



CHERI ALLIANCE CIC

Terms of Reference for the Governing Board

Version 1.0
Date August 2024

1. **Background**

- 1.1 CHERI Alliance C.I.C. (the **Alliance**) is a not-for-profit community interest company whose purpose is to carry on activities which benefit the community and in particular (without limitation) to promote the use and adoption of CHERI open security technology, methodology and/or standards to improve system security and memory protection in software and hardware products (the **Purpose**).
- 1.2 The Alliance is governed by its articles of association (the **Articles**). Under the Articles, the Alliance may delegate any of its powers of management and administration to a committee.
- 1.3 The board of directors (the **Board**) of the Alliance has established a committee of the Board to be known as the Governing Board (the **Governing Board**).
- 1.4 This document is the terms of reference for the Governing Board, which was approved by the Board on 3 May 2024.

2. **Purpose of the Governing Board**

- 2.1 The principal purpose of the Governing Board is to take decisions in relation to the management and administration of the Alliance. The Governing Board has the delegated authority of the Governing Board in respect of the functions and powers set out in these terms of reference.
- 2.2 Membership of the Governing Board is a voluntary role without remuneration.

3. **Duties**

- 3.1 The Governing Board shall ensure that it is acting at all times:
 - 3.1.1 in accordance with the Articles; and
 - 3.1.2 in order to further the Purpose.
- 3.2 The key duties of the Governing Board shall be to:
 - 3.2.1 develop, approve and keep under review the Governing Board's strategy and operational plan;
 - 3.2.2 establish and oversee sub-committees of the Governing Board (Committee or Committees);
 - 3.2.3 appoint members of the Committees to chair meetings of each Committee;
 - 3.2.4 review and allocate the Alliance's budget and monitor adherence to it;
 - 3.2.5 review the annual financial statements and accounts prior to submission to the Board for approval;
 - 3.2.6 develop, approve and keep under review working groups and projects;
 - 3.2.7 approve and keep under review major initiatives submitted by any of its sub-committees;
 - 3.2.8 organise referendums about the activities of the Alliance among its members and others with an interest in the Alliance;
 - 3.2.9 produce and send reports to Members of the Alliance;

- 3.2.10 hold other members of the Governing Board to account, providing a checks and balances mechanism between each other to ensure that each person on the Governing Board acts in the collective best interests of the Alliance and its Purpose and in line with its values;
- 3.2.11 make recommendations to the Board of Directors on if, when and how staff are appointed by the Alliance to fill administrative and other functions required to facilitate the Alliance's Purpose and activities;
- 3.2.12 identify any risks to the Alliance and seek to mitigate those risks, working with the Board where appropriate;
- 3.2.13 support the Board in ensuring that the Alliance complies with applicable laws and regulations;
- 3.2.14 review any other matter which is within the Governing Board's remit, as delegated by the Board; and
- 3.2.15 review, on a yearly basis and in consultation with the Board, its own performance and terms of reference to ensure the Governing Board is operating effectively.

4. **Authority**

- 4.1 The Governing Board is authorised by the Board to:
 - 4.1.1 investigate any activity within its terms of reference;
 - 4.1.2 to seek any information it requires from any employee or volunteer of the Alliance in order to perform its duties;
 - 4.1.3 at the expense of the Alliance, but subject to the supervision of the Board, obtain appropriate legal or other independent professional advice on any matter within its terms of reference as it considers necessary; and
 - 4.1.4 to secure the attendance of any person at any Governing Board meeting with relevant experience and expertise on any matter within its terms of reference as it considers necessary.

5. **Membership**

- 5.1 The Governing Board will be appointed by election, using the process determined by the Board from time to time.
- 5.2 The Governing Board will comprise no less than five members and no more than ten members of whom:
 - 5.2.1 one will be a Director of the Alliance;
 - 5.2.2 up to a maximum of seven will be member representatives; and
 - 5.2.3 up to a maximum of two will be community representatives but only when there are a minimum of 20 community members of the Alliance.
- 5.3 The Board will appoint one of the members of the Governing Board as the chair (the **Chair**).
- 5.4 The Governing Board may not include more than one individual connected to each member at any one time to ensure the Alliance maintains a fair representation of members on the Governing Board.

