

TUCO Board Directors

The Board invites nominations for Board membership for an initial four year period. Positions are non-executive and unpaid. Directors typically serve two terms of four years.

Applications should be in the form of a personal statement, not more than 500 words, and an accompanying endorsement from their line manager. Applications should be sent to rees-jonesp@cardiff.ac.uk not later than 5.00pm 18th November 2022.

Non-executive directors are expected to focus on board matters and not stray into 'executive direction', thus providing an independent view of the company that is removed from the day-to-day running. NEDs, then, are appointed to the board to bring:

- independence
- impartiality
- wide experience
- special knowledge
- personal qualities

The key responsibilities of NEDs

The Chair and Chief Executive use the NEDs to provide general counsel and a different perspective on matters arising. They also seek their guidance on issues before they are raised at board meetings. Indeed, some of the main specialist roles of a non-executive director will be carried out in a board sub-committee. The key responsibilities of NEDs include the following:

Strategic direction

The non-executive director may have a clearer or wider view of external factors affecting the company and its business environment than the executive directors. The normal role of the NED in strategy formation is therefore to provide a creative and informed contribution and to act as a constructive critic in looking at the objectives and plans devised by the chief executive and the executive team.

Monitoring performance

Non-executive directors should take responsibility for monitoring the performance of executive management, especially with regard to the progress made towards achieving the determined company strategy and objectives.

Risk

NEDs should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.

Audit

It is the duty of the whole board to ensure that the company accounts properly to its shareholders by presenting a true and fair reflection of its actions and financial performance and that the necessary internal control systems are put into place and monitored regularly and rigorously.

Person Specification

Essential

- Must hold a senior hospitality or facilities management position in a Full member of TUCO (Head of Service or above).
- Must have the full support of the senior management of their Institution to undertake the role.
- Must be demonstrably committed to the TUCO membership and TUCO values.

Desirable

- Experience or a good understanding in the two main objectives of the Company (learning and development and procurement).
- Experienced in financial management at strategic level in the Institution.
- Should have experience of representing their Institution externally.
- Should have experience of negotiation with corporate bodies.
- Should have experience of governance matters.

Your work for us

Your contribution as a non-executive director will be to:

- Attend meetings of the Board at the head office of the Organisation or at some other place, generally 4 times in each calendar year.
- Contribute independent opinions and judgement to the issues discussed.
- Hold office as a member of any committee of the Board as the chair might reasonably request.
- Attend meetings of any committee of which you are a member and to contribute to the best of your knowledge and ability.
- Do all in your power to promote develop and extend the business of the Organisation and in all respects conform to and comply with the proper and reasonable directions and instructions of the Board.

Main Responsibilities and Accountabilities of a Non-Executive Director:

- Strategy and Accountability:
- Assist in the setting of TUCO's strategic aims, ensuring that the necessary financial and human resources are in place.
- Focusing on results and outcomes, hold the Chief Executive to account for the effective management and delivery TUCO's Strategic Objectives.
- Ensure that TUCO manages risk effectively and that all risks taken can be managed.
- Ensure that services are run for the people using them.
- Ensure the long-term sustainability of TUCO.
- Build and maintain close relations between TUCO's members and stakeholder groups to promote the effective operation of TUCO's activities. Act as an ambassador for TUCO in engagement with stakeholders.
- Maintain the financial viability of TUCO, using resources effectively, controlling and reporting on financial affairs.
- Prepare for, attend, and contribute to the regular Board of Directors' meetings and Board development activities.
- Participate in those activities where it has been agreed that Non-Executive Directors involvement would bring an external and independent perspective e.g. appointments of senior staff.
- Provide independent scrutiny, ensuring excellence in management is achieved.
- Ensure effective stewardship through planning, strategy, control and value for money.
- Attend the Annual General Meeting and sub-committees, as agreed with the Chair.
- Participate in an annual board effectiveness review.
- Support the Chair and Chief Executive in the governance and stewardship of TUCO.
- Provide advice and guidance on issues relevant to your own skills, expertise and experience.
- Through own behaviours, model TUCO's values in all interactions with internal and external stakeholders.

The Articles of Association state the following:

PART 4: DIRECTORS

1 Directors

- 1.1 A director must be a natural person aged 16 years or older.
- 1.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of these articles of association.
- 1.3 Subject to article 16.5, the number of directors shall be not less than seven and shall be subject to a maximum of fourteen. Article 17(1) of the Model Articles shall be amended by the insertion of the following as a new paragraph at the end of that article:

“provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors.”
- 1.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 1.5 Unless determined by the full members, the board of directors shall consist of:
 - 1.5.1 not less than six but not more than 13 non-executive directors drawn from the employees of full members who offer a range of skills as listed in a generic director role profile (if available) and which complement the board's skill requirements;
 - 1.5.2 the executive director;
 - 1.5.3 an individual who the board determine has appropriate procurement experience applicable to the Company; and
 - 1.5.4 a Chairperson who shall be appointed from the board in accordance with 18.7.

- 1.6 The board shall appoint a chief executive officer who will be the executive director. In accordance with article 5.7, the executive director shall be suitably remunerated by the Company for any services undertaken by him or her for the Company.

2 Powers of directors

- 2.1 The executive director shall manage the business of the Company and may exercise all the powers of the Company unless he is subject to any restrictions imposed by the Companies Acts, these articles or any special resolution.
- 2.2 No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 2.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.