



RAILWAY INDUSTRY SUPPLIER
QUALIFICATION SCHEME

Railway Industry Supplier Qualification Scheme

Board Arrangements

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Part A

Issue record

This document will be updated when necessary by distribution of a complete replacement.

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1	May 2013	First Issue
1.1	September 2013	Updated logo, hyperlinks added
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Technical content

This document was approved by the RISQS Board on 19/03/2013.

Suggestions to improve the contents of this document should be directed to the Railway Industry Supplier Qualification Scheme (RISQS) Board at the following address:

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RSSB,
The Helicon,
1 South Place,
London,
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Application

A member of the railway industry, as defined in this document, may choose to adopt RISQS through company procedures or contract conditions, as one part of its overall assurance arrangements, in the management of supply chain risk. Where this is the case the member shall specify the nature and extent of application.

Supply

Copies of this document may be obtained from:

RISQS Board
RSSB,
The Helicon,
1 South Place,
London,
EC2M 2RB.

E-mail: admin@risqs.org

Or from the RISQS website www.risqs.org

Definitions

Definitions of the terms used throughout the RISQS documents are set out in [RISQS/001](#) Appendix A

References/Related Documents

References/Related documents are set out in [RISQS/001](#) Appendix B.

Part B

1 Introduction

- 1.1 This document describes the main arrangements for the Board of the Railway Industry Supplier Qualification Scheme (RISQS).
- 1.2 This document should be read in conjunction with document [RISQS/001](#) Principles of the Railway Industry Supplier Qualification Scheme.
- 1.3 The RISQS Board operates under the RSSB Board's governance and will be covered by RSSB insurance when conducting RISQS business. For avoidance of doubt liabilities are limited to the functioning of the RISQS Board and not the operation of the scheme itself

2 Purpose of the RISQS Board

- 2.1 The RISQS board acts on behalf of the railway industry. Its main purpose is to direct and supervise the efficient and effective use of the Railway Industry Supplier Qualification Scheme. The main responsibilities of the RISQS Board are given below. These are:
 - Policy and strategy.
 - Development of the RISQS commercial model
 - Communications and promotion.
 - Management, including business planning.
 - Appeals.
 - Feedback, including performance measures.
 - Getting approvals from the RSSB Board for any material expansion in RISQS or the board's activities, or where RSSB's liabilities may be materially affected
 - Board operating protocols,

Within each of the main responsibilities there are a number of specific requirements.

Policy and strategy

- Direct and supervise RISQS.
- Oversee RISQS policy and scope, and agree any changes.
- Ensure RISQS documents are reviewed and amended on a regular basis.

Development of the RISQS commercial model

- Finance Policy
- Payment/Funding
- Procurement/ Contractual Model

Communications and promotion

- Development and agreement of the communications strategy and plan
- Promote RISQS throughout the rail industry.
- Brief industry parties on progress and decisions made regarding the scheme.
- Approval of communications requests from the service provider(s).

Management and business planning

- Establish scheme management, service provision and associated support resource requirements and appoint the Scheme Manager subject to obtaining approval from the RSSB Board to secure such resource
- Oversee the work of the Scheme Manager.
- Develop or oversee the development of and approve five year rolling business plan.
- Finalise content of budget and objectives for each year.
- Monitor and review progress on objectives and budget each year.

Operation and management of the scheme is defined in [RISQS/003](#)

Appeals

- Hear and determine appeals against qualification assessment decisions, each in accordance with the appeals procedure.

Feedback

- Review and provide feedback on significant issues raised involving RISQS qualified suppliers.
- Oversee development and circulation of indicators demonstrating effectiveness of the scheme.

Authorisation

- Seek approval from RSSB board for any material expansion in RISQS or the board's activities, or where RSSB's liabilities may be materially affected.

Protocols

Determine its own operating procedures as a board.

3 RISQS board members

- 3.1 Each industry category and other industry bodies as prescribed by the RISQS board shall have the right to have members on the RISQS board. Industry categories are defined in the RSSB governance arrangements and as listed below.

Board members include 15 organisations who currently subscribe as a 'buyer':

- 8 representatives from Infrastructure organisations (Contractors)
- 4 representatives from TOC/FOC/Rolling Stock organisations
- 2 representatives from Network Rail
- 1 representative from London Underground/Transport for London
and,
- 5 representatives of Trade Associations (RIA, CECA, RICA, RPA and Rail Alliance)
1 representative from RSSB

The service provider(s) are to attend unless otherwise instructed by the chair, 'observers' and guests may be asked to attend meetings, if considered appropriate by the chair.

The RISQS board is responsible for appointing its chairman and deputy.

- 3.2** RISQS board members for Network Rail, Trade Associations, LUL/TFL and RSSB shall be nominated through a transparent process by the members of their industry category. Board members for all other categories shall be elected at the 'All Buyers' Annual General Meeting.

