

UK & Ireland SAP User Group Director Role Description & Criteria

Overview

Directors of UKISUG are volunteers and their role is more clearly defined as being independent and 'critical friends'. The directors are independent from the UKISUG staff in order to provide objective support and guidance, and to maintain independence from SAP and by implication also from SAP's partner companies. This independence is the foundation of the User Group and one of its continuing strengths. Whilst having a strong relationship with the staff is good, it is also important to maintain a high level of objectivity in order to be able to fulfil the parallel duties of setting strategy and targets, and then monitoring results.

Other than in exceptional cases, a Director is not an employee of the UKISUG and is not entitled to any remuneration or other employment benefits from the UKISUG. Directors are entitled to claim reasonable out-of-pocket travel and accommodation expenses, provided that these are in accordance with the UKISUG Travel Policy (a copy of which is available from the CEO).

A Director may be appointed to serve on committees of the Board from time to time and in such cases the Director must comply with the terms of reference for such appointment.

The Board of Directors meets quarterly, typically, January, April, July & October. The agenda for each meeting is prepared in advance. Specific individual and collective responsibilities are fulfilled throughout the year.

Responsibilities

The Board of Directors of the UKISUG is primarily responsible for:

- Defining, executing and reviewing UKISUG strategy & priorities;
- Monitoring progress towards achieving the objectives and priorities;
- Formally agreeing the set-up of all working parties or sub-committees including membership and delegated authorities. A director serves on each working party or sub-committee, and he/she may or may not be chairman, but must report back preferably in writing at next board meetings;
- Delegating specific expenditure approval authority to the Chief Executive and Chairman, to be reviewed and renewed annually;
- Agreeing the external audit arrangements each year, including any specific areas to be examined, receive the audit report, and ensure matters arising are dealt with;
- Appointing and appraising the CEO and other senior management;
- Accounting for the UKISUG activities to the members.

Powers

The Directors are generally responsible for overseeing the management of the UKISUG and (save as provided by applicable law) may exercise all the powers of the UKISUG. The Board may from time to time determine that a Director has non-executive authority for certain aspects of the UKISUG work and delegate certain



powers to committees of the Board. Generally, the Board must act collectively and once a decision of the Board had been taken, all Directors must support this decision in the public arena and not derogate from such decision.

Statutory and other Duties

In carrying out the role of Director and in all dealings when acting for or representing the Company, the Directors shall act in accordance with the Seven Principles of Public Life (as drawn up by the Nolan Committee – appendix 2) and do nothing to bring the UKISUG (or any of its members) into disrepute.

Directors must also be aware that they are personally subject to statutory duties in their capacity as directors of a company. In addition, the UKISUG is a separate legal entity and is subject to statutory controls and the Board is legally responsible for ensuring that the UKISUG complies with such statutory controls. If any Director is in any doubt or has any concerns over these statutory duties or controls, he/she should seek the advice in the first instance of the UKISUG Company Secretary.

The Companies Act codifies certain duties of directors. There are 7 general duties of directors (see appendix 1).

There are other statutory duties on a director (e.g. the duty to ensure that full and proper financial records are kept and accounts are drawn up and filed) and directors have additional obligations under insolvency legislation and health and safety laws.

Director Criteria

Each Director must comply with the following Criteria (unless otherwise agreed by the Board):

- Where determined by the Board, have the specific role profile required for that director;
- Be familiar with SAP and its products (preferably as a customer or user) but not be a current employee of SAP (or preferably not as a current SAP VAR, partner or consultant);
- A minimum of two years of SAP experience and employed by a SAP user company;
- Have been a member or registered user of the UKISUG;
- Not be undertaking any business or private activity that might be construed to be against the interests of the UKISUG or may conflict with the operations of the UKISUG;
- Be willing and able to comply with his/her roles and responsibilities as a Director;
- Business skills may include, professional finance, hospitality and marketing;
- Professional skills that the board from time to time deem appropriate;
- A director with experience as a 'Companies House' director is desirable;
- Not be barred or disqualified from being a director in the UK/ Ireland.

See appendix 3 for example Director Role Profile.



Term of Service

Directors serve two-year terms and subject to re-election directors can serve a maximum of three terms.

A Director's appointment may be terminated in the following circumstances:

- by written notice of resignation from the Director to the UKISUG at any time;
- by simple majority vote of the Board if (for whatever reason) the Director no longer complies with the Criteria;
- by simple majority vote of the Board if the Director fails to regularly attend Board meetings and/or fails to make an overall positive contribution to the UKISUG work, in each case without good reason. The performance of each of Directors will be appraised annually by the Chair and the Vice Chair for this purpose.

Where a Director's appointment is terminated for whatever reason, the Director shall be deemed to have resigned as a director for the purposes of the Company Secretary making a return or notification to Companies House.



