

Ofqual Governance Framework

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Introduction

1. The Office of Qualifications and Examinations Regulation (Ofqual) is a non-ministerial government department established under the Apprenticeships, Skills, Children and Learning Act 2009 (the Act). The Act sets out the following objectives for Ofqual:
 - The qualifications standards objective is to secure that—
 - regulated qualifications give a reliable indication of knowledge, skills and understanding, and
 - regulated qualifications indicate —
 - (i) a consistent level of attainment (including over time) between comparable regulated qualifications, and
 - (ii) a consistent level of attainment (but not over time) between regulated qualifications and comparable qualifications (including those awarded outside the United Kingdom) which are not qualifications to which this Part applies.
 - The assessments standards objective is to promote the development and implementation of regulated assessment arrangements which—
 - give a reliable indication of achievement, and
 - indicate a consistent level of attainment (including over time) between comparable assessments.
 - The public confidence objective is to promote public confidence in regulated qualifications and regulated assessment arrangements.
 - The awareness objective is to promote awareness and understanding of—
 - the range of regulated qualifications available,
 - the benefits of regulated qualifications to learners, employers and institutions within the higher education sector, and
 - the benefits of recognition under section 132 of the Act to bodies awarding or authenticating qualifications to which this Part applies.
 - The efficiency objective is to secure that regulated qualifications are provided efficiently and in particular that any relevant sums payable to a body awarding or authenticating a qualification in respect of which the body is recognised under section 132 of the Act represent value for money.

2. The Act sets out the duties that must be met and the powers that may be exercised by Ofqual in seeking to meet these objectives. Schedule 9 of the Act sets out arrangements for Ofqual's governance.
3. The above legislation enables Ofqual to exercise its role and responsibilities to act as the guardian of qualification and assessment standards, and to champion fairness for students and apprentices. Ofqual is committed that the interests of students and apprentices will shape the approach and decisions the organisation will take.

Corporate Governance

4. The Board as a whole has a responsibility to ensure that Ofqual complies with its statutory responsibilities as set out in the Act, all other relevant legislation and government accounting rules in relation to its use of public funds. The Board is entrusted with public funds and therefore has a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of its business and, wherever possible, following a policy of openness and transparency in the dissemination of its decisions.

Collective responsibility of the Board

5. The Board will act on a collective basis. As the body charged with governing Ofqual's strategic direction, the Board will abide by the following principles:
 - The Board will operate on the principles of collective responsibility, support and respect.
 - Members will be provided with all information necessary to ensure vigorous debate and effective decision making. Members may request any additional information they deem necessary to ensure that the decision-making process is sufficiently well informed and robust.
 - Board Members should speak with one voice in public on Ofqual matters. Board Members should not make press statements in respect of Ofqual's affairs without the permission of the Chair (or in the absence of the Chair the Deputy and/or the Chief Regulator). Briefing and assistance for Board Members making public statements will be provided. Nominated Board Members (other than those who disagreed with a decision) may be asked to present and articulate specific decisions of the Board to an appropriate audience.

- Decisions of the Board will normally be reached by consensus and only in exceptional circumstances should a formal vote be necessary. All decisions of the Board will be recorded. Minority views will not normally be made public although, if a vote is necessary, the outcome of that vote will be recorded in the Board minutes.
- If a Board Member resigns as a result of a disagreement with a Board decision, they may state the basis for the disagreement but may not publicly disclose the views of other Board Members.

The Board

6. The Act states that the Board consists of:
 - the Chair
 - between 7 and 12 Members appointed by the Secretary of State in consultation with the Chair (ordinary Members). The Board may appoint one of the ordinary Members as Deputy to the Chair (the Deputy)
 - the Chief Regulator of Ofqual (who is also the Chief Executive of Ofqual)
7. The Chair and ordinary Members will hold and vacate office in accordance with the terms of their appointment.
8. The Chair and ordinary Members may resign from office at any time giving written notice to the Secretary of State.
9. The Secretary of State may remove the Chair or an ordinary Member from office on either of the following grounds:
 - inability or unfitness to carry out the duties of office
 - absence from Ofqual's meetings for a continuous period of more than 6 months without Ofqual's permission
10. Before removing an ordinary Member from Office, the Secretary of State must consult the Chair or Deputy.
11. There is an expectation that Board Members will serve on at least one Board Committee.

