

# GOVERNING COUNCIL GUIDELINE



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# AJA EUROPE GOVERNING COUNCIL GUIDELINE

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# AJA EUROPE GOVERNING COUNCIL GUIDELINE

## 1. INTRODUCTION

AJA Registrars Europe S.r.l. (AJA Europe) is an independent third party Certification Body, operating under accreditation wherever such accreditation exists and holds all rights to the responsibility of certification/registration activities.

AJA Europe is fully funded and revenue is derived from the various Management System Certification services provided to industry.

AJA Europe was established with the aim of creating a Global Network of offices which can provide Multi National Clients with a global approach, while remaining responsive and sensitive to the local markets and small companies' needs.

## 2. SCOPE

The AJA Europe Governing Council constitutes what is referred to as a **Committee for Safeguarding Impartiality** in ISO/IEC 17021 section 6.2.

## 3. DEFINITIONS

- ◆ **The Company** - AJA Europe
- ◆ **The Board** - The Board of Directors of AJA Europe
- ◆ **The Council** - The Governing Council of AJA Europe established to advise and provide an independent viewpoint, on all matters relating to the Certification Services.
- ◆ **Council Members** - Members of the Governing Council
- ◆ **Accreditation Body** - Body appointed within a country to carry out approval and monitoring of third party Certification Bodies.

## 4. TERMS OF REFERENCE, AUTHORITIES, RESPONSIBILITIES & DUTIES, CONFIDENTIALITY

### 4.1 Terms of Reference

The terms of reference of the Governing Council shall be such that it will oversee and monitor AJA Europe's activities to ensure impartiality is not compromised, and that independence is safeguarded in accordance with any relevant British, European or International Standards or guides; specified or issued by regulatory bodies such as an accrediting authority, in order that AJA Europe can function effectively as an accredited certification body.

The Governing Council shall be established as a committee independent of the direct operational management of AJA Europe, and shall be free from any commercial, financial or other pressure that might influence decisions including a waiver of all liability related to their activities.

### 4.2 Authorities

The Governing Council's role is that of advisor to the Board of Directors specifically in relation to impartiality involved in certification matters.

The council may also advise on other areas related to policies of AJA Europe.

The Governing Council has no involvement with the day-to-day operations of AJA Europe, and none of the responsibilities, legal obligations or liabilities associated with being a Company Director. AJA Europe will indemnify all members of the Governing Council against any claims that may be made against them, in relation to their service as a member of the Governing Council.

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### 4.3 Duties

The duties of the Governing Council are as follows:

- ◆ To assist in developing the policies relating to impartiality of certification activities
- ◆ To counteract any tendency on the part of AJA Europe to allow commercial or other considerations to prevent the consistent objective provision of certification activities
- ◆ To advise on matters affecting confidence in certification, including openness and public perception
- ◆ To conduct a review, at least once annually, of the minimisation of Potential risks, the impartiality of the audit, certification and decision making processes of AJA Europe

The Governing Council shall address these responsibilities by:

- a. Advising the Board of Directors of AJA Europe on all policy matters that relate to the content and functioning of the certification services. This includes highlighting any changes in legislation to their area of expertise.
- b. Over viewing the implementation of AJA Europe impartiality policies and procedures, as they relate to the content and functioning of the certification services, to ensure that they are appropriate.
- c. Reviewing and advising on income and expenditure related to AJA Europe, to ensure no unreasonable financial demands are imposed on AJA Europe's clients. Where Governing Council members feel that unreasonable financial demands are being imposed this it is to be brought to the attention of the Board of Directors.
- d. Reviewing the findings of regulatory authority visits to evaluate the need to amend, or extend, the Governing Council Guideline and AJA Europe's Impartiality Policy. Where the Governing Council members find that there is a need to change AJA Europe documentation this shall be reported to the board of Directors.
- e. Reviewing all complaints and appeals received since the previous Governing Council meeting.
- f. Monitoring audits/findings, registrations and certificate issues. This review is explicitly to check the impartiality of the audit and the certification decision and thus includes a full and thorough check for any potential threats to impartiality.
- g. Defining its activities, when established, within the Governing Council Guideline.
- h. Appointment of Governing Council members by the Governing Council themselves or by AJA Europe if so instructed by the Governing Council.
- i. Reviewing and approving the content of, and alterations to, Impartiality Policies and Procedures and the Governing Council Guideline of AJA Europe. This approval will be recorded within the minutes of the Governing Council Meetings.
- j. Reviewing the Potential Conflict Listings including the Periodic Check of Websites.

Other tasks or duties may also be assigned to the Governing Council provided that these additional tasks or duties do not compromise its essential role of ensuring impartiality.

### 4.4 Confidentiality

The Governing Council shall ensure the confidentiality of its activities. To this end the Governing Council members shall be required to sign a Secrecy/Non-Disclosure Agreement.

## 5. COUNCIL COMPOSITION

### 5.1 Vested Interests

In order to protect against vested interests, there must be a balance of interests, so that no one single interest shall predominate. An interest shall be deemed to predominate if the

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number of persons appointed to the Governing Council from any specific interest (including AJA Europe) exceeds 33% of the total number of members.

