techUK Governance | Terms of Reference

1. Main Board

Objective
To establish and deliver the vision and strategic objectives to improve the environment in which our members do business, promoting their interests and providing them with high value services. Establishing and maintaining techUK as the high profile, industry and public affairs focal point for the information technology, communications and electronics businesses.

1. Meets normally 4 times a year.
2. Members are the legal directors of the company.
3. Discharges statutory obligations.
4. Oversees and reviews effectiveness of implementation of techUK's governance structure and practices, and of its strategic objectives.
5. Ultimate decision making body of techUK.
6. Determines, with support and proposals from the Membership, Finance and Performance Board:
   a) Changes in the industry sectors covered and any major changes in services provided or activities undertaken.
   b) The strategic direction and values of techUK
   c) The strategy and criteria for membership
   d) The fee structure and fee rates.
7. Determines major public policy priorities and actions.
8. Approves the annual business plan and budget.
9. Approves the annual accounts

The Main Board comprises up to 36 directors including two executive directors being the Chief Executive Officer and the Finance Director, up to 24 selected directors and up to 10 elected directors.

Members of techUK may put forward individuals for the position of elected director at the annual elections in May. Individuals with the highest number of votes from members will be put forward to the nominations committee and subsequently to the Main Board for appointment. Appointments are ratified at the AGM and last for three years.

Members of techUK may also put forward individuals for the position of selected director by submitting a proposal to the nominations committee for appointment. Proposals should be sent by email to the CEO's office. The nominations committee, having regard to the experience, expertise and diversity of the current board and what skill sets would enhance this, will put forward their recommendations for appointments to the Main Board. Appointments are ratified at the AGM and last for three years.

2. Membership, Finance and Performance Board

Objective
To ensure that the Main Board is effectively supported in the implementation of the vision and mission and to develop, approve and govern the membership offerings and services with the objective of ensuring that member value is maximised, the membership mix is optimised and that techUK operates strong governance in new members' recruitment consistent with the strategy and criteria established with the Board.

1. A sub-committee of the Main Board.
2. Meets normally 5 times a year plus ad hoc as necessary
3. Guides and oversees the operations and activities of techUK on behalf of the Main Board.
4. Proposes the strategic direction and values of techUK to the Main Board and maintains these.
5. Proposes fee structures and changes in fee rates, to the Main Board.
6. Agrees the annual business plan and budget for submission to the Main Board.
7. Reviews progress against the plan and budget and provides reports of progress to the Main Board.
8. Reviews relationships with members.
9. Proposes to the Main board the industry sectors to be covered by techUK.
10. Proposes any major change in services provided and activities undertaken.
11. Acts as a sounding board for the Chief Executive in the day to day management of the association.
12. Approves new members and any removals of existing members within the strategy and criteria established with the Main Board. Reviews resignations and exits and agrees actions for required countermeasures and monitors progress. Reviews promotion and incentive schemes for new member recruitment.

Appointment to the Membership, Finance and Performance Board is open to any representative of a member company and, at the discretion of the Board, individuals with a background in the industry who have experience that the Board consider would be beneficial.   Members of the committee are not required to be Main Board directors.

The appointment process is through approval by the Membership, Finance and Performance Board and is at the discretion of that Board. Applicants should apply by email to the CEO's office.

3. Finance Committee

Objective
To ensure on behalf of the Main Board that techUK meets its financial and legal requirements.

1. A sub-committee of the Main Board, meeting as necessary.
2. Review the financial and secretarial aspects of techUK to protect members' interests.
3. Monitors the financial performance of techUK and recommends actions to the Membership, Finance and Performance Board to facilitate achievement of objectives.
4. Agrees the annual report and accounts before submission to the Board.
5. Agrees the annual budget before submission to the Membership, Finance and Performance Board.

Appointment to the Finance Committee is by request. Members are appointed based on their financial or legal expertise. Members of the committee are not required to be Main Board directors.

Applications should apply by email to the Finance Director.

4. Nominations Committee

Objective

To identify, encourage and nominate persons to join the techUK board with the objective of balancing the interests and representation of the different parts of the UK tech industries and to achieve a balance between continuity and the need for fresh ideas. The committee will have in mind both the requirement for diversity on the board and the need for representation in the fields of the board's key priority areas and will seek to ensure that the board represents the national interests of the UK tech industries.

The Nominations Committee will seek to ensure that there is a balance of representation across:

> Size of companies in techUK membership

> UK based and overseas parent companies

> The different industries that techUK represents

> The diversity of our industry

When considering directors for second and subsequent terms the committee will bear in mind the contribution made by those directors to the work of the board and the association and their attendance record at board meetings.

1. A sub-committee of the Main Board, meeting as necessary.
2. Receives applications for board membership (elected and selected categories and Vice Presidents), reviews and accepts or rejects applications with reasons.
3. Ensures that the secretary is maintaining the correct process for board elections.

The members of the Nominations Committee shall be:

> The current President;

> the immediate past President (if still a member or board director);

> the Vice President of Operations;

> the Chief Executive Officer;

> Two Elected Directors, who shall be selected from among the Elected Directors. In the event that there are more candidates than vacancies, members shall be decided by ballot among the Elected Directors. Elected Directors shall serve as members of the Committee for as long as they remain Elected Directors or for up to two years whichever is the shorter period.

5. Remuneration Committee

Objective

To recommend competitive remuneration policy and actual remuneration for all Executive Directors of the Membership, Finance and Performance Board.

1. A sub-committee of the Main Board, meeting once per year or additionally as necessary.
2. Determines remuneration policy and packages for the executive directors of the Membership, Finance and Performance Board.
3. Reports the outcome of its deliberations to the Membership, Finance and Performance Board (excluding Executive Directors).

The members of the Remuneration Committee shall comprise:

> The current President;

> the immediate past President (if still a member of board director);

> the Vice President of Finance

> the Vice President of Operations