The Chair

12. The Chair has a specific responsibility for providing effective strategic leadership of the organisation with a particular responsibility for:

- leading the Board in developing a strategy for discharging its statutory duties
 - promoting the efficient and effective use of staff and other resources
 - being an effective representative of Ofqual and its Board both internally and externally
 - encouraging high standards of propriety
 - ensuring that Board Members are aware of their duties, rights and responsibilities and that a code of practice for Board Members is in place
 - providing for the induction, training, objectives and assessment of individual Board Members and succession planning for the Board as a whole
 - working continuously to improve the performance of the Board
13. Close and regular liaison on a range of matters between the Chair and the Chief Regulator and other senior staff of the organisation is essential. An effective working relationship between the Chair and the Chief Regulator is of key importance to the wellbeing of the organisation and to the efficient progress of business. It is through this relationship that the balance will be maintained between the need for the Chief Regulator to exercise their responsibility to manage the organisation and the need to ensure the Chair is aware of, and supportive of, the line taken on significant or potentially contentious issues.

The Deputy

14. The Board may appoint one of the ordinary Members as Deputy Chair (the Deputy).

The Chief Executive/Regulator

15. The Chief Regulator of Qualifications and Examinations is also the Chief Executive of Ofqual. The role encompasses:
- leading Ofqual in acting as the authoritative independent regulator of assessment standards in England
 - acting as a public face of Ofqual, representing Ofqual to the public, ministers and Parliament
 - leading the public debate in relation to the objectives of the organisation, particularly the maintenance of standards

- playing a leading role in the formation of links with stakeholders, particularly the recognised awarding organisations
 - acting as a point of contact between Ofqual, ministers and Parliament
 - the overall management, organisation and staffing of the organisation
 - external representation of the organisation as agreed with the Chair
 - financial and other practices and procedures including conduct and discipline
 - through personal leadership and example, promoting the values underpinning Ofqual
 - coordination and implementation of policies and actions endorsed by the Board
16. The Chief Regulator is designated as Accounting Officer by HM Treasury. Although the Accounting Officer is a member of the Ofqual Board, he or she also has a direct and personal fiduciary duty to Parliament to ensure that Ofqual's resources are managed and used in line with Parliament's expectations and with the 4 Accounting Officer standards of regularity, propriety, value for money and feasibility as set out in 'Managing Public Money' (Annex F). It follows too that he or she is directly and personally accountable to Parliament for the use of Ofqual's resources.
17. Where the Board proposes to take forward initiatives or plans which, in the Accounting Officer's view, conflict with these standards, he or she should vote against any such proposal; it is not sufficient to abstain. In circumstances where, after further consideration, the Chair or Board is minded to pursue a course inconsistent or in conflict with the standards described above, then the Accounting Officer should make his or her reservations clear in writing. If the Board is still minded to proceed, the Accounting Officer should then:
- seek a written direction from the Board to carry out the proposal
 - proceed to implement without delay
 - as a matter of courtesy, notify the Department for Education that HM Treasury will be notified
 - copy the relevant papers to the Comptroller and Auditor General (C&AG) and the Treasury Office of Accounts (TOA) promptly. The C&AG will

normally draw the matter to the attention of the PAC, who will attach no blame to the Accounting Officer

- arrange for the existence of the direction to be published, no later than in the next report and accounts, unless, for sound public interest or commercial reasons, the matter should be kept confidential.

The General Counsel

18. The General Counsel is Ofqual's senior legal adviser and gives legal advice to the Board and Committees.
19. The General Counsel is entitled to direct access to the Board and Committees and may at his or her discretion give legal advice during or outside meetings.

The Finance Director

20. The postholder that carries the role of Finance Director fulfils the role of Finance Director as envisaged by *Managing Public Money* and gives advice to the Board and Committees on finance and related matters.
21. The Finance Director is entitled to direct access to the Board and Committees and may at his or her discretion give relevant advice during or outside meetings.

The Board Secretary

22. The Board Secretary is responsible for convening meetings, recording those meetings and advising on procedure.
23. The Board Secretary may offer advice during a meeting when questions of procedure are under discussion and shall intervene where they judge that the Board or the Chair may be at risk of breaching its own procedures for the conduct of business.
24. The Board Secretary will:
 - ensure the smooth running of the activities of the Board and its Committees
 - facilitate good information flows between the Board and members of staff
 - provide impartial information and guidance on Board procedures and corporate governance
 - facilitate the induction and professional development of Board Members
 - facilitate the urgency and electronic business procedures

25. The Chair, Board Members and members of any Committee or Sub-Committee will have access to the Board Secretary for advice and assistance.
26. The Board Secretary will maintain a Register of Interests and a Register of Gifts and Hospitality for Members of the Board and members of Committees, Sub-Committees and Joint Committees and Joint Sub-Committees. The Registers, extracts of which will be published on the Ofqual website, list declarations by Board Members of:
 - financial interests
 - personal interests
 - gifts and/or hospitality offered by or received from outside bodies and arising from the Member's position on the Board

Executive attendance at meetings

27. Members of the Executive and the Finance Director will normally attend meetings of the Board. On occasion non-board members may be asked to withdraw from the meeting for specific items of business. Other members of staff may be requested to attend meetings of the Board to support the consideration of specific items of business.

