

Becoming a
Non-Executive
Director



JOINING
INNOVATION
AND EXPERTISE

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Council Member Role Pack

Thank you for your interest in The Welding Institute

We're looking for ambitious and forward-thinking independent non-executive directors with relevant expertise to provide oversight to the world-class services we provide to our Members.

The organisation is governed by a Council of non-executive directors. The Council co-ordinates and oversees the business of The Welding Institute group of companies, which is managed by a CEO and the Executive Board. This is a great opportunity to work with a long-established, mission-driven, membership-owned international company which has an exceptional track record and highly regarded services.

Our Values and Behaviour

The values and behaviour framework to which staff of The Welding Institute strive towards are:



Our Organisation



Our Organisation

The Welding Institute is a unique, membership-based organisation serving both Industrial Members (organisations) and Professional Members (individuals) through its group companies, of which The Welding Institute is the parent. Group turnover in 2023 was approximately £65m:

- Is world renowned as an independent research and innovation establishment specialising in materials, joining and structural integrity technologies;
- Has operations worldwide providing services including consultancy, technical advice, research and investigation for Industrial Member companies and public funding bodies;
- Is a professional institution, recognising professional and academic competence through globally respected registration and membership grades;
- Offers training and examination services in NDT, welding and inspection;
- Is a certification body and a centre for postgraduate education

As a non-profit distributing company, limited by guarantee and with no share capital, it is run for the benefit of its Members. It offers independent advice and is internationally renowned for employing multidisciplinary teams to implement established or advanced joining technologies or to solve problems arising at any stage, from initial design, materials selection, production and quality assurance through to service performance and repair.

The Welding Institute group of companies has its headquarters in Granta Park, Cambridge, and regional UK offices and research facilities in Middlesbrough, Rotherham and Port Talbot. There are also offices and training facilities in South East Asia, Central Asia, India and the Middle East. It has extensive property investments in the UK (operational and investment) and in South East Asia (operational).

Key Facts



550+ INDUSTRIAL MEMBERS OPERATING IN OVER **4,500** LOCATIONS IN OVER **70** COUNTRIES

5,000 MEMBERS OF ITS PROFESSIONAL ENGINEERING INSTITUTION

EMPLOYS OVER **850** PERSONS WORLDWIDE, MANY OF WHOM ARE WORLD-RENOWNED EXPERTS IN THEIR FIELD



75+ YEARS OF KNOWLEDGE AND EXPERTISE

SUPPORTS OVER **293** VOLUNTEERS WHO DELIVER IN EXCESS OF **4600** HOURS OF ACTIVITY IN ITS PROFESSIONAL ENGINEERING INSTITUTION



TRAINS **20,000** STUDENTS EACH YEAR IN WELDING AND INSPECTION TECHNOLOGIES

SUPPORTS OVER **140** PHD STUDENTS EVERY YEAR AND RUNS **3** MSC COURSES AT THE NATIONAL STRUCTURAL INTEGRITY RESEARCH CENTRE (NSIRC) BASED AT ITS HEADQUARTERS IN CAMBRIDGE



HAS REPRESENTATIVES ON MORE THAN **60** INTERNATIONAL, AMERICAN AND EUROPEAN COMMITTEES AND OVER **50** BRITISH STANDARD DRAFTING GROUPS COVERING WELDING ENGINEERING, WELDING EQUIPMENT, STRUCTURAL INTEGRITY, CORROSION, MATERIALS SELECTION AND JOINING OF PLASTICS