Office Holders (Vice Chairman and Chairman)

The Vice Chairman serves one 2-year term in that office after which in the normal course of events he/she becomes Chairman. The period of office of the Vice Chairman counts as part of the normal director term of service.

The Chairman serves one 2-year term in that office, the period of office not to count as part of the normal director's term of service. After the end of the period of office he/she can resume the remainder of the term of office as a director or stand for re-election as a director subject to the maximum term.

Chair of the Board

Role and Responsibilities

The Chair of the Board will provide the Board with effective leadership in relation to the UKISUG strategy, performance, risk and people management as well as ensuring high standards of financial probity and corporate governance. The Chair will prepare and advise as appropriate on papers submitted to Board meetings, attend Board and other meetings and generally to use his/her best endeavours to promote and advance the interests of the UKISUG.

The Chair will also act as the line manager for the CEO and be responsible for carrying out the annual appraisal and objective setting for the CEO (with such assistance as the Board agrees by simple majority).

Appointment and Termination

The Chair is appointed for a term of two years.

It is the intention that the Vice Chair (appointed by the Board in accordance with this Policy) shall become the Chair but if, for any reason, there is no Vice Chair then any two Directors may nominate any other Director to be the Chair from time to time.

The confirmation of the appointment of the Vice Chair as Chair (or the appointment of the Chair as the case may be) shall be by simple majority vote, provided that the nominee complies with the Chair Criteria (see below) and consents to becoming the Chair.

It is preferable if:

- The incoming Chair completes a reasonable handover from the outgoing Chair (for such period as the Board may determine by simple majority vote); and
- The formal handover to the incoming Chair coincides with the UKISUG Annual Conference.

The Chair's appointment may be terminated in the following circumstances:

- by written notice of resignation from the Chair (either as Chair or as a Director) to the UKISUG at any time;
- by simple majority vote of the Board if (for whatever reason) the Chair longer complies with the Chair Criteria; or
- after one two-year term by simple majority vote of the Board (for whatever reason).



Chair Criteria

Each Chair must comply with the following Criteria (unless otherwise agreed by the Board):

- Comply with all of the Criteria for being a Director;
- Preferably have held the role as Vice Chair for a two-year term; and
- Be willing and able to comply with his/her roles and responsibilities as Chair.

Vice Chair of the Board

Role and Responsibilities

The Vice Chair's role is to support the Chair, act as deputy for the Chair at any Board or other meetings at which the Chair is unable to attend and (subject to compliance with this Policy) prepare for becoming Chair in due course.

Appointment and Termination

The Vice Chair is appointed for a term of two years. Any two Directors may nominate any Director to be the Vice Chair from time to time. The appointment of the Vice Chair shall be by simple majority vote, provided that the nominee complies with the Vice Chair Criteria (see below) and consents to becoming the Vice Chair.

The Vice Chair's appointment may be terminated in the following circumstances:

- by written notice of resignation from the Vice Chair (either as Vice Chair or as a Director) to the UKISUG at any time;
- by simple majority vote of the Board if (for whatever reason) the Vice Chair longer complies with the Chair Criteria;

Vice Chair Criteria

Each Vice Chair must comply with the following Criteria (unless otherwise agreed by the Board):

- Comply with all of the Criteria for being a Director; and
- Be willing and able to comply with his/her roles and responsibilities as Vice Chair.



Appendix 1

BRIEF DETAILS OF THE STATUTORY DUTIES OF DIRECTORS IN CONNECTION WITH THEIR DUTIES

1. Introduction

All directors of UKISUG (whether non-executive or otherwise) owe the same duties and responsibilities to UKISUG and are accountable to its members. Directors are required to be independent - they are not employees or executives of UKISUG and must adopt the dual roles of “supporting friend” and “critical friend” to UKISUG. Directors must provide leadership, set strategy, monitor progress and ensure that an arms-length relationship is maintained between UKISUG/Directors/employees and UKISUG’s commercial partners and suppliers.

2. Companies Act

The **Companies Act 2006** set out in statute for the first time the duties and responsibilities of a director that had previously been covered by the common law. In addition to the standard obligations of a director to ensure (e.g.) that annual accounts are drawn up and filed, returns as required by law are made to Companies House etc., there are 7 general duties owed under the Act to UKISUG that relate to the conduct and actions of a director. It is clear from reviewing these duties that the overriding theme is that in his/her conduct as a director, a director must act independently and fairly. Breach of any of these duties is a breach of statutory or fiduciary duty. The usual remedy would be for UKISUG to be able to sue for damages (and the director would also be made to account to UKISUG for any profits or benefit made). However, breach of duty 6 (accepting benefits from a third party) would also be a criminal offence. Brief details of the 7 general duties are attached to this Guidance as Appendix 1.