Committees and Sub-Committees

28. The Board may establish Committees and any Committee so established may establish Sub-Committees. Board Committees and Sub-Committees may be established permanently or on a time-limited basis, for example to undertake a specific review. Only the Board or Committee of the Board that established the Committee or Sub-Committee respectively may wind up that Committee or Sub-Committee. Membership of any Sub-Committee so established should be reported back to the Board for it to note.
29. Any Committee or Sub-Committee established will report back regularly on its work to the Board or Committee that established it.
30. Membership of Committees and Sub-Committees must include at least one member of the Board or Ofqual's staff. The membership of a Committee of the Board may include persons who are not Board Members. The membership of a Sub-Committee may include persons who are not members of the Board Committee or of the Board.
31. Appointments to Board Committees and Sub-Committees will typically be for a period of up to 3 years or, in the case of Members of the Board, until the Member's appointment to the Board expires. Appointments are renewable where appropriate.

32. The Board may make arrangements for the payment of such remuneration and allowances as it thinks fit to any person who is a member of a Board Committee or Sub-Committee but is not a Board Member or a member of Ofqual staff.
33. Membership of Committees, including the identification of a Chair of such Committees, will be proposed by the Chair of the Board and agreed by the Board. Membership of Sub-Committees, including the identification of a Chair, will be proposed by the Chair of the Committee, in consultation with the Chair of the Board, and agreed by the Committee. Terms of reference for Committees and Sub-Committees will be agreed in the same way. The Committee with the responsibility for Audit should include at least one member with financial/accounting/auditing experience. The Committee with responsibility for People, Resources and Finance should include at least one member with experience in human resources or another people profession.
34. The Chair of a Board Committee or Sub-Committee must be a Member of the Board.
35. The Board may delegate any of its functions to the Chair, another Board Member, a Committee or Sub-Committee.
36. If the Chair is not a member of a Committee or Sub-Committee they have the right of attendance at any meeting of that Committee or Sub-Committee in an observatory capacity. The Chair will not be entitled to vote on any matter before that Committee or Sub-Committee unless they are a member.
37. Chairs of Board Committees and Sub-Committees may meet as a group to discuss matters of mutual interest. If such a meeting is required a request should be made to the Board Secretary who will make arrangements. The Chair and Deputy will be invited to any such meeting.
38. The Board Secretary will maintain a Register of Interests for Committees and Sub-Committees. The Register will be shared with Committee or Sub-Committee members at each Committee or Sub-Committee meeting. All Committee and Sub-Committee members should ensure that they comply with rules for dealing with conflicts of interest at Annex C, Appendix 4.
39. The Board has established a number of permanent Committees which are detailed at Annex D. These are in the main advisory Committees, apart from where the Terms of Reference make clear that a Committee has a decision-making role. For the avoidance of doubt, these are:
 - a. For all Committees:

- i. any functions delegated to it by the Board
 - b. For the Audit and Risk Assurance Committee:
 - i. approving the annual Internal Audit Plan and any in-year changes to it
 - ii. Recommending to the full Board the approval of the Annual Report and Accounts
 - c. For the Technical Committee:
 - i. urgent decisions related to policy and technical proposals that would ordinarily fall to the Board and which cannot reasonably be postponed until the next scheduled Board meeting
 - ii. any decisions specifically delegated to the Committee by the Board
 - d. For the Enforcement Committee:
 - i. whether Ofqual should take any one or more courses of enforcement action
 - ii. if it does decide that enforcement action should be taken, any other decisions that are required in relation to it
- 40. The Board must at least once in any 5-year period review its committee structure and the scope of each Committee's activities.

Joint Committees and Sub-Committees

- 41. The Board may establish a committee jointly with any other person; any such committee will be known as a Joint Committee.
- 42. Any Joint Committee established may establish a Sub-Committee, any sub-committee will be known as a Joint Sub-Committee.
- 43. Any Joint Committee or Joint Sub-Committee established will report back regularly on its work to the Board or Joint Committee that established it.
- 44. Membership of Joint Committees and Joint Sub-Committees must include at least one member of the Board or Ofqual's staff. The membership of a Joint Committee may include persons who are not Board Members. The membership of a Joint Sub-Committee may include persons who are not members of the Joint Committee or of the Board.

