



Terms of Reference for the The Trade Remedies Authority Board

Purpose

The Trade Remedies Authority (TRA) is a non-departmental public body (NDPB) established under Part 2 of the Trade Act 2021 – it is an arms-length body of the Department for Business and Trade (DBT). The TRA exists to investigate whether trade remedies are needed to prevent injury to UK industries caused by unfair trading practices and unforeseen surges in imports; and where appropriate, make recommendations to the Secretary of State. The Board sets the strategic direction for the TRA in taking forward this work. The Board also, through the Chair, appoints the Chief Executive and holds them accountable, and supports the Chief Executive in the discharge of their role as Accounting Officer.

Membership

The total number of Board members must not exceed nine, and where practicable there should be more non-executive members than executive members¹. Non-executive members will undertake the roles of Senior Independent Director, Chair of the Audit and Risk Committee and Chair of the Remuneration Committee.

Non-executive members:

- Chair of the Board
- Up to five non-executive members

Executive members:

- Chief Executive and Accounting Officer
- Director of Corporate Services
- General Counsel

¹ [Trade Act 2021, Schedule 4, Para 2 Membership.](#)

Reporting and Effectiveness

The TRA will produce an annual report of its activities, which will include the statement of accounts. The Secretary of State will lay the report before Parliament.

The Board will undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual members in line with corporate governance best practice².

Responsibilities

The Board:

- sets the strategic direction and outcomes of the TRA in the corporate plan (within a policy and resources framework agreed with Ministers);
- monitors the performance of the TRA against the corporate and business plan objectives and KPIs;
- ensures there is an effective governance and internal control framework in place;
- monitors and assures strategic, reputational and corporate risk;
- agrees the risk appetite for the TRA; and
- ensures the TRA complies with all statutory and administrative requirements on the use of public funds.

The Board will formally approve the following:

- the corporate plan;
- the annual business plan;
- the annual governance statement;
- the annual report; and
- the TRA scheme of delegation.

The Chair's responsibilities in relation to the Board can be found in the TRA/DBT Framework Agreement.

Committees of the TRA

There will be an Audit and Risk Assurance Committee and a Remuneration Committee established by the Board. Committee chairs will provide full feedback to the Board after each meeting to enable effective decision-making and assurance. Formal delegation of decision-making can be found in the TRA scheme of delegation.

² [HMT and Cabinet Office Corporate Governance Code of Good Practice 2017](#)

Meetings

The quorum for Board meetings will be the Chair of the meeting plus four other Board members. Where practicable there should be more non-executive members than executive members. Board meetings will be chaired by the Chair of the TRA or, in their absence, the Senior Independent Director.

In the event of a decision where a consensus cannot be reached, a vote will be taken. All members will have voting rights, with the casting vote in the event of a tie resting with the Chair.

The Chair or Chief Executive may invite any official of the TRA required to assist with issues for discussion. If others wish to attend, they should advise the Chair in advance of the meeting.

If Board members are not able to attend a meeting, they must send their apologies in advance to the Board Secretariat. A Board member must not be absent from more than two consecutive meetings without the prior agreement of the Chair.

The TRA Chair will annually, by the end of each March, determine the dates, times and places of Board and Committee meetings for the following year. The Board should meet at least four times in each year, with an additional day for strategic planning.

The locations for Board meetings will usually be Reading and London, with at least one meeting per year held in either Wales, Northern Ireland or Scotland.

The Chair may re-arrange the date, time and place of any ordinary Board meeting, convene an additional meeting or cancel any meeting where there are no matters for decision or discussion.

Attendance

At the discretion of the Chief Executive and the Chair, the Board should routinely be attended by:

- The members of the TRA's Executive Committee (ExCo)
- A senior representative of the DBT

Agenda and minutes

An agenda for each Board meeting will be sent at least seven days before the date of the meeting or, in the event of urgency, at the earliest opportunity. The Board Secretary will maintain a list of future agenda items for the year ahead.

The Board Secretary or another person present will take the minutes of the meeting and record all Board decisions. The minutes of each meeting should be confirmed as a correct record at the next meeting and published on the TRA gov.uk page (subject to the exclusion of confidential information).

The Board should review the terms of reference for the Board and each of its Committees annually, to ensure their continued effectiveness.

Declaration of Interest

If a Board member has a personal interest in any agenda item, they should notify the Chair (or the Senior Independent Director in the case of the Chair having an interest) in advance of the meeting and declare the nature of the interest at the meeting before the matter is discussed.

In accordance with the provisions of the Code of Conduct (see below), the Chair will decide whether the Board member may remain present at the meeting for the discussion on that item and any decision taken. The minutes of the meeting should record the declaration of interest, its nature and whether the individual concerned left the room for the discussion.

Conduct

The Chair, members of the Board and members of Committees must, in carrying out their respective responsibilities, work to the highest personal and professional standards and will:

- follow the [“Seven Principles of Public Life”](#) set out by the Committee on Standards in Public Life;
- follow the principles set out in the [Cabinet Office Code of Conduct for Board Members of Public Bodies \(“Code”\)](#); and
- be expected to endorse and exemplify the TRA values of integrity, expertise, transparency and inclusion.

When handling information either provided or created in the course of the TRA’s work, members must comply with the TRA’s information security policies, procedures and guidance and ensure that the confidentiality of the information is maintained and that it is protected from unauthorised disclosure or access.

Members should take care not to discuss or comment on potential or ongoing investigations in public, including via social media, without the prior agreement of the TRA.

Members should raise any concerns that they have about the propriety of the Board, any member or the Chief Executive confidentially with the Chair. Members should raise any concerns that they have about the propriety of the Chair with the Senior Independent Director.

Transparency

The TRA is committed to openness and transparency in relation to the conduct of its affairs and is subject to the provisions of the Freedom of Information Act 2000. Information about the Board and its committees can be found on TRA gov.uk page. Members must act in accordance with TRA guidelines and policies relating to these matters.

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