

THE ROLES & RESPONSIBILITIES – SCAI ADVISORY BOARD, BOARD OF DIRECTORS, SUB-COMMITTEES & EXECUTIVE STAFF

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SCAI ADVISORY BOARD

SCAI esteemed advisory board is the vanguard for SCAI vision : to engage in, and encourage, the development of the shopping centre industry in India, by equipping it with the requisite knowledge base and operational skills, to enable it to assume its rightful place in the society, the economy, and the world.

Members of the advisory board guide and support SCAI Board of Directors (BoDs) & Sub-Committees with critical strategic advice on SCAI industry initiatives, policy matters, advocacy and join top level meetings & discussions wherever necessary.

SCAI advisory board members are required to meet once a year to address the SCAI Board of Directors & Sub-Committee members at the SCAI annual meet.

SELECTION PROCESS, TENURE & QUORUM GUIDELINES

- Advisory board members shall be selected from Founder and Corporate Platinum Member panels. Names are proposed, discussed and finalized by the SCAI BoDs.
- Advisory board members shall be of owners of Shopping Center having multiple centres across the country. BoD may also nominate senior personnel from retail industry and heads of Global Research and consulting in India as members of the advisory board.
- Advisory Board Members shall serve three-year term.
- Advisory Board Members shall have the option to be re-nominated for the next term.
- Advisory Board Members may resign by delivering his or her written resignation to the chairman of the Board or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such director/ member if no date is specified.
- The minimum of 4 members are required to compose a quorum for advisory board meetings including the SCAI Chairman

SCAI BOARDS OF DIRECTORS

The SCAI (Executive) Board of Directors (BoDs) is the governing arm of the organisation. Directors of the board oversee and direct major aspects of the organisation's operations. Board directors, including Chairman and Vice Chairman can also fill specific functional roles like Secretary and Treasurer.

SCAI board directors shall meet at such times as it deems necessary to fulfill its responsibilities - to discuss progress of work done/ action taken on earlier BOD decisions and propose, discuss and decide on future directions and projects including revenue generation and budget allocations.

SELECTION PROCESS, TENURE & QUORUM GUIDELINES

- Directors of the executive board (BoDs) shall be selected by the past and present members of the board.
- BoDs shall be from top management of organisations directly engaged in shopping centre development.
- BODs shall be comprised of at least six members but not exceeding nine members and shall replace minimum 3 members each term.
- Outgoing Directors in the board will have the first right over nominations for their replacement.
- BODs shall serve three-year term.
- BODs shall have the option to be re-nominated for the next term.
- BoDs may resign by delivering his or her written resignation to the chairman of the Board or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such director/ member if no date is specified.
- The minimum of 4 members are required to compose a quorum for BoD meetings including the Chairman.

CHAIRMAN

The SCAI Board Chairman, is the head of the board and of the organization. The Chairman partners with the SCAI Board - organization leadership - to promote the organization. The Chairman conducts board meetings – advisory and executive both - and ensures that the board's directives are implemented and monitored.

The Chairman calls and conducts meetings of the advisory and executive board/ committee, which consists of BoDs and the Executive Head.. He also creates committees and appoints committee chairs in consultation with BoD. He is also instrumental in hiring and supervising the executive head in consultation with the BODs. The Chairman collaborates with the executive head, to carry out the organization's mission and ensures accomplishment of goals. The Chairman reviews reports and records, and directs members in their roles. Chairman works with the BODs and Committee Members and gives or vets the final decision on most policy matters recommended.

While the Chairman is the public face of the organization and make speeches and give media interviews as the SCAI Board head, he may authorize other leaders in SCAI Advisory and Executive Board and Committees and or the Executive Head also to represent SCAI in external meetings, PR and promotions.

SELECTION PROCESS & TENURE

- SCAI Chairman shall be common to both advisory and executive board and is selected by the majority vote of the Directors of the executive board (BoDs).
- Chairman shall serve three-year term.
- Chairman shall have the option to be re-nominated for the next term.
- Chairman may resign by delivering his or her written resignation to the BoDs or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such director/ member if no date is specified.

