



# MCSSCo Board Terms of Reference

## 1. OBJECTIVES

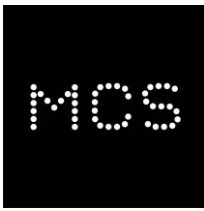
The objectives of the MCSSCo Board shall be to:

- Provide a scheme for robust certification that supports and promotes the uptake of renewable energy and low carbon technologies;
- Develop and maintain scheme documentation for such technologies as the directors may deem from time to time appropriate; and
- Promote such other objects with the aim of raising awareness and confidence for consumers, regulators, industry and other interested parties in the area of renewable energy and low carbon technologies as the directors shall in their absolute discretion determine to be in the best interest of the company.

## 2. ROLE

The MCSSCo Board shall:

- Determine and manage the strategic direction of MCSSCo
- Manage the business of the company in line with the MCSSCo Articles of Association and the Board of Directors Roles and Responsibilities
- Facilitate and promote within the United Kingdom quality improvements in relation to the manufacture and installation of small scale, onsite renewable generation technologies
- Develop and maintain product and installer standards for the technologies within the scope of MCS
- Carry out analysis and/or review which the MCSSCo may from time to time deem necessary to fall within its scope
- Raise and disburse funds for the above activities and use surplus to provide funding for the MCS Charitable Foundation
- Report to the MCS Charitable Foundation Board of Trustees on MCSSCo performance.



### **3. SUB-COMMITTEES AND DELEGATION**

- The directors may delegate any of their powers to any committee consisting of one or more directors
- They may also delegate to any managing director or director holding any other executive office any of their powers desirable to be exercised by him or her.

### **4. CONFIDENTIALITY AND TRANSPARENCY**

A list of MCSSCo Board of Directors will be publicly available on the MCS website.

The MCSSCo Board meetings and discussions will remain confidential save where the MCSSCo Board agrees that information can be more widely circulated to help fulfil certain actions that may arise from time to time.

### **5. APPOINTMENT AND REMOVAL OF DIRECTORS**

The directors shall be appointed and removed by service of a notice on the directors and the secretary signed by a duly authorised representative of the MCS Charitable Foundation (as sole member of the MCSSCo).

It is envisaged that there shall be six directors of the MCSSCo, though in the interests of flexibility, the Articles of Association of the MCSSCo allow for a maximum of seven directors and a minimum of two.

### **6. MEETINGS**

The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method.

### **7. CHAIR**

The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him/her from that office. Unless he/she is willing to do so, the director appointed as chair shall preside at every meeting of directors at which he/she is present.

If there is no director holding that office or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair for the meeting.

### **8. MEETING FREQUENCY**

Subject to the provisions in the Articles, the MCSSCo Board shall meet at least once a month unless otherwise agreed by the directors.



A meeting of the Board may be convened at any reasonable time at the request of any director by written notice to the Company Secretary.

## **9. QUORUM & DECISION MAKING**

The quorum for transactions of the business of the directors may be fixed by the directors. Where it has not been fixed the quorum shall be four.

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

A director shall not vote at a meeting of directors or at a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of MCSSCo.

## **10. RESOLUTIONS**

The directors may take a unanimous decision without holding a directors' meeting by indicating to each other by any means, including electronically, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing with copies signed by each director or with each director's agreement in writing.

## **11. MINUTES**

The directors shall keep minutes of:

- a) all appointments of officers made by the directors; and
- b) all proceedings at meetings of MCSSCo and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

MCSSCo Board minutes shall be circulated to each director of the board by the MCSSCo secretary no later than 5 working days following the board meeting.

## **12. NOTICES**

Each of the directors shall be given notice by the MCSSCo secretary of each board meeting setting out details of the time, date and place of meeting at least five working days prior to the date of such meeting. The notice period may be shortened for particular meetings by unanimous written consent of all directors entitled to attend and vote thereat.



## APPENDIX - Conduct and Confidentiality

To be signed by all directors:

I declare that, for so long as I shall be a director of the MCSSCo Board, and to the extent allowed by law:

- I will treat all agendas, minutes, papers and other materials that I receive in connection with it as confidential to the MCSSCo, its directors and the organisation I represent, and I will not disclose to anyone but MCSSCo the nature or detail of discussions, save where:
  - o These are already in the public domain; and
  - o MCSSCo Board agrees that information can be more widely circulated to help fulfil certain actions that may arise from time to time.
- I will act within the bounds of the version of the Terms of Reference as signed below.
- I will engage constructively with other directors of the MCSSCo Board in order to help the MCSSCo Board fulfil its remit.
- I will disclose to the Chair, for the record, any personal or commercial affiliations that I may have with any organisation or group that may be perceived to be a conflict of interest in any decisions made or matters discussed.
- I consent to my name and associated organisation (if applicable) being published on the MCS website.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Associated organisation: \_\_\_\_\_

Date: \_\_\_\_\_