

# 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](mailto:companysecretary@techuk.org)

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

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Contact: [companysecretary@techuk.org](mailto:companysecretary@techuk.org)

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## 1. Main Board

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### 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 and 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.

- For Selected Director vacancies, nominees will normally be from Member companies in good standing, but non-Member company Directors may be considered where this is judged to be of value to achieving the objectives of the Board. Nominations are considered by the Nominations Committee, which makes recommendations to the Main Board for decision.
- For Elected Director vacancies, nominations of employees of Member Companies in good standing are invited through an annual election process via the authorised representatives. 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.

Appointments are ratified at the Annual General Meeting and last for up to three years.

## **2. Membership, Finance & Performance Board**

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### **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**

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#### **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**

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### **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 Vice President of Operations;
- Two of the Main Board Elected Directors;
- The Chief Executive Officer.

The Committee meets as required.

### **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**

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### **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 Vice President of Operations;
- The Vice President of Finance.

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

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