VICE CHAIRMAN

The Vice Chairman of the board is prepared at all times to assume the role of Board Chairman if necessary. The Vice Chairman, whose knowledge and commitment mirrors that of the Chairman, may serve in the Chairman's place for board activities and in the spokesperson capacity.

The Chairman may delegate special assignments to the Vice Chairman, who also works closely with the organization's Executive Head to carry out the board Chairman's vision and directives. The Vice Chairman can also take an important committee position.

SELECTION PROCESS & TENURE

- Vice Chairman of the board shall be selected by the Chairman in consultation with BoDs.
- Vice Chairman shall serve three-year term.
- Vice Chairman shall have the option to be re-nominated for the next term.
- Vice Chairman may resign by delivering his or her written resignation to the BoDs or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such director/ member if no date is specified.

SECRETARY

The board's secretary provides members with required meeting notices, prepares agendas and provides guidance on proper meeting procedures. The secretary takes minutes at board meetings, or designates a person for the task, and reviews and distributes the approved minutes.

The secretary prepares and maintains board records, such as minutes and committee reports, and ensures the accuracy and security of the records. The secretary is prepared to assume the leadership role when the Chairman and the Vice Chairman are unavailable.

- Secretary shall be selected by the BoDs
- Secretary shall serve three-year term.
- Secretary shall have the option to be re-nominated for the next term.
- Secretary may resign by delivering his or her written resignation to the BoDs or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such director/ member if no date is specified.

SUB-COMMITTEES:

SCAI sub-committees are a small group of people assigned to focus on a particular task or area and makes recommendations to the BoDs for decision/s. While the BODs make most decisions affecting the organisation, some powers are delegated to members, office bearers of sub-committees. Regardless, any decisions made by such groups, the responsibility remains with the BoDs.

SELECTION PROCESS, TENURE & QUORUM GUIDELINES

- Regional Committees shall be comprised of at least four members and shall replace minimum 1 member each term.
 - The minimum of 3 members are required to compose a quorum for meetings of sub-committees including the Chairman.
 - Till the time Sub-Committees are formed, Designated Members of the BoD shall take responsibility of the Sub-committee functions.
 - Leader and members of Focused Groups may be selected by BoDs, Advisory Board members or any or more of the sub or regional committees in consultation with the Executive Head of SCAI.
 - All Sub-Committee Chairmen and Members:
 - shall be selected by the BoDs and approved by the Chairman
 - shall be from top management of companies in shopping centre development/ management/ leasing business.
 - shall serve three-year term.
 - shall have the option to be re-nominated for the next term.
 - may resign by delivering his or her written resignation to the chairman of the Committee or may be removed by majority vote of the Board/ Committee by delivery to such member of written notice of removal, to take effect at a date specified therein or upon delivery of such written notice to such member if no date is specified.
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ADVOCACY & P R

Responsible for two of the key functions of SCAI, the Advocacy & PR sub- committee is in alignment with SCAI's mission to increase public and political awareness of the critical role that shopping centres play. Advocacy involves identifying, embracing and promoting a cause, shape public perception and affect change.

This committee co-ordinates with professional Advocacy & PR agency/ies, engaged if any, explores every possible avenue to work with members, media, government and other stakeholders on issues crucial to build strong public relations that promote the cause of SCAI and its members and shopping centre industry in general.

In the event that there is some adverse publicity about SCAI or the shopping centre industry, this committee calls for emergency meets with BODs and other committees, if required to discuss how to confront the issue and takes necessary action in co-ordination with concerned agencies to counter misperceptions with well-directed advocacy and public relations efforts.

