



## **PHE Advisory Board Terms of Reference**

### **1. Accountability summary**

- 1.1 Public Health England (PHE) is an executive agency of the Department of Health (DH) with operational autonomy. The relationship between the two organisations is set out in a Framework Agreement<sup>1</sup>.
- 1.2 PHE's duties and functions are set out in the Framework Agreement and an annual remit letter from Ministers.
- 1.3 The executive leadership of PHE rests with the Chief Executive, PHE's Accounting Officer, who is responsible for overall strategy and performance and accountable to the DH Permanent Secretary.
- 1.4 The Advisory Board has a non-executive Chair, who ensures that the Chief Executive is supported and constructively challenged in that role and in assuring good corporate governance.
- 1.5 The Permanent Secretary undertakes the annual appraisal of the Chief Executive, taking account of feedback from the Chair.
- 1.6 The Chair is accountable to the Secretary of State for Health through the DH Director General for Global and Public Health as PHE's Senior Departmental Sponsor, who ensures that there is an annual objective setting and review process in place for them.
- 1.7 The Chair has their own section in the statutory annual report in which they may set out their independent view on the working of PHE, the progress of the public health system and the role of key stakeholders, including DH.
- 1.8 As set out in Cabinet Office guidance on executive agencies, non-executive members of the Board have neither the powers of direction nor the liabilities of members of a private company or a Non-Departmental Public Body Board.

### **2. Membership and attendance**

- 2.1 The Board comprises:
  - (i) a non-executive Chairman appointed by the Secretary of State;
  - (ii) up to five non-executives appointed by the Secretary of State, one of whom shall be appointed to chair the Audit and Risk Committee;
  - (iii) the Chief Executive, Deputy Chief Executive and Chief Operating Officer, Director for Health Protection and Medical Director, Finance and Commercial Director, and one of the Regional Directors;

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<sup>1</sup> <https://www.gov.uk/government/publications/framework-agreement-between-the-department-of-health-and-public-health-england>

- (iv) no more than two associate non-executives appointed by the Board who shall in their opinion bring particular skills, experience and expertise for a specific function. Associate non-executives shall be appointed for a period of no longer than one year, which may be renewed.
- 2.2 The Chair may recommend to the Board that one of the non-executives set out in paragraph 2.1.(ii) be appointed as Deputy Chair. If there is a vacancy in the office of Chair, then any person so appointed as Deputy Chair shall be Acting Chair until such time that a new Chair has been appointed in accordance with paragraph 2.1.(i).
  - 2.3 PHE Directors other than those set out in 2.1.(iii) shall attend and contribute to Board meetings.
  - 2.4 The DH Senior Departmental Sponsor and members of the PHE sponsor team in DH shall have a standing invitation to attend Board meetings.
  - 2.5 The public health agencies for the devolved administrations shall each be invited to nominate an individual to attend meetings of the Board in an observer capacity as part of ensuring that there continues to be close liaison between UK public health bodies and government on public health issues of common interest and concern. This is in addition and complementary to the establishment of the Devolved Administration Committee of the Board.
  - 2.6 The Chair of the Board may, in consultation with the Chief Executive, invite individuals with particular expertise or experience to provide input on a specific topic or agenda item. Invitees may provide the Board with information by way of a written submission, oral presentation or participation in discussions.
  - 2.7 Participation will usually be in person, but in exceptional circumstances, members of the Board may participate by telephone or video-conferencing facility and be deemed to be present and constitute part of the Board for that meeting.

### **3. Conduct of Board members**

- 3.1 The non-executive members of the Board shall comply with the Cabinet Office Code of Conduct for Board Members of Public Bodies and observe the seven principles set out by the Committee on Standards in Public Life (“the Nolan Principles”).
- 3.2 All members of the Board shall comply with the PHE Code of Conduct.

### **4. Role**

- 4.1 The Board shall provide advice, support and constructive challenge to the Chief Executive and his/her team on:
  - (i) how they can best deliver PHE’s duties and priorities, as well as on its vision and strategy, ensuring that this supports the wider strategic aims of the Department of Health and the Government;
  - (ii) how PHE can ensure operational independence and maintain the highest professional and scientific standards in the preparation and publication of its advice;

- (iii) the effectiveness of PHE's governance arrangements and the strategic risks facing the organisation, primary responsibility for this resting with the Audit and Risk Committee;
  - (iv) the effective running of the organisation and key performance issues;
  - (v) any emerging issues and policies, both within the public health system and from other Government departments, which could impact on the strategic direction of PHE; and
  - (vi) any issue(s) on which the Chief Executive requests their contribution.
- 4.2 The Chair and Chief Executive have agreed the statement of their respective responsibilities set out as Annex A to these terms of reference.
- 4.3 In addition to the Audit and Risk Committee, the Board may establish Committees for specific purposes consistent with its role.
- 4.4 The Board shall respect the mandates of any expert scientific committees and panels providing advice to PHE and, more generally, the independent expert advisory committees providing advice to Government and the Devolved Administrations.

