

techUK Boards

Terms of Reference

This document sets out the purpose, responsibilities, composition and frequency, and appointments processes for techUK's Boards and Board sub-committees:

1. The Main Board;
2. The Membership, Finance & Performance Board;
3. The Finance Committee;
4. The Nominations Committee;
5. The Remuneration Committee.

Any questions or request for nomination forms should be directed to companysecretary@techuk.org

The company's [Articles of Association](#) provide further information.

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1. Main Board

1.1 Purpose

The Main Board is techUK's legal Board of Directors. Focused on the value delivered to techUK Members, it sets the organisation's vision, mission, strategy and structure.

In particular, it oversees the company's work to:

- improve the environment in which Members do business;
- promote Members' interests;
- provide Members with high value services; and
- act as a high profile focal point for government relationships and policy matters.

1.2 Responsibilities

As the ultimate decision-making body of techUK, the Main Board is responsible for:

1. Determining, with support from the Membership, Finance & Performance Board (MF&P), any changes to:
 - Strategic direction and objectives;
 - The scope of industry coverage or major changes in services and activities.
 - Membership strategy, including criteria, fee structure and fee rates.
2. Overseeing the implementation of the organisation's strategic objectives.
3. Determining major public policy priorities and actions.
4. Approving the annual report and accounts.
5. Reviewing and approving MF&P Board reports on progress against the annual business plan and budget.
6. Reviewing the effectiveness of the organisation's governance structure and practices.
7. Appointing the President, the Deputy President and the Vice Presidents of Operations and Finance.
8. Discharging statutory obligations, including approving the appointment of Directors.

1.3 Composition and frequency

The Main Board comprises up to 36 Directors:

- Up to 24 selected by the Board ('Selected Directors')
- Up to 10 elected by the Members ('Elected Directors')
- The Chief Executive Officer and the Finance Director.

Chaired by the techUK President, the Board normally meets 4 times a year.

1.4 Appointments

Nominations for Main Board appointments can be put forward by any authorised representative of a techUK Member.

1.4.1 Selected Directors

- Nominees will normally be from Member companies, but non-Member company Directors may be considered where this is judged to be of value to achieving the objectives of the Board.
- Subject to payment of any applicable membership fee, nominations are considered by the Nominations Committee, which makes recommendations to the Main Board for decision.
- Nominations received between 1 May and 31 October will be considered by the Committee in early November for approval by the board of directors at the November board meeting. Nominations received between 1 November and 30 April will be considered by the Committee in early May for approval by the board of directors at the May board meeting.

1.4.2 Elected Directors

- Nominations for Elected director positions are only invited from Small and Medium sized Member companies.
- Nominations of employees from any of our Small and Medium sized Member companies are welcomed through the annual election process via their authorised representatives.
- The election takes place in April each year with nomination forms sent out via the authorised representative. A vote of the members is held at the end of April to determine which nominees will be put forward for consideration by the Nominations Committee.
- Subject to payment of any applicable membership fees, those with the highest number of votes from the techUK Membership are put forward to the Nominations Committee and subsequently the Main Board for approval.

Directors approved by the Board will be invited to future board meetings as guests. Their formal appointment will commence immediately subsequent to the AGM in July where their appointment will be ratified.

Director appointments last for three years, subject to the director remaining at the Member company.

2. Membership, Finance & Performance Board

2.1 Purpose

The purpose of the Membership, Finance & Performance (MF&P) Board is to:

- provide effective support for Main Board's decision making;
- deliver on the Membership strategy set by the Main Board;
- acts as a sounding board for the Chief Executive in the day to day management of the organisation.

2.2 Responsibilities

Acting as a sub-committee of the Main Board, the MF&P Board is responsible for:

1. Overseeing the operations and activities of techUK on behalf of the Main Board in line with the strategic direction and values they have set.
2. Overseeing implementation of the Membership strategy, including monitoring uptake and resignations, reviewing Member recruitment plans, and ensuring Membership offerings maximise value to Members.
3. Reporting progress against plan to the Main Board.
4. Proposing to the Main Board any changes to:
 - Strategic direction and objectives;
 - The scope of industry coverage or major changes in services and activities;
 - Membership strategy, including criteria, fee structure and fee rates.
5. Submitting the annual business plan & budget to the Main Board.
6. Receiving and agreeing reports from the Finance and Remunerations Committees.
7. Being the responsible body to review and resolve complaints from Members in the event that they are not resolved by the CEO and senior leadership of the company.

