



CREST. Representing the technical information security industry

# CREST LOCAL COUNCILS

Terms of Reference  
[template v3]

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# 1. Purpose

The purpose of the CREST Local Councils is to support the promotion of CREST in the various regions of the world, to encourage buyers to utilise CREST accredited member companies for added reassurance of quality of service and to encourage the upskilling of technical cyber security professionals in the region. All of these activities will promote growth of the eco-systems.

In some geographical areas, regionally focused Councils may be created to cover multiple countries and in these instances Councils can elect members from any of the countries within that region. A Local Council will be an example of this.

These Terms of Reference reflect the migration of all Local Councils to an elected and rotational structure to align with recommendations from the 2020 Governance Review.

Reference within these Terms of Reference (ToRs) to “CREST” means CREST International.

# 2. Transparency and Communication

The membership, appointment processes, meeting dates, agendas along with a summary of the minutes and recommendations of the Local Councils will be available to all CREST members accredited for membership within that region, including all Global members. CREST International reserves the right to redact commercially sensitive or confidential information as it deems necessary.

# 3. Responsibilities of the Council

## 3.1. Local Council

- a) To actively promote CREST corporate membership and individual certification to local regulators, government, other stakeholders and industry in the region or country;
- b) To keep CREST International apprised of local initiatives, including those of Local regulators, governments, etc.;
- c) To make decisions on local activities, initiatives or strategies and their associated expenditure;
- d) Engage with local training providers and academia;
- e) To ensure engagement on relevant CREST International Focus Groups from within the Local Council members;

- f) To support CREST examination delivery and development if requested;
- g) To provide an annual budget to CREST International for anticipated expenditure. This should include, but not necessarily be limited to:
  - i) Funding for the attendance of a Council representative (likely the Chair) at annual CREST meetings;
  - ii) Marketing and events specific to the region;
  - iii) Incidental overhead/expenses.
- h) To provide feedback from the wider CREST membership on Local or country-specific issues;
- i) To consider potential research and development proposals, research papers and white papers relevant to the region or country, and to recommend such to CREST for consideration;
- j) To assist with Local events and marketing activities;
- k) Ensure compliance with CREST policies as applied to regions.

Any recommendations will be passed to the CREST International Council whose decision on adoption or not will be final.

## 3.2. CREST

- a) To provide centralised services including, but not necessarily limited to, company accreditation and individual certification services and activities;
- b) To provide access to a global President and/or a Local President to actively support engagement with regulators, government and other stakeholders to stimulate interest in CREST in the region;
- c) To manage payments to the various Councils based on any income split Agreement;
- d) To manage budgeted income and expenditure and liaise with the Local Council Chair as necessary;
- e) To provide the Region with a seat on the CREST International Council;
- f) To provide forums to allow Local Councils to engage with one another and with CREST;
- g) To provide the Region with a web presence on the CREST International website;
- h) To support Local events and marketing activities;
- i) To provide overarching governance and structure for regions.

## 4. Membership of the Council

The Local Councils will be open to all CREST member companies accredited for membership within that region or a country within that region. This includes Global members. The five CREST membership disciplines - penetration testing, incident response, threat intelligence, intelligence-led testing and SOC - will be represented on the Local Council. If new disciplines are launched in the future, these disciplines will also have a right to be represented on the Local Council.

Local Council Members will be elected from and by the member companies accredited for membership in accordance with this Clause 4.

To ensure appropriate local representation on the Council within the Region, the 10 seats on the Local Council will be filled by member company representatives who are domiciled in any state or country in the Region and from member companies accredited for membership in that region.

The CREST Local Council will comprise 10 seats derived as follows:

- a) Five member company representatives elected to represent each of the five disciplines (Penetration Testing, Incident Response, Intelligence Led Testing, Threat Intelligence and SOC). Each representative must be from a member company accredited to the discipline being represented and from within the country or region represented by the Council; and
- b) Five Member company representatives domiciled in the country or region required to satisfy the remaining number of elected seats available on the Council. It is likely that these individuals will be given authority for Research, Training and relationships with academia.

Representatives elected to represent a discipline will take responsibility for engaging with the Focus Group for that discipline. In accordance with Clause 5 of these Terms of Reference, these representatives will serve for three years. CREST reserves the right to amend these Terms of Reference to enable discipline representatives at subsequent elections to be drawn from those Focus Groups.

Representatives that are appointed to a Local Council will be required to sign a specific Non-Disclosure Agreement prior to joining the Local Council along with a Code of Conduct for CREST's Council Members. Both of these are mandatory.

The Chair will be elected from amongst the Local Council Members in accordance with the provisions of the Clause 7 [Chair] of these Terms of Reference.

### 4.1. Technical Examination representation

The discipline representatives will engage directly with the entire assessor community. In addition, the Focus Groups must ensure that the providers of technical examinations (termed "assessors") are actively involved in the relevant discipline Focus Groups. These assessors will provide input to the Local Council through the discipline representative and from there, into the International Council.