## **5. Meetings of the Board**

- 5.1 The Board shall meet at least bi-monthly and at such other times as the Chair of the Board and/or Chief Executive shall require. Meetings shall be held in public but reserves the right to meet in closed session to consider confidential business. When exercising this provision, the Chair presiding at the meeting shall summarise the nature of the business to be considered in closed session.
- 5.2 Meetings of the Board shall be summoned by the Board Secretary at the request of the Chair of the Board and/or Chief Executive.
- 5.3 The quorum shall be four, two of whom shall be non-executives in addition to the Chief Executive, or, in their absence, their nominee, and one of the other executive members of the Board.
- 5.4 In the absence of the Chair of the Board or appointed Deputy, the remaining non-executive members present shall elect one of themselves to chair the meeting.
- 5.5 Where a Board meeting:
- (i) is not quorate under paragraph 5.3 within one half hour from the time appointed for the meeting; or
  - (ii) it becomes inquorate during the course of the meeting,
- the Board members present may determine to adjourn to such time, date and place as may be determined by the members present.

## **6. Administration**

- 6.1 The Board Secretary shall administer meetings of the Board.

- 6.2 The agenda for all meetings shall be reviewed by the Chief Executive and Chair of the Board and shared with members two weeks in advance of each meeting.
- 6.3 Papers for all meetings shall be made available to members no later than one week in advance of each meeting. They shall also be made available to PHE's Sponsor team in DH and published at [www.gov.uk/phe](http://www.gov.uk/phe).
- 6.4 Papers shall only be tabled at meetings in exceptional circumstances and with the agreement of the Chair presiding at the meeting.
- 6.5 The Board Secretary shall record the minutes of every meeting and shall submit them in draft to the Board in advance of its next meeting for agreement, confirmation or otherwise. The minutes shall summarise the proceedings to reflect the advice offered. The minutes, once approved, shall be published at [www.gov.uk/phe](http://www.gov.uk/phe).
- 6.6 Non-executive members are eligible to claim allowances, at rates set centrally, for travel and subsistence costs necessarily incurred on PHE business.
- 7. Annual review process**
- 7.1 The Board shall undertake a self-assessment of its effectiveness on at least an annual basis. This may be facilitated by independent advisors if the Chair of the Board considers this appropriate or necessary.
- 7.2 The Chair of the Board shall conduct an annual appraisal of the non-executive members, which will be shared with the DH non-executive appointments team as required.
- 7.3 These terms of reference, which shall be publicly available on PHE's website, shall be reviewed by the Board at least every two years.

**January 2017**

**Statement of responsibilities of the Chief Executive  
and Chair of the PHE Advisory Board**

	<b>Chief Executive</b>	<b>Chair of the Board</b>
1	The Chief Executive is responsible for all executive matters and is PHE's Accounting Officer. The Chief Executive is responsible for the day-to-day leadership of PHE and all members of the management structure report either directly or indirectly to him/her.	The Chair is not responsible for executive matters. In leading the Board, they will support the Chief Executive in PHE's accountability relationship with DH Ministers and senior officials through assuring the effectiveness of PHE's corporate governance.
2	The Chief Executive's principal responsibility is leading PHE and delivering its objectives.	The Chair's principal responsibility is the effective running of the Board and ensuring that provides strategic advice, and constructive support and challenge to the Chief Executive.
3	The Chief Executive is responsible for developing and implementing PHE's strategy and communicating this to external stakeholders.	In partnership with the Chief Executive, the Chair will be a visible and credible ambassador for PHE as it builds on its reputation as the expert national public health agency, ensuring that it commands the confidence of the public, Parliament, Government (national and local), the professional and scientific communities related to public health, and other ALB Chairs.
4	The Chief Executive is responsible for the provision of information and support, from the executive, to the Board.	The Chair is responsible for the leadership of the Board and ensuring its effectiveness on all aspects of its role and setting its agenda. This includes ensuring that non-executives comply with the Cabinet Office Code of Conduct for Board Members of Public Bodies and PHE Code of Conduct.
5	The Chief Executive is responsible for ensuring that he maintains a dialogue with the Chair of the Board on important and strategic issues facing PHE and agreeing with the Chair an agenda for which reflects these matters.	In partnership with the Chief Executive, the Chair shall ensure that the Board's forward agenda of strategic advice is informed by, and responsive to, key developments both nationally and internationally and based on emerging evidence and intelligence on longer-term strategic risks and public health threats.

	<b>Chief Executive</b>	<b>Chair of the Board</b>
6	Ensures that staff comply with the agreed ways of working with the Board.	Ensuring, on the advice of the Board Secretary where appropriate, compliance with the Board Terms of Reference and each Committee's Terms of Reference.
7	Provide input to the Chair and Board Secretary on changes, as appropriate, to the Board terms of reference, which if agreed, will require approval from the Secretary of State.	Propose to the Board, in consultation with the Chief Executive as appropriate terms of reference for each Committee and other Board policies and procedures.
8	If so appointed, serving on any Committee of the Board.	Propose the membership of Board Committees and their Chairs for approval by the Board.
9	Contribute to the induction programmes for new non-executive members and ensuring that appropriate management time is made available for this.	Taking the lead in providing a properly constructed induction programme for new non-executive members.
10	Ensure that appropriate support is in place for the development needs of the Board.	Ensure the effective recruitment, induction and development of new non-executive members and the continuous development of the Board's capability to provide strategic advice, and constructive support and challenge to the Chief Executive.