

UKHSA Advisory Board

Terms of Reference

September 2022 V1.00

1. Background

- 1.1 The UK Health Security Agency (UKHSA) is an executive agency of the Department of Health and Social Care (DHSC).
- 1.2 UKHSA's purpose, powers, duties and aims are set out in a Framework Document agreed between DHSC and UKHSA, which has been approved by HM Treasury.
- 1.3 UKHSA's objectives are set through an annual remit letter from DHSC Ministers, who are responsible for approving UKHSA's business and longer-term strategic plans.
- 1.3 The Chief Executive is responsible for the leadership and management of UKHSA and delivery of its objectives and shall put in place appropriate governance arrangements and regularly review them.
- 1.4 The Chief Executive is supported by an Advisory Board ("the Board"), composed of a non-executive chair and both non-executive and executive members. The Chief Executive's responsibilities to the Board are to:
 - (i) advise the Board on the discharge of UKHSA Board's responsibilities as set out in this document and in any other relevant instructions and guidance that may be issued from time to time
 - (ii) advise the Board on UKHSA's performance compared with its aims and objectives
 - (iii) ensure that financial considerations are taken fully into account by the Board at all stages in its provision of advice and scrutiny, and that financial appraisal techniques are followed
 - (iv) bring to the attention of the board any matters which give rise to a conflict with the chief executive's responsibilities as accounting officer as set out in paragraphs 5.7 to 5.11 of the framework document
- 1.8 As set out in Cabinet Office guidance on executive agencies, non-executive members of the Board have neither the powers of direction, decision making, nor the liabilities of members of a private company or a Non-Departmental Public Body Board. 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.

2. Membership

- 2.1 The Board will comprise:
 - a non-executive chair, and at least 3, but not more than 7, non-executive members, one of whom chairs the Audit and Risk Committee who, in being appointed as a non-executive by the Secretary of State, shall be specifically designated as such;

- the Chief Executive and other executive members as agreed by the Board from time to time, which shall be specified in an Annex to these terms of reference with the date of the Board's decision clearly recorded;
- (iii) no more than 4 associate non-executive members may be appointed by the Board. They are non-voting and shall bring particular skills, experience and expertise, such as in-depth knowledge of the third sector;
- (iv) one of the Deputy Chief Medical Officers;

In addition:

- (v) the Chief Medical Officer for England (the UK government's Chief Medical Adviser), and other UK Chief Medical Officers will be able to attend and speak at board meetings as observers; and
- (vi) a representative from DHSC will also attend the Board
- 2.2 Members will have a balance of skills and experience appropriate to directing UKHSA's business, including academic medical science, large scale operations, infectious disease, health inequalities, data, technology, organisational performance management and corporate services. The Board should include a majority of independent non-executive members to ensure that executive members are supported and constructively challenged in their role.
- 2.3 Following consultation with DHSC, the Chair may recommend to the Advisory Board that one of the non-executives set out in paragraph 2.1.(i) 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.
- 2.4 UKHSA Directors other than those set out in 2.1.(iii) may attend and contribute to Board meetings at the invitation of the Chair.
- 2.5 The Chair of the Board may, in consultation with the Chief Executive, invite individuals other than UKHSA staff 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 discussion.
- 2.6 Participation will usually be in person, but 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. Role of the Board

3.1 The UKHSA Advisory Board will provide advice, challenge and support to the Chief Executive and Executive team on the development and delivery of UKHSA's priorities. The Chair and Chief Executive will agree in advance agenda topics on any aspect related to this.

- 3.2 Further, the Board shall provide advice, support and constructive challenge on:
 - establishing and taking forward the strategic aims and objectives of UKHSA consistent with its overall strategic direction, and the annual remit letter, and within the capital and resource budget limits set by Parliament;
 - (ii) providing effective leadership of UKHSA within a framework of prudent and effective controls which enables risk to be assessed and managed;
 - (iii) ensuring the financial and human resources are in place for UKHSA to meet its objectives;
 - (iv) reviewing management performance;
 - (v) ensuring that the Board receives and reviews regular financial and management information concerning the management of UKHSA;
 - (vi) ensuring that the board is kept informed of any changes which are likely to impact on the strategic direction of the UKHSA board or on the attainability of its targets, and determining the steps needed to deal with such changes and where appropriate bringing such matters to the attention of the responsible minister and Principal Accounting Officer at DHSC via the executive team, sponsorship team or directly;
 - (vii) ensuring that any delegated authority is agreed with the department, and is in accordance with any other conditions relating to the use of public funds; and that, in supporting decision-making, the Board takes into account guidance issued by the department;
 - (viii) ensuring that, as part of the above compliance, they are familiar with:
 - this framework document
 - any delegation letter issued to the body
 - any elements of any settlement letter issued to the department that is relevant to the operation of UKHSA
 - any separate settlement letter that is issued to UKHSA from the department;
 - (ix) ensuring that they have appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising from the above documents, and support the chief executive and UKHSA as a whole to act in accordance with their obligations under the above documents;
 - demonstrating high standards of corporate governance at all times, including by using the independent ARC to help the board to address key financial and other risks;
 - (xi) putting in place mechanisms for independent appraisal and annual evaluation of the performance of the chair by the Senior Departmental Sponsor, taking into account the views of relevant stakeholders. The outcome of that evaluation should be made available to the responsible minister; and

