

Appendix 1

UCU nomination of USS Ltd director: job description

UCU is seeking applications for a USS director to be appointed for a period of four years, of the Universities Superannuation Scheme Ltd, the sole corporate trustee of the correspondingly named occupational pension schemes (USS).

USS Ltd

USS Ltd holds in trust one of the largest pension funds in the UK with assets of approximately £49 billion as at 31 March 2015. It was established in 1974 to administer the principal pension scheme for academic and related staff in the UK institutions which were then universities and in some other higher education and research institutions. It has around 147,137 active members, with over 60,354 pensioners and 115,288 deferred pensioners. The scheme's and company's *Report and Accounts* for 2015 are available on request, as are the scheme rules and the memorandum and articles of the company. The *Report and Accounts* and the scheme rules can also be accessed via the USS website at: www.uss.co.uk

USS is exempt from the main statutory provisions of the Pensions Act 1995 concerning member nomination of directors.

TRUSTEE DIRECTOR JOB DESCRIPTION

(This is from USS Governance document.)

Position: Director of the trustee company board (board)

Responsible to: Chairman of the board

Role: To contribute to the work of the board in ensuring that the scheme is well run in accordance with the trust deed and rules, relevant legislation and the requirements of the regulator and that benefits are paid as they fall due. Key responsibilities in this role are:

- USS is adequately funded;
- the investment and risk management policies of the scheme are appropriate and appropriately implemented;
- benefits are paid when they fall due;
- the scheme is effectively administered in line with its objectives;

- the scheme and its administration continue to meet the needs of the UK higher education sector;
- the scheme and its administration are compliant with the requirements of the regulatory bodies.

All board responsibilities are detailed in the matters reserved for board available at www.uss.co.uk

Duties:

All directors are expected to fulfil the following duties:

1. Attend all board meetings and any committee meetings of which they are a member;
2. Read through the agenda papers before meetings and actively contribute to discussions and decision-making;
3. Be prepared to challenge, as appropriate, information or advice received and to agree or challenge all decisions reached by the board (or committee);
4. Act with integrity at all times, having due regard to the fiduciary duties of trustees as set out in the Companies Act 2006; ensuring that the interests of the trustee company take precedence over personal interests, that the duty of care to all members is respected and that any conflicts of interest are appropriately managed and, where required, declared;
5. Support the chairman in instilling the appropriate culture, values and behaviours in the boardroom and throughout the group;
6. Sign a formal letter of appointment agreeing to undertake the responsibilities of a trustee including a commitment to the requirements of the board code of conduct (attached);
7. Undertake an induction upon appointment, fulfilling the requirements of the agreed induction process including completion of the trustee toolkit within six months of appointment;
8. Complete all the learning required by the trustee knowledge and understanding regime of the Pensions Regulator including the requirement to be able to apply it to the scheme; and
9. Reflect annually on board performance and individual performance and carry out identified actions for improvement including undertaking appropriate training and education to develop and refresh knowledge and skills.

General Skills and Experience

The following personal attributes, skills and experience are required by all USS directors:

- An understanding of the pensions environment, pensions law and USS;
- An understanding of and acceptance of the legal duties, responsibilities and liabilities of trusteeship;
- A commitment to the vision, purpose and values of the trustee company;

- Numeracy: understanding of and ability to interpret financial, investment and actuarial reports;
- An ability to interpret and understand legal documents;
- An ability to focus on strategic issues and a willingness to share responsibility for USS's strategic vision;
- An ability and willingness to question, challenge and debate intelligently and constructively;
- The ability to work as a member of a team and a willingness to state personal convictions and, equally, to accept a majority decisions and be tolerant of the views of other people;
- To satisfy the requirements of an appropriate Criminal Records Bureau check.

TRUSTEE DIRECTOR CODE OF CONDUCT

Directors will at all times:

1. Observe the highest standards of probity involving impartiality, integrity and objectivity;
2. Play a full and active role in the work of the trustee company, and act in good faith and in the best interests of the scheme ensuring that these take precedence over personal interests;
3. Take steps to ensure that any conflict of interest which they may be subject to does not affect a decision taken by the trustee board by declaring to the chair and company secretary any private interests which may be perceived to conflict with their director duties;
4. Comply with the requirement on confidentiality and disclosure of information as stated in their terms and conditions; duties on confidentiality and disclosure continue to apply after leaving board membership;
5. Not misuse information gained in the course of their service for personal gain or for political purpose, nor seek to use the opportunity of directorship to promote the private interests of connected persons, firms, businesses or other organisations;
6. Not misuse trustee company resources for personal gain or for political purposes; use of such resources must be in line with any regulator rules on their usage;
7. Not act in a way that unjustifiably favours or discriminates against particular individuals or interests;
8. Conduct themselves in an appropriate way at meetings they are required to attend as part of their role; treating others with respect, courtesy and demonstrating professionalism at all times;
9. Be accountable to stakeholders;
10. Respect the principle of collective decision-making and corporate responsibility; once the board or committee has made a decision, directors will support that decision;
11. Comply with any statutory or administrative requirements relating to the post;
12. Comply with the anti-bribery and corruption policy;
13. Comply with the personal account dealing rules; and

14. Abide by the provisions of relevant trustee company policy and practice.

UCU nominee

UCU is seeking to nominate a trustee who will make a significant contribution to the work of the board of the trustee company. It seeks a candidate who has experience of pensions work with UCU and/or other organisations at a national or local level and who has a broad general understanding of the pensions' environment and its legal and financial context. Working experience of one or more areas in which the trustee company deals would be an advantage.

UCU would invite its nominee to work with the appropriate UCU committees and officials concerned with pensions' policy and to be actively involved in the development of its pensions work. The union would encourage the person appointed to regard this as an important and useful way of developing their pensions experience.

UCU would also expect its nominee to spend such time as is necessary to fulfil the duties outlined. In addition to attendance at the relevant USS and UCU meetings, which might be expected to occupy up to 15 days a year, these will include a commitment to relevant training and personal development and keeping abreast of developments in the pension's world and the universities. It might be expected that, in total, the commitment would be in the order of one day per week on an annual basis.

Directorship of USS Ltd carries with it remuneration (on a scale commensurate with the level of involvement of the particular director). The practice laid down by the executive committee has been that individuals appointed by UCU to USS posts which carry annual remuneration should derive no significant personal profit from them and should dispose of their USS fees accordingly.

Out of pocket expenses incurred in the duties undertaken will be paid as appropriate by USS Ltd or UCU.

Applications and method of appointment

Applications for the nomination are invited from amongst those who feel they satisfy the criteria outlined above, and those outlined in the attached person specification. Applicants are invited to complete the enclosed application form and are to include the names of two referees.

The closing date for applications is 12:00, 27 May 2016.

The short listing will be carried out and those selected for interview informed by xxx.

Interviews will be held at UCU Headquarters, Carlow Street London NW1 7LH, on 7 July 2016.

The appointment of the selected candidate is subject to ratification by the UCU National

Executive Committee. It will be for a 4 year term from 1 October 2016

The appointee may be required to be registered via FCA to perform controlled functions under the approved person's regime and will have to be checked with the Criminal Records Bureau.

The UCU reserves its right under the articles of association of the trustee company to remove its appointee before the expiry of the term mentioned above.