3. Guidance

All UKISUG Directors are required to act in accordance with the Guidance in this Board Policy that was adopted on 15th April 2015. If any Director has any queries or concerns (whether in relation to his/her duties generally or in respect of any particular matter) he/she is asked to raise this in the first instance with either the Chair or the Company Secretary.

BRIEF DETAILS OF THE STATUTORY DUTIES OF DIRECTORS:



- 1. Duty to exercise reasonable care, skill and judgment**
The more experienced, skilled or knowledgeable an individual director may be, then the higher the level of duty will be for that director;
- 2. Duty to promote the success of the Company**
Essentially this means that directors nominated by a particular member should ignore that member's interest to the extent that it is in conflict with the interests of UKISUG. When sitting as a director of UKISUG, each director should ensure that the success of UKISUG is what is paramount in his/her mind;
- 3. Duty to act within powers**
This simply means that the directors must comply with UKISUG's constitution (and this is broadly defined) and applicable law;
- 4. Duty to exercise independent judgment**
This goes in hand with number 2 above. It means that a director must exercise his/her own discretion (and not rely on others, including the member that nominated him/her). This does not mean that the director can refuse to take appropriate advice into account (e.g., legal advice), but taking advice would not absolve a director if he/she "slavishly" followed that advice without exercising his/her judgment;
- 5. Duty to avoid conflicts of interest**
A director must avoid situations in which he/she may have a conflict with UKISUG's interests. If a director feels he/she may have such a conflict then this must be disclosed and it is then up to UKISUG to decide if such a conflict exists (it is not something that the director can settle in his/her own mind);
- 6. Duty not to accept benefits from a third party**
This means that a director should not be in a position to obtain a "secret" profit or benefit. This duty ties in with duty 5 above. Unlike duty 7 below, failure to comply with this duty is a criminal offence;
- 7. Duty to declare interest in a proposed transaction or arrangement**
Again, this ties in with duty 5 above and it is up to the director to make the declaration and for UKISUG to decide if an "interest" exists and if that gives rise to any issues for UKISUG.



Appendix 2

THE NOLAN PRINCIPLES

Many organisations have adopted the **Seven Principles of Public Office (The Nolan Principles)**. These Principles do not have the standing of law (obligations under the Companies Act will always take precedence) and although they are not always directly applicable to company directors; the UKISUG Board considers that as a membership body with a public face they are appropriate to apply to directors and staff.

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that may influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all their decisions and the actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.



Appendix 3

Director Role Profile

1. Skills and Experience

- Senior management or board level experience of strategic management;
- Excellent verbal, numerical and data analysis skills;
- Well-developed experience of successful consensus building, opinion forming and representation activities;
- Excellent planning and presentation skills;
- Successful experience of working with a team(s) of senior professional and managerial staff;
- Willingness to travel as required to fulfill duties of the role.

2. Key Competencies

Leadership

- Provides a clear sense of purpose and direction based upon the promotion of a common vision;
- Clarifies the future direction in terms that make sense;
- Evokes trust and confidence in others;
- Works to create an open and trusting culture.

Influencing

- Influences others and outcomes by devising and using strategies attuned to particular circumstances;
- Takes people through a step by step process for understanding;
- Gains others confidence and involvement in change and/or new ideas.

Team Working

- Values individuals for their contribution and works with them to create a positive team output;
- Constructs and takes decisions jointly with the team;
- Shares team success and failure;
- Promotes a team-working culture based upon a team vision;
- Builds and develops team contact with external networks.

Performance Orientation

- Focuses attention on the achievement of results using quantitative and qualitative performance measures;
- Allocates significant time to review performance of self and others.

Concern for Order and Quality

- Has and sets high standards;



- Monitors and evaluates performance against objectives in a structured manner;

Is able to identify and select improvements to existing ways of doing things that accommodates the remit of colleagues.



**Nomination form for election to the UKISUG (UK & Ireland SAP User Group)
Board of Directors**

Biographical details:

First name		Last Name	
Job Title		Your Picture	
Company		<i>Please attach a picture as a separate picture file</i>	
Address			
Town/City			
County			
Postcode			
Country			
Telephone		Mobile phone	
Email		Email (other)	

Sponsor and Reference:

Please provide details of the UKISUG member organisation(s) supporting your candidacy:	
Please provide one appropriate reference that we may contact:	Have you discussed your candidacy with your employer?
	Yes/No



Career and Experience

Current role and responsibilities
Previous relevant roles
Experience of working with the SAP portfolio of products and services
Other relevant professional experience
Education and Professional Qualifications



UKISUG

Please describe your volunteer role with the User Group or your experience of the UKISUG

Why do you want to serve as a Director of UKISUG?

What appropriate experience can you bring to UKISUG and its Board of Directors?
(E.g. governance, professional capabilities, financial control, membership organisations, etc.)

Please return the completed form to elections@sapusers.org

