

INTELLECT Governance Terms of Reference and Rules for Main Board nominations

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 Intellect as the high profile, industry and public affairs focal point for the information technology, communications and electronics businesses.

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

Operations Board

Objective:

To ensure that the Main Board is effectively supported in the implementation of the vision and mission.

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

Finance Committee

Objective:

To ensure on behalf of the Main Board that INTELLECT 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 INTELLECT to protect members' interests.
3. Monitor the financial performance of INTELLECT and recommend actions to the Operations Board to facilitate achievement of objectives.
4. Agree report & accounts before submission to the Board.
5. Agree the annual budget before submission to the Operations Board.

Membership Committee

Objective:

To nominate new members for acceptance and the removal of any existing members, to the Operations Board, consistent with the strategy and criteria established with the Board

1. A sub committee of the Operations Board.
2. Meets every other month.
3. Review applications for membership and agree category and fee band. For any rejections provide written detailed reasons.
4. Consider new membership sector opportunities for recommendation to the Operations Board.
5. Develop and propose promotion and incentive schemes for new member recruitment.
6. Monitor and lead membership retention marketing.
7. Reviews membership fee changes.

Nominations Committee

Objective:

To maintain the appropriate quality of representation at the Board.

1. A sub committee of the Board
2. Receive applications for board membership (nominated, elected, and selected categories, and Vice Presidents), review and accept or reject with reasons.
3. Ensure that the secretary is maintaining the correct process for board elections.

Remuneration Committee

Objective:

To recommend competitive remuneration policy and actual remuneration for all Executive Directors of the Operations Board.

1. Sub committee of the Main Board
2. Meets when necessary.
3. Determines remuneration policy and packages for the executive directors of the Operations Board.
4. Agree the budget for staff salary changes (in total).

Rules for processing nominations for Intellect Main Board membership

Process

1. Nominations may be submitted by any interested party, to the Intellect secretary, for consideration by the Nominations Committee to be submitted to the Main Board for approval.
2. The Nominations Committee will consider such nominations in the light of the current board structure, representation and the aims and focus of Intellect.
3. The secretary will advise nominees of whether or not they have been successful (there will be no direct representation by the nominees to the Nominations Committee members).

4. The Nominations Committee's decisions are final and their reasons for their selection will not normally be disclosed.

Criteria for the nomination of Selected Main Board members

1. Nominees for *Selected* Board members do NOT have to be members of Intellect.
2. They should have a proven record of senior industry representation in our sector.
3. They will normally hold senior positions in the organisation they represent.
4. They should add credibility to the Intellect Board.
5. Consideration will be given to ensure where possible effective representation of all sectors of our membership and a spread of company sizes.
6. "Consultants" acting for more than one organisation will not normally be chosen unless it is that they are acting as the chairman of a group of the membership.
7. Consideration will be given to use this as an encouragement for greater involvement of target member companies.

Rules for the replacement of Elected members who resign during the year

Use criteria 2 to 8 above.

John Park 13th August 2003