AJA Europe's full time and part time employees; representatives from AJA Europe's clients; family members, spouses and partners of AJA Europe's employees; Shareholders of AJA Europe or an affiliate office and members of AJA Europe's Board of Directors are considered to be a single interest (AJA Europe) under this definition.

### 5.2 Council Member Competence

Governing Council members are appointed for their experience and knowledge of a particular sector(s) which is served by AJA Europe, because they are either experts in a particular discipline or they represent a particular interest. They must be in a position to be able to demonstrate to other members of the Governing Council that they have the appropriate level of expertise in their particular sector(s).

As a minimum, representatives appointed specifically to represent an accreditation held should be capable of satisfying the competency requirements of a Technical Expert within that accreditation.

### 5.3 Nominations

Nominations for new Governing Council members may be made by either the Governing Council or by AJA Europe, either on instruction by the Council or in response to identified changes in Accreditation criteria (for example) but all appointments will be solely the responsibility and decision of the Council.

Nominations for new members are decided upon by Voting at Council Meetings OR by postal/email voting should appointment be of urgency.

A Secretary to the Council shall be appointed from within AJA Europe but this position is a non-voting role and is purely for administrative and coordinating activities

A separate listing of Governing Council Members is to be maintained by the Secretary to the Council and available upon request and this listing will indicate the general representation of each member together with specific NACE sector codes similarly being represented.

### 5.4 Officers – Chairperson and Vice-Chairperson and Secretary

The Chairperson and Vice Chairperson must be appointed from amongst the independent members. The Chairperson and Vice Chairperson are appointed at the first meeting of the Council in each year by a simple majority vote from amongst their numbers; the results of this vote shall be recorded in the meeting minutes.

A qualified member of AJA Europe's staff, with no financial or commercial interests in the products or services being certified, shall be appointed by the Governing Council to act as Secretary to the Governing Council. The Secretary shall be primarily responsible for:

- a. Arranging the Governing Council meetings to satisfy schedules established by the Governing Council (at no greater than twelve monthly intervals)
- b. Preparation in advance of agendas, minutes and papers for the Governing Council; including details of newly certified clients (since the previous Governing Council meeting) for potential file reviews, demonstrations of how AJA Europe eliminates or minimizes threats of impartiality (should any relationship be seen to create a threat), and how AJA Europe ensures that commercial, financial or other pressures do not compromise its impartiality.
- c. Advising the Governing Council on the certification process.
- d. Acting as a representative of the certification scheme, to outside interests and/or public media.

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- e. Providing administration support from AJA Europe to the Governing Council, such as personnel, office services and accommodation.
- f. Completing the Governing Council Meeting minutes in accordance with section 13 of this document

### 5.5 Composition

The establishment of the Certification Council shall comply with and be appointed from (but is not limited to) the following interests, wherever possible:

- a. An appointment from the Construction Sector
- b. An appointment from the Legal sector
- c. An appointment from the Food & Drink sector
- d. An appointment from the IT sector
- e. appointments from the manufacturing sector within AJA Europe's scope of accreditation
- f. Appointment of a members with specific knowledge and capability relating to Environmental issues
- g. Appointment of a members with specific knowledge and capability relating to Occupational Health & Safety issues
- h. Other appointments broadly representative of AJA Europe's scope of accreditation, including all accreditations held
- i. A representative from AJA Europe's Board of Directors

### 5.6 Monitoring of Council Composition

During each meeting the Governing Council shall review the balance of the experience of its independent members, to ensure that the interests of the clients, potential clients and any other parties affected by the operations of the company are adequately represented. If in the opinion of the Governing Council, the balance does not reflect those interests, the Governing Council shall recommend to the Board of Directors that new appointments are to be made. Once Governing Council members are appointed, the composition (showing position, interest representation) shall be formally documented on an uncontrolled list of Governing Council members. When changes in Governing Council membership occur this listing will be updated.

## 6 MEETINGS

### 6.1 Frequency

Meetings will be held 1 time per 12 month period

### 6.2 Quorum

To convene a meeting a minimum of a Quorum of members must be present.

A Quorum for a meeting is established as 1 AJA Representative and a minimum of 4 independent members.

At all times when considering a Quorum care shall be taken to ensure the need for avoidance of Vested Interests by retaining a 3:1 ratio of independent members to AJA Members.

However, should there be exceptional circumstances where a Quorum is not possible (such as the departure of a number of members of the Council) then at the discretion of the Chairperson of the Governing Council a meeting may be convened, the justification for the exceptional meeting shall be recorded in the meeting minutes

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### 6.3 Meeting Agenda and arrangements

The Secretary to the Council is responsible for circulating the proposed Agenda together with any necessary supportive information on agenda items in advance of a proposed meeting date and is responsible for coordination between members on available schedules.