- (xii) determining all such other things which the board considers ancillary or conducive to the attainment or fulfilment by UKHSA of its objectives
- 3.2 The Board shall ensure that effective arrangements are in place to provide it with assurance on risk management, governance and internal control.
- 3.3 The Board shall make a strategic choice about the style and shape of risk management and shall lead the assessment and management of opportunity and risk. The Board shall ensure that effective arrangements are in place to provide assurance over the design and operation of risk management, governance and internal control in line with the <u>Management of Risk Principles and Concepts</u> (<u>"The Orange Book"</u>).
- 3.4 The Board shall set up an ARC chaired by an appropriately qualified non-executive member other than the Chair of the Advisory Board to provide independent advice to the chief executive on risk and ensure that the department's audit and risk assurance committee is provided with routine assurances with escalation of any significant limitations or concerns. The Board is expected to assure themselves of the adequacy and effectiveness of the risk management framework and the operation of internal control.

4. Chair's roles and responsibilities

- 4.1 The Chair is responsible for leading the Board in the delivery of its responsibilities. Such responsibility shall be exercised in light of their duties and responsibilities as set out in the chair's contract of employment, any appointment letter, the framework document and the documents and guidance referred to within this document.
- 4.2 Communications between UKHSA's Board and the responsible minister should normally be through the Chair.
- 4.3 The Chair is bound by the <u>Code of Conduct for board Members of Public Bodies</u>, which covers conduct in the role and includes the <u>Nolan Principles of Public Life</u>.
- 4.4. In addition, the Chair is responsible for:
 - (i) ensuring that UKHSA's affairs are conducted with probity, including by monitoring and engaging with appropriate governance arrangements
 - ensuring that policies and actions support the responsible minister's wider strategic policies and that, where appropriate, these policies and actions shall be clearly communicated and disseminated throughout UKHSA
- 4.5 The Chair has the following leadership responsibilities in support of the Chief Executive who holds formal responsibility for UKHSA:
 - developing and maintaining a diverse and high-performing non-executive Board team, helping to foster collaborative relationships at all levels within UKHSA, with the department, across government and devolved administrations, and with other key stakeholders

- (ii) establishing sound governance for the agency including through ensuring effective non-executive leadership of UKHSA's ARC and establishing and maintaining other committees and sub-committees as needed
- supporting and informing the evolution of UKHSA's organisational and strategic design and development, including through assisting the Chief Executive to develop a leadership model to recruit, build and retain UKHSA's top talent
- (iv) formulating the Board's strategies and ensuring that the Board, in performing its role, takes proper account of guidance provided by the responsible minister or the department
- supporting the Chief Executive's accountability relationship with the department, and providing advice, support and challenge to UKHSA executive team in delivering the priorities set out in UKHSA's annual business plan
- (vi) supporting the Chief Executive in promoting the efficient and effective use of staff and other resources, and ensuring that the appropriate organisational culture, values, behaviours and capability are in place to enable UKHSA to fulfil its function and deliver its mission
- (vii) delivering high standards of regularity and propriety, including that UKHSA adheres to good financial principle as set out in HMT's Managing Public Money and the Cabinet Office's Partnerships between departments and Arm's Length Bodies: Code of Good Practice
- 4.5 The Chair also has obligations to ensure that:
 - (i) the work of the Board and its members are reviewed and that they are working effectively, including ongoing assessment of the performance of individual board members (to include an objective setting meeting on appointment and mid-year review) with a formal annual evaluation and further assessments of the performance of individual board members when being considered for reappointment
 - (ii) in conducting assessments, the views of relevant stakeholders including employees and the sponsor team are sought and considered
 - (iii) the Board has a balance of skills appropriate to directing UKHSA's business, and that all members, including the chair, continually update their skills, knowledge and familiarity with UKHSA to fulfil their role both on the board and committees. This shall include, but not be limited to, appropriate skills and training in relation to financial management and reporting requirements, risk management, the requirements of Board membership within the public sector and any differences that may exist between private and public sector practice
 - (iv) Board members are fully briefed on their terms of appointment, duties, rights and responsibilities

- (v) the responsible minister is advised of UKHSA's needs when Board vacancies arise
- (vi) there is a Board operating framework in place setting out the role and responsibilities of the Board consistent with the Government Code of Good Practice for Corporate Governance
- (vii) there is a code of practice for Board members in place, that has at its heart all the requirements set out within the Cabinet Office Code of Conduct for Board Members of Public Bodies