45. Appointments to Joint Committees and Joint Sub-Committees of the Board will be for a period of up to 3 years or, in the case of Members of the Board, until the Member's appointment to the Board expires. Appointments are renewable where appropriate.
46. The Board may make arrangements for the payment of such remuneration and allowances as it thinks fit to any person who is a member of a Joint Committee or Joint Sub-Committee but is not a Board Member or a member of Ofqual staff.
47. If the Chair is not a member of a Joint Committee or Joint Sub-Committee they have the right of attendance at any meeting of that Committee or Sub-Committee in an observatory capacity. The Chair will not be entitled to vote on any matter before that Joint Committee or Joint Sub-Committee unless they are a member.
48. The Board Secretary will maintain a Register of Interests for Ofqual members of Joint Committees and Joint Sub-Committees. The Register will be shared with Ofqual members of Joint Committee or Joint Sub-Committee at each meeting. All Ofqual Joint Committee and Joint Sub-Committee members should ensure that they comply with the rules for dealing with conflicts of interest at Appendix 4.

Management of the Board's work programme

49. Effective corporate governance requires that Board Members abide by certain principles when making their own contributions to Board business, including:
 - working co-operatively with fellow Board Members in Ofqual's best interests
 - reaching a view on issues based upon proper and impartial consideration of the facts presented and not on the basis of predetermined or partisan views
 - supporting corporate decisions whatever one's personal view on the matter under discussion
 - respecting any decision of the Board that an item of business should remain confidential
 - declaring any potential conflict of interest arising from discussions of business or from other aspects of membership

50. Planning and management of the Board's business are matters for the Chair, working closely with the Chief Regulator and the Board Secretary.
51. All Board Members will contribute to the effectiveness with which the Board carries out its business by:
 - playing a full and active role in Board meetings
 - regular attendance at formal and informal meetings of the Board
 - being adequately prepared for meetings
 - respecting the Chair's authority in respect of the management of meetings
52. The Board must work within the delegated framework and the agreed rules which it has set. Some basic procedural rules are set out at Annex A to this framework. These cover such matters as rules of procedure for meetings of the Board and any Committees, Sub-Committees or Joint Committees including convening of meetings, quorum, voting, declarations of interest and the publication of papers. It is the responsibility of the Chair of each forum, guided by the Board Secretary, to ensure that these procedural rules are adhered to.

Delegations

53. The Board may delegate any of its functions to a Committee, Joint Committee, the Chair, the Chief Regulator or a member of Ofqual's staff. Any such delegation will be recorded as a formal resolution of the Board. Regardless of any delegation the Board remains ultimately accountable for and must take corporate responsibility for action taken.
54. A Board paper may ask for the final decision, or an aspect of a decision, to be delegated to the Chief Regulator, either alone or jointly with the Chair. Such delegations may be subject to the completion of some final pieces of work. When the decision required is strategic, long term or complex in nature they will usually be delegated to the Chief Regulator in consultation with the Chair. Decisions of an operational nature will usually be to the Chief Regulator alone.
55. The Board will have the opportunity to review and adjust these delegation requests when it considers the paper requesting the delegation. Any person to whom it is proposed to make a delegation should be consulted before the board paper is finalised.
56. When the Chief Regulator is absent from the office for a period of time the Chief Regulator may delegate their functions to another member of the Executive, normally the Deputy Chief Regulator. This delegation will be

recorded and reported to the Chair. In the absence of the Chief Regulator any action delegated to them may be carried out by the person acting in that role.

57. The Board delegates to the Chief Regulator, in consultation with the Chair, as appropriate, the discharge of all statutory functions other than:
 - any matter reserved to the Board (Annex B)
 - any matter delegated to a Committee, Sub-Committee, or Joint Committee of the Board or to designated member or members of Ofqual staff
58. The Chief Regulator, in consultation with the Chair, may delegate the discharge of some of the functions of Ofqual to one or more members of staff. The Board Secretary will keep a list of such delegations.
59. The Board may make delegations or vary, revoke or add to existing delegations. Any delegation made by the Board may be limited or made subject to any conditions, for example, the Board may delegate a function only for a limited period of time or for a particular matter.
60. The Board may discharge a function itself even though it has delegated the discharge of that function.
61. The Board delegates to each Board Committee the discharge of those functions that fall within their respective terms of reference other than any matter reserved to the Board. The Board may instruct staff, or a Board Committee, as to how to exercise a delegated authority.
62. Unless the Board imposes a condition to the contrary, a Board Committee or a Joint Committee may delegate the discharge of a function to a Sub-Committee or Joint Sub-Committee subject to any conditions imposed by that Committee.
63. The Board authorises the Chief Regulator to sign contracts or other documents on behalf of Ofqual and to delegate this authority to one or more members of Ofqual staff.

