



Cloud Security Alliance – UK Chapter
Operating Procedures & Terms of Reference for the
CSA UK Management Board
10th September 2015

Chapter Goals

Be the organisational body for the Cloud Security Alliance's (CSA) mission within the UK, and;

- Build an active UK membership that is representative of the broad set of stakeholders interested in promoting security assurance within Cloud Computing that includes industry practitioners, business, public sector, universities and other associations such as the British Computer Society.
- Deliver a research program that is specific to the interests of business and / or Government in the UK.
- Champion relevant training, education and awareness within the UK.

Areas of Interest

- The CSA UK Chapter (hereafter referred to as the "Chapter") will select areas of interest, in addition to the broad mission to promote secure cloud computing in general.
- All work produced by the Chapter shall be produced under a Creative Commons "Attribution-ShareAlike" (CC BY-SA) license and be royalty free. It shall also be available to the CSA for incorporation into CSA publications and standards.

Management and Organisation

The business of the Chapter will be managed by a management board and, in compliance with the CSA Global bye-laws, the board will control matters relating to the management and organisation of the Chapter.

Elected management board

The **elected management board** (hereafter referred to as the "Board") will comprise up to ten elected members from the CSA membership

- An elected Chair
- An elected Vice-Chair
- An elected Treasurer
- An elected Director of Research
- An elected Director of Events
- An ex-officio Director of Communications (webmaster & digital content)
- An ex-officio Secretary

Other elected members, with a minimum of two representing end-user organisations.

Board members will be elected for a 2-year term, to maintain stability of leadership on the chapter's strategy over a reasonable period of time.

There will be a limit of two consecutive terms (four years) on both Chair and Vice-Chair

Election of Chair and Vice-Chair

The Chapter will hold elections to appoint a Chair and a Vice-Chair.

To facilitate continuity between these appointments:

The Chair, elected in September 2015, will serve for a 2-year term,

The Vice-Chair will be appointed ex-officio from the existing board (to maintain continuity) and serve a one year term; in 2016 elections will be held for a Vice-Chair to serve for a 2-year term

Election to the Board

All elected board members will serve for a 2-year term.

Members of the board shall act in good faith and honesty and exercise their skill and judgement to achieve the goals of the Chapter

Elections to the board will be held in September 2015. Until that time the existing board members will continue to serve as the Chapter's steering committee.

Role of the Board Members

The board will support the Chapter's Chair and Vice-Chair in carrying out their role and responsibilities – see Chair/Vice-Chair Role & Responsibilities, below.

Elections

The governance process will be as follows;

- Elections for the Chair, Vice-Chair, and other board positions will be conducted through the Chapter's Web site and/or members email list
- Candidates may self-nominate.
- The election will normally be carried out at the AGM.
- An election can be carried out by electronic means should the board deem it necessary following a resignation
- The candidates with the most votes will be elected, on a simple majority, excluding abstentions.
- An election will be called when a board member has served his/her designated term of office, or when a board member resigns or ceases to be a member

A board member who for a period of 6 months fails to attend any monthly board meetings (online or otherwise) may be required to resign if so requested by the majority of the board.

The Board may recommend the Chair and Vice-Chair approves seconding other Chapter members to the board as ex-officio member, without voting rights.

Voting Decisions in the Board

The quorum for votes in the board is five elected board members (excluding abstentions), including the Chair and Vice-Chair. Votes on any item will be decided by simple majority (excluding abstentions), subject to there being a quorum. Any vote failing to achieve this simple majority of votes (excluding abstentions) will be deemed to result in no change.

Elected Officers Roles and Responsibilities

The Elected Officers of the Chapter consist of the Chair, Vice-Chair, Treasurer, Director of Research, Director of Communications and Director of Events;

The Chair:

The Chair is elected by the members of the chapter and is accountable to the membership of the chapter and to the Cloud Security Alliance for the operation and achievements of the chapter.