Responsibilities include but not limited to:

- o Enabling shopping centre industry to find their rightful place in the society, the economy, and the world.
 - o Increasing consciousness of the role of SCAI and how it leads to greater awareness of the need for public accountability within a framework of good governance.
 - o Creating awareness among members and industry stakeholders of association's service projects and activities.
 - o Working cooperatively on advocacy & PR activities with other organizations and agencies.
 - o Partnering with various events, marketing & promotion programmes of members & associates to derive desired objectives.
 - o Effectively using SCAI website to communicate and promoting the values and works of the organization.
 - o Evaluating lobbying issues of like organizations and assess whether SCAI should support the issue.
 - o Evaluating issues in alignment with SCAI's mission and goals to determine if appropriate to send to its membership to take action.
 - o Being available by scheduled conference calls to discuss topics or current issues pertinent to SCAI.
 - o Developing awareness of current issues and opportunities for SCAI to be represented to (1) support an issue already in discussion in public arenas; (2) anticipate an issue to be on the agenda of national or state level policy makers; or (3) initiate an issue in a public policy debate.
 - o Making Representations & Petitions to Central/ State Governments, Regulatory Bodies, Financial Organisations for support, relief and rebates.
 - o Building relationships with legislators and lobbyists to support SCAI's position on an appropriate cause.
 - o Building relationships with other organizations in order to collaboratively advocate for opportunities that promote SCAI's cause.
 - o Discussing advocacy visions and or advocacy opportunities with the SCAI Board of Directors and obtain the approval of the BOD on advocacy issues that require action.
 - o Managing all communication for PR, Social Media & Marketing, SCAI newsletters.
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FINANCE & BUDGETING

Finance & Budgeting sub-committee works with other board and committee members and the Executive Head to develop financial plans and prepare the organization's budget. The Treasurer or the chairman of the Finance & Budgeting sub-committee also serves in the board.

Responsibilities include but not limited to:

- Identifying Fundraising Avenues like membership, sponsorships, special projects fee
 - Timely allocations of budgets to carry on the decisions taken by BoDs
 - Directing the preparation of financial reports and summarizing the reports for the board.
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SOPs & CERTIFICATION

The SCAI sub-committee for SOPs & Certification comprises of shopping centre experts with thorough knowledge of Standard Operating Procedures (SOPs) in Shopping Centres and practical understanding of regulatory compliance issues, ISO standards, certification process etc.

Responsibilities include but not limited to:

- Conducting consultations with the champions of the Industry while taking note of adopted global practices to device India/ region/ format specific SOPs.
 - Enabling SCAI members to integrate cumulative expertise for continuous improvement of its standards.
 - Exploring partnership with Trusted Scheme Owners to facilitate Third Party Certification for its members.
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RESEARCH, TRAINING, EDUCATION & INDUSTRY PROGRAMS

The SCAI sub-committee for Research, Training, Education & Industry Programmes is responsible for ensuring that the SCAI provides education and training that delivers the required knowledge to the members professional development needed by shopping centre professionals. This sub-committee supports the vision and goals of the Association and consistently provides technically sound information and resources to meet the diverse interests of its members and other persons interested in the shopping centre business operations - as defined by association's strategic plan.

Responsibilities include but not limited to:

- Ensuring that all programme development is free of conflict of interest and technically sound.
 - Reviewing and recommending proposals for new training courses, master classes.
 - Identifying training experts and master class conductors from India and overseas.
 - Tying up with Indian global academies and institutions for Competency Examinations, Certificate Programmes & Other Training that enhances career opportunities for shopping centre professionals.
 - Tying up with strategic partners/ industry events to hold SCAI Programs, Webinars & Roundtables.
 - Tying up with Research Partners to provide in time knowledge and information to members.
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MEMBERSHIP

The SCAI sub-committee for Membership supports membership growth by creating enhanced value for members, identifying potential new members, contacting lapsed members, and engaging current members to reach out to all stakeholders and expand the SCAI network in India and overseas.

Membership committee provides input and feedback regarding membership needs, programs and policies.

