

## Constituency Director Job Specification

### Introduction

- 1) In June 2022 the UK telecoms industry established The One Touch Switching Company Ltd (**Company**) as a vehicle to take responsibility for the development and operation of a messaging platform to enable one touch switching between telecoms providers. The Company is a not-for-profit company owned by the membership with the purpose of developing and operating the platform. Any user of its services is eligible to join as a member.
- 2) The Company operates subject both to the general provisions of UK company law and the specific rules set out in its [articles of association](#) (**Articles**). Amongst other things, the Articles provide that:
  - a) the Company is managed by its the board (**Board**), comprised of nine directors (**Directors**), being:
    - i) six constituency directors (**Constituency Directors**); and
    - ii) two independent directors and one independent chair (**Independent Directors**);
  - b) the “*Directors are responsible for the management of the Company’s business in accordance with its Objects for which purpose (and for related and ancillary matters) they may exercise all the powers of the Company.*”<sup>1</sup>;
  - c) “*Regardless of the Constituency that Directors are appointed from, they shall at all times act in a manner which furthers the Objects of the Company.*”<sup>2</sup>
  - d) the “**Objects**” of the Company are: “*the delivery of fixed voice and broadband switching processes in the UK. In giving effect to the purposes or that purpose the Company must consider:*
    - (i) *the need for Providers to comply with any relevant General Conditions set by Ofcom;*
    - (ii) *the need for switching both within and between network platforms;*
    - (iii) *the desirability of promoting an efficient switching process for business as well as residential users; and*
    - (iv) *the interests of all hub users.*”
- 3) Whilst Constituency Directors are appointed by particular constituencies and are expected to both understand and be able to articulate the concerns of their constituency to the Board, their responsibilities as Directors are the same as all the other Directors: to act in the best interests of the Company as a whole acting in compliance with the detailed requirements of company law and the Articles summarised above.

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<sup>1</sup> Article 4.1.

<sup>2</sup> Article 5.3.

## **Time commitment**

- 4) Constituency Directors are required to:
  - a) communicate and liaise with their constituency;
  - b) prepare for and attend board and (as required) board committee meetings;
  - c) comment on papers and proposals; and
  - d) participate in other projects and activities, as required.
- 5) The Board currently meets every two weeks for 2 ½ hours. Papers are circulated in advance and Directors are expected to have read and reflected on paper in advance of board meetings so they can contribute to reaching considered Board decisions.
- 6) Constituency Directors should ensure that they have sufficient time to fulfil their responsibilities: **at least 3 days per month.**

## **Remuneration**

- 7) Constituency Directors receive no remuneration or expenses from the Company.

## **Conflicts of interests**

- 8) Constituency Directors must declare all conflicts of interests and comply with applicable requirements.

## **Confidentiality**

- 9) Constituency Directors must keep information they receive as a Director confidential.

## **Compliance with law and the Companies Policies (e.g. competition law, security, data protection, anti-bribery, anti-modern slavery, etc)**

- 10) Constituency Directors are required to comply with applicable law and Company policies (e.g. competition law, security, data protection, anti-bribery, anti-modern slavery, etc).