## 5. Elections

The CREST member companies accredited for membership either globally, for that region or for countries within that region will be invited to nominate appropriate representatives from their organisations to stand for election to the Local Council in their region. Each member company will hold one vote and there will be a maximum of one nomination from any one Member company which will ensure that there is only one representative from any one Member company on the Local Council .

Appointments will be for a period of three years and representatives retiring at that point will be eligible for re- election for a further three-year term if they wish to stand. All Local Council Members must stand down compulsorily for one year if they have served for two consecutive three-year terms, ie. six years.

In the first instance, the first five Local Council Members to retire having served three years will be determined by mutual agreement. The remaining five will retire by rotation the following year having served four years by mutual agreement. This will process will facilitate formal vacancies to be created and should encourage a rotation of Local Council membership thus providing opportunities for others to become involved should they so wish.

### 5.1. Votes of Members in Elections

If after the close of nominations, the number of nominated representatives standing for election to the Local Council is less than or equal to the number of vacancies to be filled at the election, those representatives will be declared elected.

If there are more nominated representatives than vacancies, a poll will be held from among the Member Companies appropriately accredited to the region (see Clause 4 [Membership]) and the nominated representatives shall be elected by a majority vote. Ties will be settled based on the seniority of the company joining CREST.

Each member company will hold one vote. A member company representative may cast their vote for up to the number of vacancies to be filled but not more than the number of vacancies to be filled.

## 6. Vacancies

A vacancy on the Local Council created by the resignation of an individual shall first be offered to the member company that was represented the departing individual to provide an alternative representative on the Council. Should the member company decline, the vacancy shall be allocated to the first unelected candidate (the first reserve) from the election last occurring. Members of the Local Council appointed under either of these conditions shall serve for the same term as the individual that they are replacing.

If no such candidate exists, a representative of any CREST member company accredited in line with Clause 4 [Membership] may be appointed by mutual agreement of the Local Council and a representative so appointed shall retire at the next election to be held following their appointment and shall then be eligible for election in their own right.

All such appointments shall be duly recorded in the minutes of the apposite meeting.

## 7. Chair

The Local Council shall elect a Chair from amongst their number, which shall include Co-Optees (see Clause 8 [Co-Optees]), subject to the appointment being approved by CREST International.

The appointment will be ratified by the members of the Local Council at the first meeting after the appointment.

The Chair will retain the role for a period of no longer than three years, unless:

- a) they stand down voluntarily; or
- b) they resign from the Local Council; or
- c) if a majority of the Local Council members choose to remove that person from the role.

If the Chair has held office for three consecutive years, they will be obliged to stand for re-election as appropriate if they wish to do so.

Upon re-election, the Chair may serve for a further term of three years at which point they must stand down and will not be eligible to stand for election or re-appointment again until a period of one year has elapsed.

Where the Chair is not in attendance at a meeting of the Local Council, the members shall appoint an acting Chair from the members present for the meeting in question. At all meetings, it shall be the duty of the Chair to ensure that all members show respect to the process and are provided with equal access to the floor. The Chair shall also determine when consensus has been reached and in accordance with the provisions of Clause 9 [Quorum].

The Chair will meet with their equivalent numbers in the other CREST Local Councils on an annual basis. Such meetings may be held virtually.

On initial establishment of the Local Council, CREST International reserves the right to appoint an individual to act as Chair of the Council until the Council itself is fully ensconced and operating effectively.

## 8. Co-Optees

The Local Council may, at their discretion or as directed by the CREST Operating Executive, co-opt individuals in order to assist with the effective operation of Council in the Region. These individuals will be Co-Optees. There will be no more than four co-opted appointments on a Local Council.

Any individual appointed as a Co-Optee will be eligible to stand for election to the position of Chair of the Local Council and if so elected will serve a term in accordance with these Terms of Reference.

Persons holding the position as a Co-Optee only on the Local Council should not form part of the consensus needed for recommendations passed to CREST International and will not hold a vote. Examples of the persons that the Sub-Committee may choose to co-opt include, but are not limited to, Government representatives, independent persons with relevant experience in the Region, buyers or technical specialists.

Where co-optees are appointed, they must sign a CREST Non-Disclosure Agreement and the Code of Conduct for CREST's Local Council Members. Both of these are mandatory.

A co-optee's appointment is subject to continued satisfactory performance and will continue until terminated by the co-optee or by a resolution of the Council. If the co-optee holds the position of Chair, their on the Council will be subject to the provisions of Clause 7 (Chair).

## 9. Quorum

A quorum at each Local Council meeting shall be 50% plus the Chair. Decisions taken at any meeting shall be decided by a majority of votes. For the avoidance of doubt, each member will hold one vote.

In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

## 10. Frequency of Meetings

The Local Councils as a whole will aim to meet quarterly and as a minimum three times in each year. Specific topics will be identified for discussion. Virtual attendance will be made available for those unable to attend in person.

Interim calls may be arranged at the request of the Chair, or of the members, or of CREST International.

## 11. Record of Meetings

The Local Council shall ensure that an agreed written record of each of their meetings is forwarded to the CREST International Council. Where necessary, recommendations may be ratified by the CREST International Council.

CREST International will provide a Secretary who will be responsible for recording the minutes of the meetings.

