Steering Board: Terms of Reference

1. Purpose and Role
   a. The role of the Intellectual Property Office (IPO) Steering Board is firstly to advise the Secretary of State and Ministers on the IPO Corporate Plan, Ministerial Targets and Annual Report and Accounts, through the Director General of Business and Science at the Department for Business, Energy and Industrial Strategy (BEIS). The Steering Board also monitors performance against targets, and risks, within the strategic objectives set out in the Corporate Plan.

   b. The Steering Board secondly provides advice and guidance to the Chief Executive and the senior Executive team on the operation and development of the IPO, by contributing expertise to governance, strategy, performance, finance, targets and reputation. The Board are expected to fulfil this aspect using the benefit of their collective external experience through advice and constructive challenge.

   c. The Steering Board is responsible for scrutiny and challenge of strategic and operational issues including:
      - Corporate strategy
      - Corporate Plan, performance and risk
      - Advising on Ministerial Targets
      - Annual Report and Accounts
      - Alignment with and corporate implementation of Departmental objectives
      - Encouraging the right values, behaviour and culture for the IPO
      - Financial performance and accountability
      - Changes to the business
      - Independent external scrutiny of performance, service and reputation

   d. The Steering Board does not have an Executive function. As Non-Executive Directors do not act on behalf of the Secretary of State, the Steering Board is not expected to advise on policy issues which are the responsibility of Ministers (on whose behalf Executive Directors may act).

2. Scope and Accountability
   a. The Steering Board is accountable to the Minister and provides advice on approval of the Corporate Plan, Ministerial Targets and the Annual Report and Accounts.

   b. Additionally, the Steering Board is accountable to the Secretary of State for BEIS through the Director General of Knowledge and Innovation. In this regard the Steering Board supports Departmental objectives and Departmental Partner Organisation performance.
c. Matters of audit - the Annual Report and Accounts and Statement of Internal Control - are delegated to the Audit Committee which supports the Chief Executive as Accounting Officer.

3. **Schedule of Decisions Reserved for the Steering Board**
The Steering Board will be invited to give their view on the following, without veto on submission to Ministers:
   a. Endorsement of the Corporate Plan.
   b. Endorsement of the Corporate Strategy.
   c. Endorsement of the Annual Report and Accounts (delegated to the Audit Committee).

4. **Composition and Meetings**
   a. Chair: Bob Gilbert (Non-Executive Director)
   
   b. Members:
      - Gary Austin (Non-Executive Director)
      - Iain McLean (Non-Executive Director)
      - Nora Nanayakkara (Non Executive Director)
      - Tim Suter (Non Executive Director)
      - Dr Andrew Mackintosh
      - Mandy Haberman
      - Director General of Business and Science, BEIS (Gareth Davies)
        o The Director General provides a designated deputy, Director of Innovation (Paul Hadley)
      - Chief Executive of the IPO
   
   c. Although not formally members, the Executive Directors of the IPO also attend Steering Board meetings.
   
   d. Quorum: The Steering Board is quorate when at least half the total number of members are present, three of which must be Non-Executive Board Members.
   
   e. Term of Office: Non-Executive Directors are expected to serve a three year term and may be reappointed subject to guidance issued by the Office for the Commissioner of Public Appointments.
   
   f. Deputies: The Director General provides a designated deputy as noted above. Deputies are not provided for Non-Executive Directors. If the Chief Executive or a Departmental deputy is unavailable then attempts will be made to reschedule the meeting. If this is not possible, then an appropriate deputy will be designated for that meeting.
   
   g. Meetings: Meetings are held bi-monthly and maybe held in Newport, London or by video-link between the two sites. The Chair may elect to hold a meeting with just the Non-Executive Directors and others at his discretion.
   
   h. Awaydays: The Steering Board will normally convene one strategic awayday each year.
i. Non-executive Directors will also be invited to participate in corporate and Departmental initiatives, attend IPO events, to join project boards and contribute to defining and achieving strategic objectives.

5. Support and Reporting Responsibilities
   a. The Steering Board is supported by the IPO Secretariat. The Secretariat discuss and manage the agendas, minutes, actions and work programme in conjunction with the Chair and Chief Executive.

   b. Papers for the Board, with Director approval, must be provided to the Secretariat at least ten days before the meeting.

   c. An agenda and papers for each meeting will be circulated to all attendees five working days before the meeting.

   d. Minutes of each meeting will be sent to the Chair for provisional approval within two weeks and circulated to the Steering Board and other attendees thereafter. They will be tabled for general approval at the next meeting.

   e. Standing items:
      • Minutes from the last meeting
      • Matters and actions arising from the minutes
      • Chief Executive’s Written Report
      • Executive Board and Policy Report\(^1\)
      • Financial Report
      • People Report
      • IPO Performance Report (including Project Scorecard)
      • Strategic Risk Register (every other meeting)
      • Customer Feedback Analysis: include Customer Service Standards, Complaints & Compliments (every other meeting)
      • Audit Committee minutes (when available)

6. Interfaces
   • Minister
   • Director General of Business and Science, BEIS
   • IPO Board (who attend but, other than the Chief Executive, are not members of the Steering Board)
   • Audit and Risk Committee (a sub-committee of the Steering Board)

   a. All Independent Board Members will have access to the Chief Executive and members of the IPO Board as necessary.

   b. In certain circumstances, it may be necessary for the Steering Board to seek external advice. For this and other reasons, the Steering Board, through the Chair, should have access to the relevant Minister via the Director General.

\(^1\) Annex to Chief Executive’s Written Report
7. Review
Non-Executive Directors are subject to an annual performance assessment. An annual review of the Steering Board is conducted at the discretion of the Chair and the Chief Executive.