### 6.4 Declarations of Interest

At the beginning of each meeting, members will be asked to declare any known involvement with AJA Europe's clients that could present a potential conflict of interest; any such declarations shall be recorded in the meeting minutes.

At any stage of discussions during the meeting, it may become apparent to an individual member that the member has a previously unknown conflict of interest that threatens the impartiality of that member for the item under discussion; the member shall declare such interest as soon as this situation occurs and this declaration shall be recorded in the meeting minutes.

For any declared conflict of interest, that member shall not be allowed a vote on any topic linked to the declared interest; in order to maintain an uneven number of voting members one of the AJA Europe's representatives (as determined by the remaining independent members) shall also give up their vote on the same topic.

### 6.5 Agenda

The Governing Council Meeting Agenda and copies of any relevant papers which are to be discussed at the meeting shall be dispatched by the Secretary to the Governing Council at least 14 days before each Governing Council Meeting, in order that the Governing Council members may have time to study them. The Governing Council Meetings are not to be delayed while members read papers already provided prior to the meeting.

The following shall form the basic Agenda for each meeting, together with any additional items particular to the meeting.

1. Apologies for absence
2. Introduction of new members
3. Declaration of Interests
4. Recap of the roles & responsibility of the Governing Council from AJA Europe, to ensure complete clarity of the purpose of the meeting
5. Approval of agenda – vote to be taken
6. Approval of the minutes from the previous meeting – vote to be taken
7. Matters arising from the previous minutes – vote to be taken confirming whether actions have been satisfactory or not
8. Report from AJA Directors – votes to be taken on acceptability
  - a. Financial report and income sources from AJA Europe Board of Directors
  - b. Analysis of risk/liability
  - c. Geographic coverage and Business Activities Report from AJA Europe Board of Directors (new offices, scopes, resources)
  - d. Ongoing-potential business opportunities
  - e. System Reviews and Internal Audits report from AJA Europe
9. Regulatory Authority Visits (such as accrediting authorities) Report from AJA Europe

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### 10. Complaints

Review of any complaint file at each Governing Council meeting to ensure the following:

- ◆ AJA Europe has fully investigated and, where necessary, taken appropriate remedial action.
- ◆ The response to the complaint and to the Client has been fair and unbiased
- ◆ Measures taken to prevent recurrence, when necessary, have been or are being implemented.

11. Appeals including formation of complaints & appeals committees – vote to be taken

12. New Certifications

13. New appointments and appointments of the Chairperson, Vice Chairperson and Secretary to the Governing Council – vote to be taken

14. Review and approval of Governing Council Guideline & AJA Europe's Policies related to Impartiality – vote to be taken

15. Review the balance of the experience of its independent members, to ensure that the interests of the clients, potential clients and any other parties affected by the operations of the company are adequately represented. – vote to be taken

16. Review of the risks from potential conflicts (listings), impartiality of the audit, certification and decision making processes of AJA Europe – vote to be taken

17. Review of any follow up activities relating to conflict of interest investigations

18. Any other business

## 7 APPEALS SUB-COMMITTEE

Mediation of appeals will be carried out by a sub-committee of the Governing Council, with the attendance of AJA Europe staff as required.

Each year, the appeals sub-committee is appointed by the Governing Council Membership vote during the first meeting of each year and should be made up of 2 independent members of the main Governing Council

The appeals sub-committee of the Governing Council will have the right to make decisions in their own right.

The appeals sub-committee of the Council shall formulate the appropriate rules for the investigation of individual appeals and shall have the right to vary such rules from time to time. In formulating the Appeal Rules the appeals sub-committee of the Governing Council shall have regard to:

- ◆ Due observance of the principals of natural justice
- ◆ The right of the Applicant to make written submissions to the Governing Council
- ◆ The right of the applicant to appear before the Governing Council and to make representations in support of its written submissions.

If the appellant company disputes the acceptability of the Governing Council members then the Chairperson of the Governing Council (or Vice Chairperson) will review the dispute and make decision on the acceptability of the dispute. This decision will be advised to the appellant company.

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### **8 VOTING PROCEDURES**

Any council member may call for a vote during the course of the meeting; should a vote be called for, the Governing Council shall adopt the procedure whereby each member is entitled to one equally weighted vote by a show of hands.

To the greatest possible extent the membership will always be uneven numbers in an attempt to avoid the possibility of a tied vote.

If it is not possible for a meeting to take place with an uneven number of voting members or in the event of a tied vote during a meeting due to abstentions one of the AJA Europe's representatives (as determined by the remaining independent members) shall give up their vote on the topic and a second vote be called.

Evidence of decisions and matters discussed shall be recorded in the minutes

### **9 MINUTES**

The appointed secretary shall be responsible for documenting a true and accurate record of the meeting proceedings including the result of all votes carried out.

These minutes shall be completed by the secretary within 5 working days of the end of the meeting and shall be circulated to the Chairperson and Vice Chairperson for draft approval.

The draft minutes will be circulated to all members at least 5 working days in advance of the next meeting and approved by vote by the Governing Council, and signed by the Chairperson as a true representation of the proceedings.