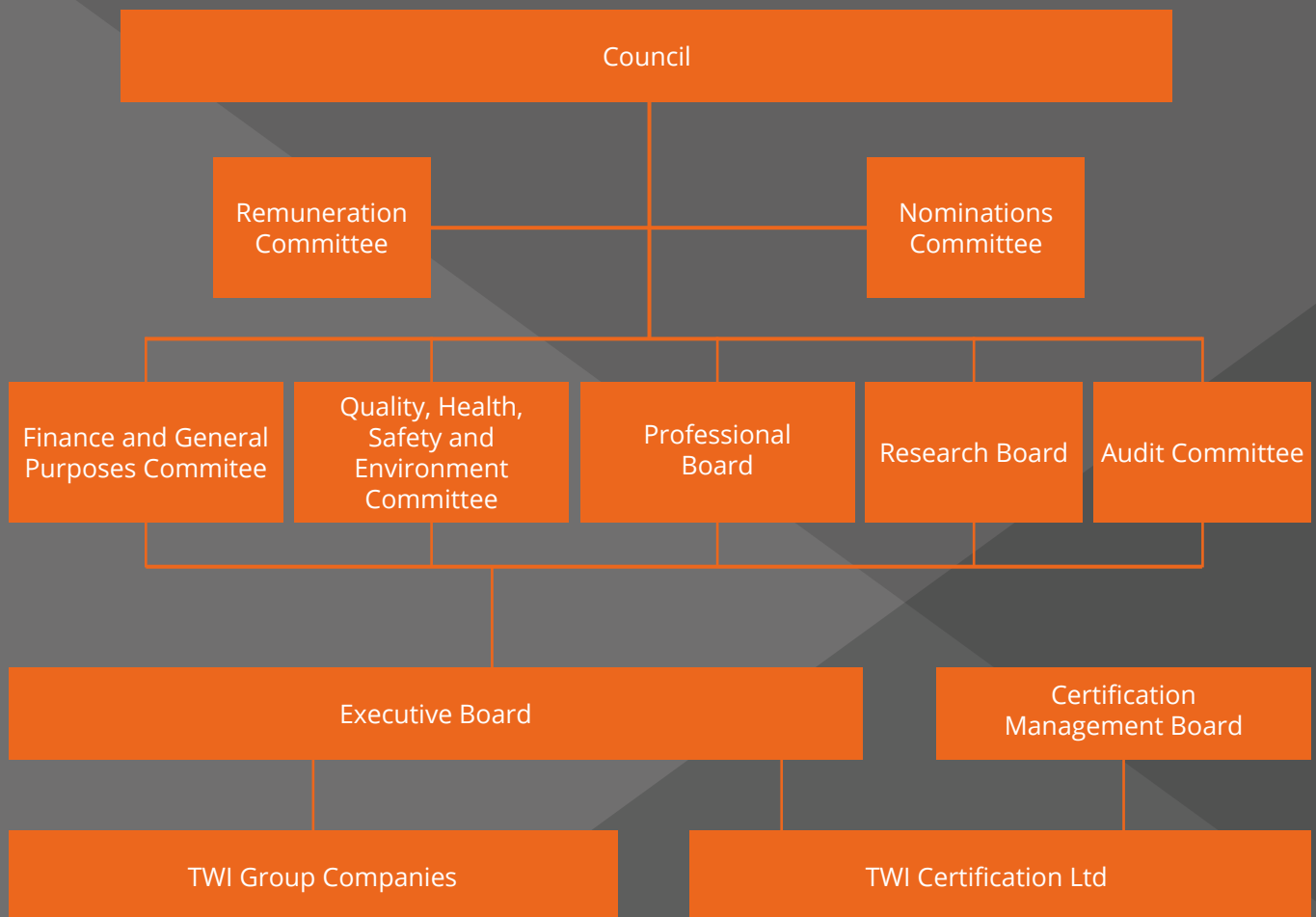
OVER **9,000m²** OF STATE-OF-THE-ART ENGINEERING LABORATORIES AND WORKSHOPS



700+ RESEARCH, DEVELOPMENT AND CONSULTANCY PROJECTS FOR INDUSTRY PER YEAR

Our Governance

The Welding Institute is governed by a Council (comprising Non-Executive Directors) who co-ordinate and oversee the business of The Welding Institute group of companies. It has a number of delegated bodies (see figure below). The organisation is managed by a Chief Executive Officer and an Executive Board.



The Council may exercise all the powers of The Welding Institute, subject to restrictions imposed by the Companies Act or the Articles, as well as any applicable bye-laws or additional governance documents.

The Council may delegate a significant majority of its powers and has done so, with supervision tasks under the control of its boards and committees, and with the direction, management and execution of the business managed by the CEO and their Executive Board.

The Role



The Role

As non-executive director, you will be required to provide entrepreneurial leadership within a framework of prudent and effective controls which enable risk to be assessed and managed.

You will focus on board matters, provide an independent view of the organisation that is removed from the day-to-day running. You will bring to bring independence, impartiality, wide experience, special knowledge and personal qualities.

You will be required to attend Council meetings that will take place, on average, every three months. There may be additional time commitments should you choose to participate in one or more additional delegated bodies (board or committees). Candidates applying must understand the importance of allowing enough time for reading and evaluating meeting papers and attending and contributing to Council and associated committees.

Currently, The Welding Institute has particular requirements for Members of Council to volunteer their skills in the following committees in addition to their role on Council:

- Risk management and compliance expertise*
- Qualified accountant with recent financial experience and competence in accounting and/or auditing*
- Property investment and management skills
- Environmental, social and governance (ESG) expertise
- Security expertise including cybersecurity
- We are seeking Professional Members that have an interest in the role of Chair of Professional Board during their term on Council**
- Corporate governance knowledge and experience
- People and Culture (including diversity and inclusion) expertise
- Corporate communications expertise
- International business and commercial development (e.g. legal, commercial, contractual, international trade, management of foreign subsidiaries)

* Candidates will be invited to join Audit Committee

** Having thorough knowledge of the Institute membership requirements and the obligations concerning registration with Engineering Council is required.

