

Background Notes and Description of New Elected Roles on the itSMF UK Board of Directors

The process whereby we accept nominations for individuals to stand for election to the itSMF UK Board has now commenced. The new Board will convene in October 2017.

Would you like to nominate someone to stand for election to the Forum's new Board? You are able to make a nomination for the **Board member to represent your category (size) of itSMF UK member** and, if you wish, the Board member to represent **our regional groups & special interest groups**. Please refer to the dedicated nomination forms for further details, and remember to return your form(s) by **5pm on Tuesday 29th August**.

All four elected board roles as described in this document are open for nominations this year. The existing Directors are entitled to stand for a second term and 2 of the 3 current elected directors (David Backham and Richard Horton) intend standing again. However, further nominations for these roles are of course welcome.

There is now an additional elected director, with one director representing Individuals and one representing Enterprise 5 & 10 member organisations. The director to represent Corporate, Enterprise 25 and Enterprise 50 members is currently Martin Neville. As Martin now holds the positions of Vice Chair and Interim Finance Director, he will not need to stand as an elected director.

1) About the organisation

ITSMF UK is the country's leading membership association and independent professional community for organisations and people working in the field of IT service management & IT-enabled service/process delivery. Formed in 1991 we are the founding member of an international network of 53 national IT service management groups. It is a global community that now has over 6,000 member organisations, representing over 70,000 individuals working in this professional field. The UK association itself has 500 member organisations, serving some 6,000 individuals who work in the profession.

Our membership is drawn from a wide cross-section of organisations, including ITSM suppliers and service providers, user organisations, training companies and academia, consultants, standards and practice bodies, as well as independent professionals.

We aim to provide a thriving industry forum to actively share views and experiences, access professional expertise and support resources, learn new techniques, keep up to speed with industry news and developments, meet other like-minded professionals, and collaborate in the development and promotion of best practice and standards.

However, there has also been ongoing discussion on the challenges facing the organisation and how to affect a long-term sustainable business. Over the last 2 years there has been a lot of activity aimed at doing this – new products, branding, ways of working, positioning etc. Whilst this has been seen as a positive move, progress is slow and the challenge always comes down to the same issues:

- **How to grow and develop new services and positioning with limited resources and capability**
- **Balancing the need to invest and take some risks, with the need to also balance the books and manage ever-decreasing revenues and cash flow**
- **The need to operate in start-up/agile mode vs. the existing stable/process-driven model**

- **How to sell high value new / professional services into clients as itsMF with a membership value proposition**

As a solution to this, the current Directors have identified the need to find a suitable way to (1) protect the core stable business, and (2) still allow a more flexible approach that can build new services, benefitting from the SMA /itsMF UK brand, without putting the core business at risk.

The core business, whilst generally stable has plateaued but is in danger of declining unless we initiate a portfolio of new services. However, the brand is still prominent and the desire for an appropriate “user group” is still valid.

We have already initiated a more entrepreneurial organisation to satisfy this demand, which of course must be profitable. Therefore, nominations from individuals who believe they possess the enthusiasm, drive and positive appetite for change are actively sought.

For more information about our services and activities, please see our website www.itsmf.co.uk.

2) Our governance structure

ITSMF UK is a not-for-profit company (limited by guarantee) and is run as a member-based, independent association. Following a review and modernizing of its Articles 2 years ago, carried out by the organisation’s legal Directors and guided by London lawyers Russell Cooke, the Forum now has a single Board of Directors as its lead governing body. The Board will be made up of up to 12 individuals, of whom four will be elected by the Forum’s subscribing membership and up to three will be appointed by the Board (on the basis of particular skills or experience). The other individuals comprise the Chair, Vice Chair, Treasurer, CEO and up to two co-optees.

The four elected Board roles will each represent a distinct section of the Forum’s subscriber member-base: i) *Individual members* ii) *Enterprise 10 members*; iii) *Corporate, Enterprise 25 and Enterprise 50 members*; and iv) *ITSMF UK regional groups and special interest groups (SIGs)*. For the first three positions, the individual will be elected only by Forum members who belong to that particular member category. For Corporate and Enterprise members, it is the ‘lead contact’ registered at the Forum who is asked to vote on behalf of their organisation.

The newly formed Board will meet for the first time at the end of October 2017, following the completion of the summer 2017 election for the four vacant roles and the selection of three appointees by the current Directors. Board meetings will then be quarterly from December 2017.

Day-to-day running of the Forum is handled by a small staff team based in Bracknell, headed by our CEO.

3. General Role Description - ITSMF UK ELECTED BOARD DIRECTOR

- Board Director to represent Individual members (must be an Individual member)
- Board Director to represent Enterprise 5 and 10 members (must belong to an organisation with Enterprise 5 or 10 membership)
- Board Director to represent Corporate, Enterprise 25 and Enterprise 50 members (must belong to an organisation with Enterprise 25/50 or Corporate membership)
- Board Director to represent Forum regional groups and special interest groups (must be an itsmf UK member)

a) Role Summary

In common with other Board members and as a legal Director of the Company known as Service Management Association Ltd., to provide effective leadership, direction and governance of the affairs and activities of the organisation, to uphold and promote the reputation and standing of the organisation, and ensure compliance with all relevant laws and regulations (including the organisation's own governing documents). Additionally, to champion and represent on the Board the views/concerns/interests of a specific part/aspect of the Forum's subscribing membership (as defined above).