6. **Elections**

Vacancies for member representatives and community representatives will be filled by election. The process for elections will be determined and managed by the Board of Directors and communicated to members.

Member representative elections will be held every six months.

Each member will be entitled to nominate one candidate who meets the eligibility requirements set out in the Governance Framework.

Each member shall have one vote in each election of a member representative, provided that it is not in arrears of money owed to the Alliance.

Community representative elections will be held periodically as decided by the Board of Directors.

Community members will be invited to nominate themselves for election.

Each Community member shall have one vote in each election of a Community Representative.

7. **Term, resignation and termination**

7.1 Unless otherwise decided by the Board, appointments to the Governing Board shall be for a term of up to 2 years (the **Term**).

7.2 On expiry of their Term a Governing Board member may be nominated for re-election for a further term of up to two years (up to a maximum of three consecutive terms).

7.3 A Governing Board member can resign or their appointment may cease, in accordance with the Governance Framework.

7.4 The Board may at any time terminate the appointment of one or more Governing Board member, to ensure compliance with the CIC rules or if this person damages, or is likely to damage, the reputation or good standing of the Alliance, provided that it consults (where reasonably possible) with the other Governing Board members not being considered for termination.

7.5 If a Governing Board member resigns or has their appointment terminated, the Board may organise an election to appoint a replacement Governing Board member.

8. **Meetings**

8.1 The Governing Board shall meet at least every 2 months, on such dates as shall be determined by the Governing Board from time to time and at such other time as the Chair shall specify at the request of any two members of the Governing Board.

8.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Governing Board and any other person invited or required to attend no fewer than 5 working days prior to the date of the meeting.

8.3 Outside the formal meeting programme, the Chair will maintain a dialogue with the Board.

8.4 Governing Board meetings may be conducted in any way that it permitted under the Articles or otherwise, including electronically.

9. **Attendance**

9.1 Only Governing Board members may vote at Governing Board meetings. Board members may attend Governing Board meetings but may not vote (unless appointed to the Governing Board).

9.2 The Governing Board may ask individuals to attend all or part of any meeting either regularly or by invitation when necessary and appropriate, given the agenda for each Governing Board meeting. Attendees are entitled to speak but do not have any voting rights.

10. **Quorum**

10.1 The quorum shall be two thirds of the Governing Board members. A duly convened Governing Board meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretions vested in or exercisable by the Governing Board.

11. **Voting**

11.1 Each member of the Governing Board will be entitled to vote and count in the quorum at meetings of the Governing Board unless they have a conflict of interest in respect of the matter being considered at the meeting.

11.2 For the purposes of paragraph 10 of these terms of reference, a Governing Board member is conflicted if they, acting reasonably, believe that a conflict has arisen or will arise between their duties to the Alliance and any personal interest – including but not limited to any personal financial interest or a personal interest of a person connected with the Governing Board member, including any employer.

11.3 The required vote for decisions shall be a simple majority.

11.4 The Chair will have a casting vote in the event of an equality of votes.

12. **Decisions in writing**

12.1 The Governing Board may take decisions in writing unanimously signifying their agreement to the same proposal which may contained in different documents or messages, including electronically.

13. **Minutes**

13.1 The Chair will ensure that the proceedings and resolutions of the Governing Board are minuted or otherwise recorded and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and record them accordingly.

13.2 The Chair is responsible for ensuring that draft minutes of Governing Board meetings are circulated promptly to all Governing Board members for comment and approval. Once approved, minutes of Governing Board meetings shall be circulated to the Board unless, exceptionally, it would be inappropriate to do so, in which case the existence of such minutes shall be disclosed with the Chair of the Board and the reason for non-circulation shall be discussed between the Chair and the Chair of the Board.

14. **Reporting responsibilities**

- 14.1 The Governing Board chair shall report formally to the Board on the proceedings after each Governing Board meeting on all matters within the Governing Board's duties and responsibilities including on any significant issues, recommendations or opportunities.

15. **Amending these terms of reference**

- 15.1 The Governing Board may recommend to the Board updates to these terms of reference.
- 15.2 The Board may update these terms of reference acting in accordance with its duty to further the Alliance's community purpose. The Board will consult with the Governing Board before amending these terms of reference where reasonably practicable, but shall not be bound by any comments received from the Governing Board or its members.