Person Specification



Person Specification

Applicants should have experience in one or more of the following areas (or as indicated in the job advert):

- Health, safety and wellbeing (strategy and culture)
- Finance (management, audit and/or risk)
- International business and commercial development (for example legal, commercial, contractual, international trade, management of foreign subsidiaries)
- Business governance
- Strategic (for example information technology, cyber security, strategic development)
- HR, Diversity and Inclusion
- Property (investment and operational) expertise

Qualities

- Honesty
- Integrity
- Independent character
- High ethical standard
- Sound judgement
- Ability to constructively challenge, engage, encourage and debate

Desirable Experience

- Previous non-executive/executive director or partner experience
- Knowledge of international research/engineering/manufacturing commercial business

The Welding Institute actively supports diversity and inclusion, and recognises the importance of creating a culture where everyone feels valued for the contribution they make. Applications are open to all regardless of age, gender, sexuality, class, disability, colour, ethnic origin, culture, religion or beliefs.

Corporate Governance



Terms of Office

You will be appointed for an initial term of 3 years, and will be eligible for re-appointment for one additional term (maximum 6 years).

No Council Member may hold office for more than six consecutive years. Your appointment will be approved by Council at a Council meeting.

Who can be a Council Member?

Applications from individuals who work for (and can be nominated by) Industrial and or Professional Members of TWI are sought. To determine if your organisation is an Industrial Member of TWI, please visit: www.twi-global.com/who-we-are/our-members or e-mail us at: contactus@twi.co.uk.

You must be over the age of 16, not an 'undischarged bankrupt' (in other words if bankruptcy proceedings are ongoing against you) nor have been disqualified from being a company director by the courts.

Applicants who have served on Council for a period of greater than 9 years from date of first appointment are ineligible. The Nominations Committee, a delegated body of Council, at its sole discretion shall determine eligibility of an applicant based upon the information provided.

What Determines an Independent Non-Executive Director

The Corporate Governance Code identifies the following circumstances which are likely to impair the independence of a non-executive director:

- Is or has been an employee of the company or group within the last five years, EXCEPT that we consider 10 years as the minimum applicable;
- Has received or receives additional remuneration from the company, participates in the company's performance-related pay scheme or is a member of the company's pension scheme;
- Has, or has had within the last three years, a material business relationship with the company, either directly as a partner, shareholder, director or senior employee of a body that has such a relationship with the company EXCEPT that this requirement, in accordance with our Articles, does not apply to representatives of companies who are Industrial Members of The Welding Institute who are eligible to be Council Members nor to those who are professional of the welding institute
- Has close family ties with any company's advisors, directors or senior employees;
- Holds cross-directorships or has significant links with others directors through involvement in other companies or bodies;

Corporate Governance



Statutory Director Status

Non-executive directors of The Welding Institute are statutory directors and will be registered as directors of The Welding Institute at Companies House.

Expenses

This is a volunteer role and will not be remunerated; however, out-of-pocket expenses including travel expenses will be reimbursed. Council meetings usually commence at 10am; however, if there is a justifiable reason to do so, e.g. a significant distance to travel, overnight accommodation will be arranged.

Status

Not for profit volunteer.

Location

Meetings typically take place at Granta Park, Cambridge, UK and can be attended in person or by electronic means, telephone or other communication facility that permits all participants to hear each other or otherwise communicate with each other during the meeting.

Time Commitment

On average, up to 8 days per year for Council. There may be additional time commitments should you choose to participate in one or more additional delegated bodies (board or committees).

Training and Development

The Welding Institute has a Council Member training and development strategy. This will mean that training for your role, relevant to The Welding Institute, will be provided along with an induction programme.

How to Apply



How to Apply:

If you are interested, please apply via our website, www.twi-global.com/non-executive-director with a copy of your most up-to-date CV, a covering letter and your current availability. The covering letter will be up to 1500 words and should:

- Explain why you wish to be a Non-Executive Director of The Welding Institute
- Provide information on your experience of governance
- Detail how you meet one or more of the key skills particularly looked for
- Explain and evidence how you meet the competencies outlined in the role description
- Identify the Industrial or Professional Member to which you are affiliated and the nature of the affiliation where applicable (e.g. employee)
- Provide two references who can be approached independently in relation to your application
- Identify the committee(s) that you would have the expertise and interest in contributing to



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