Medicines and Healthcare products Regulatory Agency

12 December 2016

To seek the Board's agreement to the updating of The Board's Terms of Reference

Summary:

The Board's Terms of Reference require updating to reflect a number of changes that have taken place over the past year. These include the move to having meetings in public session, having representatives from the Devolved Administrations attend as observers, as well as opening up Board meetings to all members of the Corporate Executive Team, should any wish to attend. The attached revised Terms of Reference now reflects these changes.

Resource implications: none

EU Referendum implications: not applicable

Timings: The revised Terms of Reference to be Board to considered / endorsed before the end of 2016.

Action required by Board: The Board to consider and endorse the revised Terms of Reference for the Board

Links: DH/MHRA Framework Agreement

https://www.gov.uk/government/publications/dh-and-mhra-framework-agreement

Author(s): Dr Hudson, Chief Executive, Aidan McIvor, Head of Directorate

Which of the five themes in the Corporate Plan 2013/2018 does the paper support? All

If relevant, which Business Plan strategic activity does it support?

All

CET Sponsor: Dr Ian Hudson

The Board's Terms of Reference (revised December 2016)

1. Role

1.1 The Board is primarily responsible for advising on the strategic development of the Agency and ensuring that targets set out in our business plan and endorsed by ministers are met.

2. Membership

2.1 The Board will consist of not more than 12 individuals and will be chaired by the Agency chairman. Non-Executive members will be appointed by the Secretary of State following open competition and do not represent any specific customer, sectoral or stakeholder interests.

2.2 Since 18 September 2015, when the Board adopted a unitary structure, the Chief Executive and the Chief Operating Officer now serve as executive members of the Board. Other executive directors may attend all Board meetings as observers.

2.3 A member of the Department of Health's Legal Services usually attends to inform the Board on the Agency's business.

2.4 Non-Executive members of the Board should have terms of appointment clearly setting out what is required of them, how their performance will be appraised and the duration of their appointments.

2.5 Members should pro-actively declare any potential conflicts of interest arising either from business on the agenda or from changes in their personal circumstances. The Chair should determine an appropriate course of action, from exclusion for a particular item of business to cessation of membership. Where the Chair has a conflict of interest, the other members present should determine the appropriate course of action. Members of the Board are subject to the Agency's Conflicts of Interest policy and the Cabinet Office's Code of Conduct for Board Members of Public Bodies.

3. Responsibilities

3.1 The Board is primarily responsible for advising on the strategic development of the Agency, holding the executive to account and ensuring that targets set out in our business plan and endorsed by Ministers, are met.

3.2 The responsibilities of the Board are set out in the MHRA framework document (PDF, 362KB, 36 pages)

3.3 The Board is responsible for monitoring the implementation of ministers' objectives for the strategic direction of the Agency, taking into account the perspective(s) of its stakeholders, and advising Ministers and the Agency accordingly.

3.4 In particular this includes the content of the Agency's annual report including:

- corporate governance and financial management
- business strategy and corporate objectives
- five-year corporate plan (link needed) and annual business plan (link needed)
- key financial and performance targets
- culture and values
- internal and external communications management and quality

3.5 The Board monitors the effective, efficient and economic delivery of the Agency's objectives and ensures that the Agency fulfils its core objectives and complies with all statutory and administrative requirements for the use of Agency funds and the maintenance of the highest standards of corporate governance and public accountability.

3.6 The Board, as a whole, does not exercise any line management or executive functions, nor does it have a legal or constitutional role or any liability in respect of decisions of the executive. It does not determine the details of regulatory policy, nor does it have any involvement in any regulatory decisions affecting medicines or medical devices. These are the responsibility of the Chief Executive, working through Corporate Executive Team (CET) directors and their staff, and of the expert advisory committees.

3.7 The Board use their experience and expertise and meet these responsibilities by:

- meeting on a regular basis
- attending sub-committees, e.g. Audit and Risk Assurance Committee
- considering strategy papers from the CET and other Agency staff as necessary
- attending occasional Agency events including all-staff meetings, Agency annual lectures and informal briefing meeting with executive staff where necessary.

4. Meetings

4.1 Meetings will be held up to nine times per financial year, together with two Board/ Corporate Executive Team strategic away days, which usually take place every six months. The Board does not meet in August.

4.2 All meetings will be chaired by the Chairman or, in his/her absence, the Deputy Chairman.

4.3 Ad hoc meetings where necessary may also be called either by the Chairman or Deputy Chairman.

4.4 In exceptional circumstances, should members of the Board be are unable to join a Board meeting in person, they may join by telephone or video link.

4.5 Officials from the Department of Health (England) and the three Devolved Administrations (Northern Ireland, Scotland, Wales), may attend as observers.

4.6 Since February 2016, the Agency has opened part of its programme of Board meetings to staff observers and members of the public. Up to fifteen staff observers and up to fifteen members of the public may attend the meetings of the Board in public session, which are usually held every quarter.

5. Quorum

5.1 A quorum for meetings will consist of 6 members.

6. Secretariat

6.1 The Board Secretariat will be responsible for:

- preparing the agenda in consultation with the Chair.
- commissioning Board papers.

- circulating Board papers to members and invitees, normally five working days before each meeting.
- producing and circulating draft minutes of the Board meetings to members, normally within ten working days after the meeting.
- maintaining an action log.

7. Board reporting

7.1 Directorate (Office of the Chairman and Chief Executive) will provide the secretariat for the Board. Minutes of the Board meetings will be provided to the CET for information and consideration. The minutes of Board will be made available to staff to Agency's intranet, INsite, and more widely on the Agency's page on GOV.UK.