The record of the meeting and any discussions shall be treated as CREST Confidential. In accordance with Clause 2 [Transparency and Communications], a summary of the minutes and recommendations of the Local Council will be available to all CREST members accredited in line with Clause 4 [Membership] and CREST International reserves the right to redact commercially sensitive or confidential information as it sees fit.

## 12. Attendance

### 12.1 Local Council Members

As a minimum, Local Council members are expected to regularly attend meetings and contribute to activities and discussions. By volunteering to serve on a Local Council, they must be in a position to allocate sufficient time to meet this expectation which is considered to be circa six to eight hours per month.



Consistency of contribution is paramount and all Local Council members will be expected to actively participate in all aspects of the Council, contributing ideas and suggestions and delivering contributions when requested or allocated. It is also expected that they would engage in active communications with other members of their Local Council via email and telephone. They should expect to allocate time for preparing for meetings and participating in projects where appropriate. This time commitment may realistically amount to around one day per month.

Where a member of a Local Council member fails to attend three consecutive meetings, unless there are extenuating circumstances, the Chair may seek for that person to be replaced and to fill the vacancy created in line with the provisions of Clause 6 [Vacancies] of these Terms of Reference. The Local Council shall agree this course of action by means of a vote.

## 12.2 CREST Assessor representatives

Representatives from the CREST Assessors group may be invited to attend meetings on an as required basis.

## 12.3 CREST Attendance

The following CREST International Operating Executive will be invited to attend each meeting of a Local Council:

- i) President
- ii) CEO
- iii) Head of Governance & Legal
- iv) Head of Cyber Skills and Certifications
- v) Head of Accreditation
- vi) Head of IT and Change
- vii) Finance Director

Other representatives from the CREST International Operating Executive or other staff member(s) may, at the discretion of the Chair or at the Local Council's request, attend meetings as required.

## 12.4. Guests at Council Meetings

The Local Council may invite guests to attend parts of a meeting or a whole meeting where their participation is relevant or essential. Such invitations should be based on a business purpose such as, but not limited to:

- i) providing legal advice; or
- ii) providing a public relations or marketing update and facilitating consultation with the Council; or
- iii) delivering a presentation on a specific subject that may have previously been requested by the Council.

Such invitations to participate will be extended on the strict proviso that a non-disclosure agreement is in place. In addition, attendance by a guest should be agreed in advance by the Chair and the CREST Operating Executive, limited to their attendance for the specific agenda item(s) that is relevant to their participation and where possible, restricted to one person from their organisation.

# 13. Working Groups

The Local Council may establish Working Groups as and when required, to address specific activities and to ensure their delivery or implementation. These Working Groups may be established for the term necessary to achieve the function and will be subject to approval by CREST International.

The Working Groups will be led by a member of the Local Council but may also include participants from the wider membership depending on the topic, including the CREST International Focus Groups.

The Local Council will be responsible for outlining the purpose and deliverables of any such Working Group, its membership and detailing when and how that Working Group should report back to the Local Council and the timeline for doing so. Depending upon the subject matter and composition of the Working Group, member representatives on a Working Group may be required to sign a specific non-disclosure agreement.

The Working Groups will maintain dialogue with the Local Council members throughout their project and the findings, recommendations or advice will be provided to the Local Council prior to being submitted to CREST.

## 13.1. Advisers to Working Groups

The Local Council may, at their discretion or as directed by CREST, appoint persons in advisory roles in order to assist with the effective activities of Working Groups.

Such persons shall not form part of the quorum needed for recommendations to be passed to the CREST International Council. Examples of the advisers that the Local Council Working Groups may choose to invite include Government representatives, buyers or technical specialists.

Where advisers are invited, they must sign a CREST Non-Disclosure Agreement and a statement agreeing to act in the interests of CREST as a whole and not in the interests of the organisation which they represent.

# 14. Amendment List

This document has been amended in the areas described below:

| a. Section reference<br>b. Clause Reference<br>c. Date Issued | Description of Changes   | Authorised by | Version No. issued |
|---|--|---------------|--------------------|
| a. 9<br>b.<br>c. 11.02.2022                                   | All members of Council hold a vote   | Elaine Luck   | 1.0                |
| a. 12<br>b. 12.3<br>c. 11.02.2022                             | Clarification of attendance by CREST   | Elaine Luck   | 1.0                |
| a. 4<br>b.<br>c. 19.09.2022                                   | Clarification of Focus Group engagement by discipline representatives  | Elaine Luck   | 2.0                |
| a. 8<br>b.<br>c. 19.09.2022                                   | Tenure of Co-Optees clarified  | Elaine Luck   | 2.0                |
| a. 12<br>b. 12.3<br>c. 02.06.2023                             | Head of IT & Change added to Operating Executive attendees, finance position updated, option for other staff members to attend added | Elaine Luck   | 3.0                |
| a.<br>b.<br>c.  |  |               |                    |
| a.<br>b.<br>c.  |  |               |                    |
| a.<br>b.<br>c.  |  |               |                    |
| a.<br>b.<br>c.  |  |               |                    |



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