



SET Management Board (SMB): Terms of Reference

1. Purpose

1.1. SET Management Board (SMB) is a Committee of the Education and Training Foundation (ETF) Board and is therefore treated as such. Its purpose is to advise the ETF Board on the strategic development and performance of SET against agreed objectives and KPIs.

2. Duties

The SMB will advise the ETF Board on:

2.1. The strategic development of the value proposition, to ensure the offer meets member requirements (considering the recommendations of the Practitioner Advisory Group), the external environment, and stakeholder relationships.

2.2 Make appropriate recommendations about the use of reserves, for example where this should be invested in the development of the value proposition including new member benefits.

2.3. The expected and current year performance against the agreed KPIs, with recommendations for improvements and/or interventions as necessary.

2.4 The SMB is also responsible for formally appointing members to the Practitioner Advisory Group, following an open and transparent recruitment process.

The SMB Chair (or their delegate) will also:

2.5. Report at each ETF Board meeting any matters of concern and recommended actions since the previous meeting, in particular regarding performance against KPIs and strategic development.

2.6. Report annually to the ETF Board on the performance of the SMB against its Terms of Reference.

3. Powers

In order to fulfil its purpose SMB has the power to:

3.1. Undertake any activity within its Terms of Reference.

3.2. Through the Secretariat request any information it may need to fulfil its role specifically from but not limited to ETF staff including the Senior Leadership Team and appropriate third parties.

3.3. Obtain external professional advice if required, following discussion and approval from the Chief of Staff to the Chair and CEO.

3.4 In exceptional circumstances, the SMB also has the power to deviate from the ToRs. In such a scenario, it must be reported to the ETF's Audit and Risk Committee.

4. Membership

4.1. SMB will comprise of twelve individuals:

- up to six SET members, from SET membership (including the Practitioner Advisory Group)
- up to three ETF staff



- up to one lay member
- and up to two trustees from the ETF Board

SMB also has the power to co-opt additional individuals where a need is identified, as long as the total membership of the SMB does not exceed twelve.

4.2. The SMB Chair will be selected from the SMB membership and appointed by the ETF Board.

4.3. SMB may choose to also select and appoint a Vice Chair from within its membership, who will deputise for the Chair in their absence.

4.4. The members of the SMB from the membership/ Practitioner Advisory Group will be selected through an open recruitment process taking into account the existing skills of current SMB members. They will be formally appointed by the SMB.

4.5. The term of appointment for members, including the Chair and any Vice Chair, will be three years. Co-opted members will be appointed for up to 12 months with the option to extend by majority agreement of the Board.

4.6. At the end of the term of appointment, members of the SMB (including the Chair and Vice Chair) will be eligible to stand for a second and final three year term, subject to SMB approval (and in the case of the Chair, ETF Board approval).

4.7 The Board may exceptionally reappoint a Board member for a third term if there is a compelling case to do so.

4.8. Members are responsible for declaring any conflict of interest. Conflicted members may be excused from the agenda item,/discussion. The SMB Chair will lead on the decision to excuse the conflicted member, seeking advice as necessary.

5. Quorum

5.1. The quorum for meetings will be six members, one of whom must be the Chair or Vice Chair, and at least two members who must be a SET member.

6. Remuneration

6.1. Members will not receive remuneration for their roles but are able to claim reasonable travel and subsistence expenses to attend meetings in line with ETF's Expense Policy.

7. Notice and Frequency of Meetings

7.1 Meetings of the SMB can be convened by the Secretariat or at the request of the Committee or the Chair.

7.2 Unless agreed otherwise, the notice of each meeting confirming the venue, time and date, together with the agenda of items to be discussed and supporting papers, shall be forwarded to the Board members and any other attendees no later than five working days before the meeting.

7.3. The SET Management Board will meet three times a year and on such other occasions as necessary.

7.4 From time to time it may be necessary to seek SMB approval on urgent items between meetings. In such cases the details will be sent by email from the Secretariat. A response date will be provided



and a majority decision will be required. The outcome of the virtual decision will be recorded at the next available meeting.

7.5 Meetings will normally be held in January, May and September and will align with ETF Board meetings as far as practicable.

8. Attendance at Meetings

8.1 There is an expectation that wherever possible SMB members will attend all meetings in person.

8.2 SMB members are required to attend a minimum of two meetings each year, with a strong expectation of attending all three

8.3 SMB is able to invite members of SET, members of staff of the ETF and other persons to attend meetings as may be desirable and necessary.

9. Secretariat and Minutes of Meetings

9.1. The Membership Coordinator will act as secretariat to the Management Board.

9.2 The Secretariat shall minute the meeting and record those present, plus invited guests in attendance, as applicable. The Secretariat will keep a log of all actions and decisions taken.

9.3 Draft minutes shall be circulated promptly after the meeting to all members of the SMB.

Last updated	5 th May 2023
Approved by SMB	18 th May 2023
Approved by ETF Board	9 th June 2023