b) General responsibilities shared with other Company Board members:

- To ensure the organisation has a clear and motivating vision, mission and strategic direction to guide its operations
- To ensure the organisation has suitable and effective strategic and annual business plans and monitor their delivery by the staff team
- To manage and monitor the performance and results of the chief executive and staff team and ensure effective working/liaison/reporting arrangements between them and Board members
- To protect the member-based ethos/culture of the organisation and ensure it stays in tune with the wishes, needs and expectations of the general membership
- To ensure sound management of the organisation's finances, including the setting/approval of annual budgets, monitoring cash reserves, monitoring actual performance against budgets, and proper investment of funds
- To ensure compliance with the organisation's stated objects and all relevant legal and regulatory requirements
- To act as guardians of the organisation's fixed assets taking all due care over their security, deployment and proper application
- To promote and safeguard the overall reputation, name, ethos and good standing of the organisation
- To ensure the organisation has strong and effective governance arrangements, including a framework of prudent and effective controls that enable risk to be properly assessed and managed
- To steer and oversee the development and management of relationships between the organisation and main external stakeholders – including principal suppliers, partner organisations, other professional/industry bodies operating in the ITSM sector, the media, and relevant educational bodies.
- To act, when needed, as a representative / ambassador / spokesperson for the organisation, acting in close liaison as needed with the chief executive
- To appoint and if/when needed remove, the organisation's CEO/executive director, and set and periodically review his/her remuneration terms.

c) Specific additional responsibilities per role:

Board Member representing Individual Members

- To act as the representative on the Board of all Forum members who hold an Individual Membership.
- The Board member is to represent the views/opinions/issues/interests of such members as service management professionals generally and, more specifically, as users of the services and benefits provided by the Forum.
- The Board member should seek to interact with relevant Members regularly e.g. at Forum events, telephone, Forum's online forum to keep in touch with their views.

Board Member representing Enterprise 10 Members

- To act as the representative on the Board of all Forum members who hold an Enterprise 10 (organisational) Membership.
- The Board member is to represent the views/opinions/issues/interests of such members as service management professionals generally and, more specifically, as users of the services and benefits provided by the Forum.
- The Board member should seek to interact with relevant Members regularly e.g. at Forum events, telephone, Forum's online forum to keep in touch with their views.

Board Member representing Corporate, Enterprise 25 and Enterprise 50 Members

- To act as the representative on the Board of all Forum members who hold any of these three categories of Forum membership. They are the Forum's larger organisational subscribing members.
- The Board member is to represent the views/opinions/issues/interests of such members generally as organisations involved in service management and, more specifically, as users of the services and benefits provided by the Forum.
- The Board member should seek to interact with relevant Members regularly e.g. at Forum events, telephone, Forum's online forum to keep in touch with their views.

Board Member representing the Forum's Regional Groups & Special Interest Groups (SIGs)

- To act as the representative and champion on the Board of the views/interests/ expectations of people who get involved in the organisation's various member-run networking groups – including people who plan and organise such groups and people who take part in and use such groups as a particular membership benefit.
- The Board member should keep in regular touch with the chairs of regional and special interest groups and attend selected meetings they run.
- The Board member should encourage the Board to ensure member groups get the support, resources and marketing attention they need to fulfil their role well and also guide/assist the Board/staff team in ensuring effective co-ordination and development of the Forum's groups (for example, topics for meetings, types of meeting, opportunities for new groups etc).
- Ideally, but not essentially, this Board member will have been previously a chair of either a Forum regional group or SIG. It is also possible for a current group chair to be elected to this Board position, if he/she has enough time available.

d) General eligibility criteria for persons to fill roles

- The person is himself/herself or their organisation is in the same category of membership as defined in the Board role (does not apply to the role representing regional groups and SIGs)
- Previous experience as a Board member not necessary, but some prior experience at management level expected.
- Possession of a suitable professional or business qualification
- Some experience in or familiarity with IT service management as a discipline/sector
- Has the support of his/her employer (where needed)
- Can commit in each year to at least four Board day-time meetings, a strategy meeting, and periodic telephone discussions of the Board as needed
- Can and is willing to travel to attend meeting in Bracknell, Berkshire and/or Central London
- Is fluent in English
- Will act in the best and general interests of ITSMF UK and its members
- Will protect and not publicly divulge confidential Forum data and documents

e) Terms of appointment

- This is a voluntary, non-executive role. There is no employment relationship.
- There is no fee or honorarium expected to be paid, but all personal expenses incurred e.g. travelling to Board meetings will be fully reimbursed.
- Role is for a 2-year term in the first instance, with the right to stand for re-election after that time.
- Person appointed will need to sign a Non-Disclosure Agreement and Disclosure of Interests

f) Commencement of role

- From last week of October 2017 at first meeting of the Forum's new Board.
- Exact timings to be confirmed.

g) Contacts for further information:

For general information about the organisation, please visit our website: www.itsmf.co.uk
For specific queries about the role, please contact our CEO, Barclay Rae, on 0118 918 6503 or email: barclay.rae@itsmf.co.uk or our Company Secretary, Sarah Nieto on 0118 918 6500 or email: sarah.nieto@itsmf.co.uk

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DEADLINE FOR BOARD NOMINATIONS: 5pm on 29th August 2017