



Terms of Reference (v2.1, November 2017)

Steering Board & Strategic Advisory Group

Introduction

Effective governance is an essential pre-requisite for the success of any organisation. The governance policy for the UK Electronics Skills Foundation is set out in the Memorandum and Articles of Association, for a company limited by guarantee and not having share capital in accordance with The Companies Act 2006. As a registered charity, the Charities Act (2011) also governs the UKESF.

The previous arrangements for oversight of the UKESF had been in place since its foundation in 2010. At the Strategic Advisory Board meeting on 1st October 2015 it was agreed to update these arrangements and to create a **Steering Board** and a supporting **Strategic Advisory Group**.

Since then the UKESF, has grown and in the Autumn of 2017 it was decided to strengthen the Steering Board with the appointment of a number of additional Trustees. This decision was taken in order to effectively support the Foundation's work, as the organisation continues to expand further.

STEERING BOARD

Purpose

The Steering Board is primarily responsible for the following:

- a. Determining the UKESF's strategic objectives.
- b. Monitoring progress towards achieving the objectives.
- c. Appointing the CEO and managing their performance.
- d. Accounting for the UKESF's activities to relevant parties e.g. The Office of Scottish Charity Regulator.

Members

The Members of Steering Board are:

- Chair.
- Trustees.
- CEO.

Responsibilities

The UKESF is a charity and in accordance with the Charities Act (2011) the Trustees have overall control and are responsible for making sure the UKESF is doing what it was set up to do. They lead the UKESF and decide how it is run. The main duties of the Trustees¹ include the following:

- Ensuring the UKESF is carrying out its purposes for the public benefit.
- Complying with UKESF's governing document and the law
- Acting in the UKESF's best interests.
- Managing the UKESF's resources responsibly.
- Acting with reasonable care and skill.
- Ensuring the UKESF is accountable.

¹ <https://www.gov.uk/guidance/charity-trustee-whats-involved>

Appointment

The Chair and the first three Trustees were appointed at the time of the UKESF's registration in 2010. These three Trustees are the Legal Directors of the UKESF and, as such, they have additional duties and responsibilities², for instance around financial reporting and taxation. The UKESF's Articles of Association govern subsequent appointments to the Steering Board.

Authority

The Steering Board is collectively responsible for the management of the UKESF. The extent of the authority of the Directors and the delegation of powers to individuals is set out in the Articles of Association.

Operation

The Steering Board will take formal Quarterly reports (including financial updates) and monthly highlights from the CEO. Board meetings may be convened, at the request of the Chair, following these reports and formal ones as set out in the Articles of Association. The Steering Board will adopt flexible ways of working and, outside of formal meetings, will conduct business largely via teleconference.

STRATEGIC ADVISORY GROUP

The Strategic Advisory Group (SAG) consists of representatives of the UKESF's stakeholder community. Their views influence the direction of the organisation.

The SAG works collaboratively to inform the development of strategy and the execution of the UKESF's operational activities. In particular, the SAG discusses ideas, proposed changes and plans and make recommendation to the Steering Board. The SAG also considers the impact of the external environment on the UKESF and its activities.

Initially, membership of the SAG was based upon the previous SAB membership but others may be invited to participate. The current members of SAG are:

- Chair - CEO.
- TechWorks Representative.
- BEIS Representative.
- IET Representative.
- Representatives (at least 4) from sponsoring companies.
- Representatives (at least 2) from partner universities.
- Representatives (2) from UKESF Scholar community.
- Secretary – UKESF staff

The SAG meets at least twice each year.

² <https://www.gov.uk/running-a-limited-company>