- Specific responsibilities of the Chair include oversight of the following chapter operations:
- Convening meetings and agreeing the objectives and agenda for each meeting with the rest of the board
- Chairing meetings of the Chapter and the Board, managing the chapter meetings to achieve their objectives within the published agenda.
- Reporting to the Cloud Security Alliance [Parent Body] when requested
- Reporting any recommendations from UK Chapter Board to the members of the chapter.

Vice-Chair:

The Vice-Chair is responsible for supporting the activities of the Chair as needed, including active participation in the chapter. In the event that the Chair is unable to attend a meeting, the Vice-Chair is expected to assume the role of Chair.

Treasurer:

Initially a treasurer will not be elected until such time as the board considers one necessary.

Director of Research:

The director of research will be responsible for planning and co-ordinating the research undertaken by the Chapter, this includes;

- Appointing and liaising with the lead person for the research
- Ensuring the team working on the research is fair and balanced and especially ensuring there is no undue vendor bias.
- Liaising with the wider Chapter on the topics for research
- Reporting progress to the board

Director of Events:

The director of events will be responsible for planning and co-ordinating all events that the board decides need to be run, at a minimum this will be the AGM. This includes;

- Appointing and liaising with vendors and facilities
- Produce the program, ensuring the content is fair and balanced and especially ensuring there is no undue vendor bias.
- Manage any event sponsorship opportunities
- Ensure all content for the event is delivered in a timely manner and in time to be adequately reviewed
- Reporting progress to the board

Director of Communications:

The director of communication will be responsible for all digital content and communications, including the chapter's web presence, email system and other electronic communication mediums.

This position will be appointed ex-officio by the board and can be combined with the role of another board member.

General Meetings of the Chapter

An Annual General Meeting (AGM) of the Chapter shall be held once in every calendar year at a time and place determined by the Management Board and not more than fourteen months shall elapse between the date of one AGM and the date of the next.

The AGM shall be for the purpose of transacting the following business:

- To receive and consider the annual report of the Board on the activities of the Chapter;
- To receive and consider the accounts of the Chapter and report of the auditors;
- To elect members to the Board;
- To transact such other business the Board may decide is appropriate for a General Meeting.

An Extraordinary General Meeting (EGM) of the Chapter other than an AGM may be convened at any time by the Management Board and shall be so convened within two months of the receipt by the Chapter Chair of a written requisition on that behalf which:

- Shall state fully the objectives of the meeting; and
- Shall be signed by not less than twenty members of the Chapter.
- Business at an EGM may be any business that may be transacted at an AGM.
- No business shall be transacted at any General meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty members present constitute a quorum.
- In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

Finance

The funds of the Chapter shall be applied wholly with a view to the promotion of the goals and objectives of the Chapter.

The Board shall have the power to determine the persons which shall have the power to give receipts for money and to sign cheques and enter into contracts and to impose liabilities upon the Chapter and to pledge the credit of the Chapter.

The members of the Board and any other officials or servants of the Chapter and its auditors shall be indemnified out of the funds of the society against any expenses or liability incurred by them in or about the discharge of their respective duties, unless arising from the own negligence or wilful default.

Accounts and Audit

The Board shall maintain accurate books and records to be kept with respect to:

All sums of money received and expended by the Chapter and the matters in respect of which the receipt and expenditure takes place;

- The assets and liabilities of the Chapter
- The members of the Chapter in General Meeting shall appoint an auditor. The auditor shall be a member of a body of accountants established in the UK and eligible for appointment as a company auditor. No person shall be appointed auditor who is or any of whose partners are a member of the Management Board.

Dissolution

A resolution to dissolve the Chapter shall only be proposed at a General Meeting and shall be carried by the majority of at least three-quarters of the members present.

The dissolution shall take effect from the date of the resolution and the members of the Board shall be responsible for the winding up of the assets and liabilities of the Chapter.

Any surplus assets remaining after the discharge of the debts and liabilities of the Chapter shall be transferred to another CSA affiliated body, or to the CSA, at the discretion of the Board in place at the time of dissolution.