2.3 Composition and frequency

The MF&P Board comprises representatives of techUK Member companies, the techUK Senior Leadership Team, and, at the discretion of the MF&P Board, other individuals who enhance the Board's expertise and diversity.

Chaired by the techUK Vice President of Operations, the Board normally meets 5 times a year, with additional ad hoc meetings as needed.

2.4 Appointments

Nominations for MF&P appointments can be put forward by any authorised representative of a techUK Member. These are considered by the Nominations Committee, which makes recommendations to the MF&P Board for decision.

3. Finance Committee

3.1 Purpose

The Finance Committee acts on behalf of the Main Board to ensure techUK meets its financial objectives and legal requirements.

3.2 Responsibilities

Acting as a sub-committee of the Main Board, the Finance Committee is responsible for:

1. Ensuring techUK meets its financial and company secretarial obligations.
2. Monitoring the financial performance of techUK and recommending actions to the Membership, Finance & Performance Board to enable financial objectives to be achieved.
3. Submitting the annual report and accounts to the Main Board.
4. Submitting the annual budget to the Membership, Finance & Performance Board.

3.3 Composition and frequency

Chaired by the techUK Vice President of Finance, the Committee meets as required.

3.4 Appointments

Appointment to the Finance Committee is by invitation of its Chair, based on relevant expertise. Members are not required to be Main Board directors.

4. Nominations Committee

4.1 Purpose

The Nominations Committee oversees the nominations and election processes for techUK Boards and sub-committees.

4.2 Responsibilities

Acting as a sub-committee of the Main Board, the Nominations Committee is responsible for:

1. Ensuring a suitable range of nominations for the Main Board; the Membership, Finance & Performance Board; and the Nominations Committee Elected Director positions.
2. Receiving and validating nominations.
3. Putting forward recommendations on Main Board Selected Director appointments to the Main Board for decision, with the objective of enhancing the Board's range of expertise and diversity. This is to include consideration of:
 - representation in terms of industry sub-sectors, company size and geographical base,
 - expertise in the organisation's priority areas of work;
 - balancing continuity and change,
 - previous participation and contribution levels of Board members who may enter second or subsequent terms as Selected Directors.
4. Ensuring the correct implementation of election processes for (a) Main Board Elected Directors, including putting forward those with the highest number of votes to the Main Board for approval, and (b) Nominations Committee Elected Director positions.

4.3 Composition and frequency

The Nominations Committee comprises:

- The current President;
- The immediate past President (if still a Main Board Director or Member);
- the Deputy President
- The Vice President of Operations;
- Two of the Main Board Elected Directors;
- The Chief Executive Officer.

The Nominations Committee meets at the start of May to consider applications received in the period 1 November and 30 April and at the start of November to consider applications received in the period 1 May and 31 October.

4.4 Appointments

When a Nominations Committee Elected Director position becomes vacant, nominations are invited from the Main Board Elected Directors, and decisions made by the voting of all Main Board Elected Directors.

Elected Director appointments are subject to the individual remaining a Main Board Elected Director.

5. Remuneration Committee

5.1 Purpose

The Remuneration Committee determines remuneration for the techUK Senior Leadership Team.

5.2 Responsibilities

Acting as a sub-committee of the Main Board, the responsibilities of the Remuneration Committee are to:

1. Agree an appropriate remuneration policy for the Senior Leadership Team.
2. Approve competitive remuneration packages for techUK Senior Leadership Team members in line with that policy.
3. Review and approve company plans for bonuses.
4. Report in summary to the MF&P Board on its review of remuneration for the past year and proposals for the current year.

5.3 Composition and frequency

The Remuneration Committee comprises:

- The current President;
- The immediate past President (if still a Main Board Director or Member);
- The Deputy President;
- The Vice President of Operations;
- The Vice President of Finance.

The Committee meets once a year or more frequently as required.

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