Candidates for membership of the board shall:

- Demonstrate competence in the area.
 - Have significant/ relevant experience.
 - Occupy senior positions in the industry.
 - Have a broad understanding of RISQS and be familiar with the requirements for membership.
 - If appointed, exercise their personal judgement in a professional manner.
- 3.3** The RISQS board can co-opt further persons to be 'observers' if it is believed that the additional persons would improve the operation of the scheme for example the addition of a procurement specialist if there are none amongst the elected board members.
- 3.4** When such a person is co-opted onto the RISQS board they shall act in an 'observation' capacity only and shall not be able to vote.
- 3.5** The RISQS Board can stop a co-opted person's attendance at RISQS Board meetings at any time.
- 3.6** Each RISQS Board member, except the chairman, may appoint a person, who is willing, to act as an alternate representative. The RISQS Board representative may also remove the alternate representative from office. Any alternate representative shall comply with the requirements of part B3.2 (competence) above. Any such appointment, or removal, shall be advised to the RISQS Secretary in writing. An alternate representative shall cease to be an alternate representative if the relevant RISQS Board member ceases to be a member of the RISQS Board. An alternate representative shall be entitled to:
- Receive notice of and all correspondence relating to all RISQS Board meetings to which their appointer is entitled to attend:
 - Attend and take full part in those RISQS Board meetings which their appointer does not attend
 - Perform all the functions of their appointer in their absence.
- 3.7** If the RISQS Board so decides, RISQS Board members shall be removed from the RISQS Board and replaced if:
- They cease to meet the qualifications required for their selection as a RISQS Board member.
 - They are absent from at least three out of six consecutive board meetings, without the acceptance of the board.
 - They resign their office by notice to the RISQS Board chairman.
 - They no longer fulfil the selection requirements to sit on the Board
- 3.8** Membership of the RISQS Board shall be for a period of two years. Members can stand for successive periods of two years each provided that their nomination is supported by the members of their industry category during the Annual General Meeting of buying organisations. Representatives of Trade Associations must be nominated and supported by their Trade Association in a transparent and documented process which can be made available to the RISQS Board on request.

4 RISQS board chairman and deputy

4.1 The RISQS chairman and deputy chairman shall only be elected by RISQS Board members. Candidates shall be existing elected board members.

4.2 The process for the election of the RISQS Board chairman and deputy chairman shall be as follows:

- Nominations shall be sought from the RISQS Board Members.
- Nominations shall only be accepted if the nominee consents.

If there is more than one nomination for a board chairman or deputy, an election shall be held by secret ballot to select the RISQS Board chairman and deputy using the single transferable vote system.

4.3 Notwithstanding 3.8, the RISQS chairman and deputy shall be elected for a two year term. At the end of the term the RISQS Board chairman and deputy shall stand down. Board chairmen and deputies can offer themselves for re-election if they haven't already served two consecutive terms of two years.

4.4 The RISQS Board chairman and/or deputy shall be immediately removed from office if a simple majority of all of the members of the RISQS Board so resolves. An election shall then be held for the RISQS Board chairman and/or deputy in accordance with Section 4, in which the former RISQS Board chairman and/or deputy can stand if they so wish.

5 Operation

5.1 The RISQS Board may regulate its proceedings as it sees fit, subject to the overall agreement of the RSSB board, as defined in [RISQS/001](#).

5.2 The RISQS board shall meet at least once every four months, unless it determines otherwise.

5.3 The RISQS Board shall provide a report on its 'stewardship' of the scheme at least annually to the RSSB Board.

5.4 RISQS board meetings shall be quorate only if at least two thirds of its members are present, unless the RISQS board otherwise decides, and, in so deciding, it must consider whether, for any decisions, those most likely to be affected are present. Where decisions are reached with less than two thirds of members present then these must be ratified at the next quorate RISQS Board Meeting

5.5 The RISQS board chairman shall approve the agenda for each RISQS board meeting and ensure that appropriate papers adequately support each agenda item. The secretary (see 6.1) shall send the agenda and supporting papers to the RISQS board members so they are received not less than five business days before the meeting.

5.6 As soon as reasonably possible after each RISQS Board meeting:

- Draft minutes of the meeting will be prepared.
- The draft minutes shall be sent to the RISQS board Chair within five working days of the meeting.
- The RISQS Chair shall review and comment on the draft minutes within ten working days after receiving the draft minutes so that preliminary amendments can be made.
- The draft minutes shall be formally approved at the next full meeting of the RISQS board.

6 Support

6.1 RSSB shall provide administrative support to the RISQS board and provide the resources, support and information necessary for their operation. This shall be the responsibility of the RSSB appointed board member. This includes, if requested by the RISQS Board the:

- Provision of a secretary (who shall not be a RISQS member).
- Circulation of papers before meetings.
- Production and circulation of minutes.
- Provision of a schedule of RISQS board meetings for a calendar period of one year ensuring at least 30 day advance notice
- Provision of a venue for meetings.

7 Consensus

- 7.1** The RISQS board shall use all reasonable endeavours to agree a consensus on the matters it discusses.
- 7.2** The RISQS Board chairman shall seek to ensure that each agenda item is given sufficient time for consideration.
- 7.3** When a consensus cannot be achieved the RISQS board chairman shall decide taking into account the weight of opinion on the RISQS board, the views of members contributing sustained objections on the issue and members who are substantially affected by the decision.
- 7.4** If a RISQS board member has a conflict of interest over any issue they should declare it and take no part in the discussion, unless asked to provide any clarification. There shall be a standing agenda item at board meetings for any such conflict to be identified.