Responsibilities include but not limited to:

- Defining and drafting membership categories, eligibilities, fee, deliverables etc., taking board approvals; ensuring timely website updation and communicating revisions to members.
- Staying updated on the latest member benefits to use during retention and enrolment conversations.
- Identifying areas of enhanced value offering and plan effective marketing and communication programmes with PR sub-committee.
- Actively involving in programmes that can attract the interest of potential members.
- Engagement with current members to host regional get-togethers, mentoring enterprising members of regional committees, contacting members in their region, etc.
- Planning promotions and participation at industry events to connect with potential members.
- Working with all sub-committees to identify target groups for potential bulk membership.
- Ensuring systems are in place for member records, deliverables and routine and special communication/ invites etc.

REGIONAL COMMITTEES:

- North India
- East India And Its Sub Regional Committee - Upper Bengal & North East
- West India And Its Sub Regional Committee – Central India
- South India

The SCAI Regional Committees are formed to expand association benefits to all stakeholders in every region of the country. These committees play an important role in identifying needs of the regional/ local industry players that are critical to form national/ state/ local level policies for holistic growth and development of the shopping centre industry.

SCAI Regional Committees are led by their respective Chairmen who acts in the same way as the Chairman of BODs – forming local advisory for broad guidance, conducts and directs regional meetings and takes decisions to carry on regional/ local activities as per the board directives. The Committee Chair is responsible for working with their committees to set short and long term goals. These should be presented to the Board annually.

Working in close co-ordination with other sub-committees and the SCAI Executive Head, regional committees do multi-tasking to achieve association objectives wrt Advocacy & PR, Training, Education & Industry Programs, Membership & Revenue Generation and encouraging members in their respective regions to comply with SCAI guidelines and participate in association activities and initiatives.

Responsibilities include but not limited to:

- Creating a regional activity guideline for its functioning.
- Inviting and forming advisory committee members for the region by prominent supporters of the profession from the particular region.
- Attracting qualified new members who will take an active part in the affairs of SCAI and shopping centre industry in general.
- Organising and execute membership drives to include all categories of eligible members from all sectors of industry concerned.
- Maintaining up-to-date knowledge of membership requirements and procedures Liaise with HQ on recent membership initiatives and materials.
- Activating Advocacy & PR at regional/ local level in co-ordination with national sub-committee.
- Updating and Maintaining the Regional activities in the SCAI webpage in coordination with SCAI PR committee, also ensure such informations are circulated by email to all the members.
- Making sure the Involvement and active participation of the members in research and activities of SCAI.
- Making sure and encourage the members to actively participate in SCAI Competency Examination, Certificate Programmes& Other Training.
- Organising regional conferences and gatherings.
- Recommending speakers for SCAI and involvement in the knowledge sharing activities of SCAI.
- Responding to the regional members concerns about SCAI activities and raise the important issues to the Board and or concerned committees.

FOCUSED GROUPS

SCAI Focused Groups are formed to work on specific short-term projects that require immediate action/ decisions & drives on national, state or city level issues. Focused groups once formed with a leader are given special powers to take decisions in consultation with the Chairman of the board and concerned committee heads/ lead members without calling for a formal meeting.

Focused groups can be sanctioned ad hoc budgets to meet unknown exigencies subject to certain assurances of desired results.

Responsibilities include but not limited to:

- Reacting with utmost speed to understand issues that may harm the cause of SCAI and the industry it serves.
- Committing to the cause taking in to confidence SCAI BoDs, Executive Head and concerned Committee members and leaders and decide immediate course of planning and action.
- Engaging experts, professionals and external agencies to help deal with the problem.
- Taking necessary approvals from BODs and concerned office bearers on budgets.
- Employing and engaging additional task force in case of natural disasters, riots or any other emergency situations that need association intervention.
- Working with finance committee to generate additional funds.
- Working with Advocacy & PR committee to manage public affairs.
- Delivering results within a timeframe.

EXECUTIVE HEAD -

Paid Position

The Executive Head of SCAI –is a paid executive, not necessary with a full time engagement.

SCAI Executive head, not necessarily a member of the board, attends all key meetings of the advisory and executive boards and is responsible to bring action to all decisions taken.

