, the Director and Deputy Director are ex officio members of the committee
- 3.2 The chair of the Association will chair the committee. Copies of all minutes and meeting notices will be lodged with the Secretariat
- 3.3 Quorum: no decisions relating to expenditure or policy may be made unless at least three committee members including at least the Chair of the Association or the Senior Vice Chair are present

- 3.4 The chair may establish Action Working Groups to deal with particular subjects. The chair of each AWG will be a member of and report to the committee. Other AWG members need not be members of the committee but must be paid up members of the Association.

4 Procedures

The Committee will:

- 4.1 Initialise the annual budget cycle in September each year
- 4.2 Present the draft budget to Council for approval at its last Council meeting in each Association year
- 4.3 Ensure the Association is operating within the financial budgets agreed with Council, for both expenditure and for revenue whenever appropriate
- 4.4 To annually receive and recommend to Council the Associations audited accounts
- 4.5 Authorise expenditure where it exceeds the Secretariats powers
- 4.6 To receive reports from the main committees and to advise and support the main committees where appropriate
- 4.7 Ensure the main committees are functioning effectively and operating within their terms of reference and to take action if appropriate
- 4.8 To delegate tasks to the main committees for implementation
- 4.9 To seek legal advice as and when required regarding the Associations affairs
- 4.10 To support and advice the Director when negotiating contracts between the Association and third parties
- 4.11 To produce and present to the last Council meeting in each Association year the timetable for Council meetings for the next Association year.
- 4.12 Follow the guidelines on conflict of interest issued.
- 4.13 In the event of no consensus being reached about Committee policy, strategy or achievement of objectives, the Chair will be responsible for deciding the matter
- 4.14 The Chair will report to Council as it requests and will be responsible for reporting to the Committee on relevant Council affairs.

**Meeting of The AGI Council
14.00 2002 London**

Sandwich lunch at 13.00

Agenda item finishes @

1. Apologies 14.00
2. Co-options
3. Minutes of the last meeting
4. Matters arising
5. Council members involvement within the AGI
6. Items for decision
 - 6.1 Treasurers report
 - 6.1.1 Management accounts
 - 6.2 a.n.other
 - 6.3 a.n.other
 - 6.4 a.n.other
 - 6.5 a.n.other

Tea Break

5. Reports
 - 5.1 Chairs report
 - 5.2 Treasurers report
 - 5.3 Directors report
 - 5.4 Committee reports
 - 5.4.1 Corporate Affairs Committee
 - 5.4.2 Direct Action Committee
 - 5.4.3 Education Committee
 - 5.4.4 Conference committee
 - 5.5 Regional Groups
 - 5.5.1 AGI Cymru
 - 5.5.2 AGI Scotland
 - 5.5.3 AGI Northern Ireland
 - 5.6 Membership report
6. Policy areas for consideration
7. Any Other Business
8. Date of meetings in 2002 17.30