5. Individual Board members' responsibilities

- 5.1 Individual Board members shall:
 - comply at all times with the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life as well as rules relating to the use of public funds and to conflicts of interest
 - (ii) demonstrate adherence to the <u>12 Principles of Governance for all Public</u> <u>Body Non-Executive Directors</u>
 - (iii) not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations
 - (iv) comply with the organisation's rules on the acceptance of gifts and hospitality, and of business appointments
 - (v) act in good faith and in the best interests of UKHSA
 - (vi) ensure they are familiar with any applicable guidance on the role of public sector non-executive members and boards that may be issued from time to time by the Cabinet Office, HM Treasury or wider government

6. Board Committees

6.1 The Board may set up such committees as necessary for them to fulfil their functions, each of which will provide advice, support and constructive challenge in its respective areas of responsibility and provide the board with regular reporting. As is detailed below, at a minimum, this is expected to include:

(i) an Audit and Risk Committee (mandatory requirement) chaired by an appropriately qualified non-executive member of the Board,

- (ii) a committee on health equalities, ethics and communities; and
- (iii) a committee on science and research.
- (iv) a committee on people and remuneration

- 6.2 While the Board may make use of committees to assist their consideration of audit, risk and remuneration, it retains responsibility for, and endorses, advice to the Chief Executive in all of these areas. The Chair should ensure that sufficient time is allowed at board meetings for committees to report on the nature and content of discussion, on recommendations, and on actions to be taken.
- 6.3 The Chair shall ensure Board committees are properly structured with appropriate terms of reference. The terms of each committee shall set out its responsibilities as set by the Board. The Chair shall ensure that committee membership is periodically refreshed and that individual independent non-executive members are not overburdened when deciding the chairs and membership of committees.

7. Chair and Chief Executive: division of responsibilities

- 7.1 The Chair and Chief Executive have agreed the statement of their respective responsibilities set out as Annex A to these terms of reference.
- 7.2 The Board shall respect the mandates of any independent Government expert scientific committees and panels providing advice to UKHSA and those to which UKHSA staff provide the secretariat and, more generally, the independent expert advisory committees providing advice to Government and the Devolved Administrations.

8. Meetings of the Board

- 8.1 The Board shall meet at least at least quarterly and meetings shall be held in public. The papers for its meetings, including a summary of discussions, shall be published, along with a copy of the advisory board terms of reference, on the UKHSA website.
- 8.2 Meetings of the Board shall be summoned by the Board Secretary at the request of the Chair of the Board and/or Chief Executive.
- 8.3 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 Advisory Board.
- 8.4 In the absence of the Chair of the Advisory Board or appointed Deputy, the remaining non-executive members present shall elect one of themselves to chair the meeting.
- 8.5 Where an Advisory Board meeting:
 - (i) is not quorate under paragraph 8.3 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.

9. Administration

- 9.1 The Board Secretariat will be responsible for:
 - (i) preparing the agenda in consultation with the Chair and Chief Executive
 - (ii) commissioning Board papers accordingly
 - (iii) circulating Board papers to members and invitees, normally five working days before each meeting.
 - (iv) producing and circulating draft minutes of the Board meetings to members
 - (v) maintaining an action log.
- 9.2 Papers shall only be tabled at meetings in exceptional circumstances and with the agreement of the Chair presiding at the meeting.
- 9.3 Non-executive members are eligible to claim allowances, at rates set centrally, for travel and subsistence costs necessarily incurred on UKHSA business.

10. Annual review process

- 10.1 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.
- 10.2 The Chair of the Board shall conduct an annual appraisal of the non-executive members, which will be shared with the DHSC appointments team as required.
- 10.3 These terms of reference, which shall be publicly available on UKHSA's website, shall be reviewed by the Board at least every two years.

Annex A

	Chief Executive	Chair of the Advisory Board
1	The Chief Executive is responsible for all executive matters and is UKHSA's Accounting Officer. The Chief Executive is responsible for the day-to-day leadership of UKHSA 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 Advisory Board, they will support the Chief Executive in UKHSA's accountability relationship with DH Ministers and senior officials through assuring the effectiveness of UKHSA's corporate governance.
2	The Chief Executive's principal responsibility is leading UKHSA 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 UKHSA's strategy and communicating this to external stakeholders.	In partnership with the Chief Executive, the Chair will be a visible and credible ambassador for UKHSA 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 Advisory Board.	The Chair is responsible for the leadership of the Advisory 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 UKHSA Code of Conduct.
5	The Chief Executive is responsible for ensuring that they maintain a dialogue with the Chair of the Advisory Board on important and strategic issues facing UKHSA and agreeing with the Chair an agenda for which reflects these matters.	In partnership with the Chief Executive, the Chair shall ensure that the Advisory 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.
6	Ensures that staff comply with the agreed ways of working with the Advisory Board.	Ensuring, on the advice of the Board Secretary where appropriate,

		compliance with the Advisory 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 Advisory Board terms of reference, which if agreed, will require approval from the Secretary of State.	Propose to the Advisory 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 Advisory Board.	Propose the membership of Advisory 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 Advisory Board.	Ensure the effective recruitment, induction and development of new non- executive members and the continuous development of the Advisory Board's capability to provide strategic advice, and constructive support and challenge to the Chief Executive