Although the Executive Head is empowered to take decisions to effectively run the organisation, the Chairman is considered a peer with the other board members, can overrule Executive Head's decision/s, on recommendation of the Executive Board and/or BoDs..

Responsibilities include but not limited to:

- Collaborating with members of the board and committees to set the organization's strategic goals and translating these into specific operational objectives.
 - Drafting and implementing policies and procedures to streamline organisation's operations.
 - Drafting of organization chart with roles and responsibilities.
 - Managing and monitoring day-to-day operations - ensuring that the organization achieves its objectives.
 - Directing Association's Paid Staff in their respective work and helping them to excel.
 - Planning short and long-term agenda for SCAI activities to meet the set objectives.
 - Coordinating among members of boards and committees to drive SCAI initiatives on all fronts.
 - Managing industry database and putting it to use for relevant connect.
 - Expanding SCAI network by increasing member base and activities.
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EXECUTIVE SECRETARY

Paid Position

The Executive Secretary (EA) of SCAI is a paid executive to manage SCAI routine office work. Reporting to the Executive Head of the association, EA provides administrative support and performs numerous duties, including scheduling, writing correspondence, emailing, handling routing callers queries, following up on memberships, payments and coordinating with finance & accounts etc.

Responsibilities include but not limited to:

- Providing administrative support to the Executive Head, Board and Committee Members.
 - Coordinating arrangements, meetings and/or conferences as assigned.
 - Compiling, proofread and revise drafts of documents and reports.
 - Daily record keeping and filing of documents.
 - Preparing reports, presentations and correspondence accurately and swiftly.
 - Creating and organizing information, Managing spreadsheets and generating reference tools for easy and timely use.
 - Answering queries, and responding to emails, messages and other correspondence.
 - Operating and maintaining office equipment.
 - Ensuring efficient and effective administrative information and assistance.
 - Coordinating committees and task forces.
 - Relay directives, instructions and assignment to concerned staff and or members.
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ATTENDANCE POLICY

Regular attendance at Board and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of SCAI.

Board and committee members are expected to demonstrate their commitment to the organisation by unbroken attendance at the Board or committee on which they sit, except when prevented by unforeseeable events.

Responsibilities

It is the responsibility of the Board / Respective Chair to monitor the attendance of each member and to issue warnings as appropriate.

Procedures

The Secretary shall notify members of forthcoming meetings no sooner than 7 working days before the set date of the meeting.

Where Board members are prevented from attending any Board meeting, they should notify the Chair of their intended absence.

Where a meeting is to be held either in the form of a teleconference or online, the Chair should notify members accordingly. Participation in these meetings shall be equivalent to attendance at a regular meeting.

Attendance requirements

If a Board member is absent for two consecutive meetings without first notifying the chair of their absence, or if a Board member is absent for three consecutive meetings having notified the chair of their absence, that Board member is in breach of their obligations and is liable to be removed from the Board, subject to the following processes.

Prospective members of the Board shall be issued with copies of the attendance policy and asked to commit themselves to observing its terms.

Process

If a Board member is in breach of their attendance requirements then the Chair shall consult them to discuss this matter.

If the Board member's difficulties are resolvable, then the chair shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the Board member wishes to continue on the Board, then the member's response will be put to the Board at its next meeting. The Board member shall be entitled to speak to this item, and to vote on it. The Board will then decide what actions to take regarding that Board member's future membership on the Board.

If the Board decides that termination is justified, the Board may suspend that person's membership of the Board. In the event the member wishes to continue in his or her position, the suspension shall be put to a general meeting for approval. The suspended member shall be given an opportunity to be heard, either personally or through a representative, and may submit materials in writing to be circulated.

The Board may remove any person from any Board sub-committee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the Board or from any committee under this provision, the Board or committee will promptly initiate a process to recruit a new Board member. The person whose membership has been terminated shall retain the right to stand again at the next selection for the Board.