Removal of the Chair and Chief Regulator

64. The Chair and Chief Regulator may only be removed from office by the Secretary of State or His Majesty respectively on either of the following grounds:
 - (a) inability or unfitness to carry out the duties of office
 - (b) absence from Ofqual's meetings for a continuous period of more than 6 months without Ofqual's permission

The Board does not therefore have the statutory power to remove the Chair or Chief Regulator from office. In the event that either of the grounds for removal are met, the Board may however make a submission to the Secretary of State asking him/her to remove the Chair or to petition His Majesty for the removal of the Chief Regulator as appropriate.

Code of Conduct

65. Board Members, members of Committees and Sub-Committees, and Ofqual members of Joint Committees and Joint Sub-Committees will comply with the Code of Conduct for Members of the Board as set out at Annex C.

Reviewing the Board's performance

66. The Board will review its own performance and that of its Committees regularly. A summary of the findings will be included in Ofqual's Annual Report and Accounts.
67. The Chair will review the performance of all Board Members regularly. The Chair's performance will be reviewed annually by an appropriate process, including feedback from ordinary members.

Review of the Governance Framework

68. This Governance Framework will be reviewed as and when required by the Board, but at least once every 3 years.

Annexes

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| Annex A | Rules of procedure for meetings of the Board |
| Annex B | Matters reserved to the Board |
| Annex C | Code of Conduct for the Board |
| Annex D | Permanently established Board Committees |
| Annex E | Scheme of Delegation |
| Annex F | Responsibilities of Accounting Officer |

Annex A – Rules of procedure for meetings of the Board

Introduction

1. The Office of Qualifications and Examinations Regulation (Ofqual) came into being on 1st April 2010 under the provisions of the Apprenticeships, Skills, Children and Learning Act 2009 (The Act) as amended. Ofqual is a non-ministerial government department.

Frequency of meetings

2. The Board shall meet at least 4 times in each financial year. The period between any 2 consecutive meetings of the Board shall be no greater than 4 months.
3. An emergency meeting of the Board may be called by the Chair or the Chief Regulator where in their opinion an urgent matter has arisen or following receipt of a written request to the Board Secretary, signed by at least 2 Board members, setting out the reason why an emergency meeting is required.
4. The Board may also hold development and strategy events. The purpose of such events will be to provide an opportunity to reflect more thoroughly on strategy and key issues and also to develop its working practices.

Location of Board meetings

5. Board meetings will usually be held in Coventry but may on occasion be held elsewhere. Meetings may be held by way of video conference, telephone or any communication technique that allows all persons participating in the meeting to participate effectively.

Notice of meetings

6. Board meetings will normally be called well in advance and, in any event, with a minimum of 5 clear working days' notice. A Board meeting may exceptionally be called at less than 5 clear working days' notice. Notice of a Board meeting will be given to Board members in writing (including by email). Failure to receive notice of a Board meeting will not invalidate that Board meeting or any business transacted at it.
7. By the end of each calendar year, the Board Secretary will propose, for the Board's approval, a schedule of meetings of the Board and any Committees currently established for the financial year commencing the following April.

Agenda and papers

8. The agenda and papers for Board meetings will normally be circulated at least 5 clear working days in advance of the meeting.

9. The papers for each meeting shall normally comprise:
 - an agenda drawn up by the Board Secretary in consultation with the Chair and Chief Regulator which shall indicate the matters to be discussed at the meeting
 - a copy of the draft minutes of the last Board meeting
 - such other supporting documents and information relevant to the matters to be discussed as the Chief Regulator may think appropriate
10. Non-receipt of papers by individual Board Members does not invalidate a Board meeting or any business transacted at that meeting.
11. Where a meeting of the Board is called at short notice the Board Secretary shall distribute notice of the meeting and the papers relating to the business to be transacted at the earliest practical opportunity. Papers may be distributed by email.
12. With the permission of the Chair, papers may exceptionally be tabled at a Board meeting or circulated after the agenda.

Executive attendance at meetings

13. Members of the Executive and the Finance Director will normally attend meetings of the Board. On occasion non-board members may be asked to withdraw from the meeting for specific items of business. Other members of staff may be requested to attend meetings of the Board to support the consideration of specific items of business.

Other attendees at meetings

14. The Board may invite other individuals to attend meetings of the Board, for example the Board may wish to hear a particular stakeholder's point of view on a matter. The invitation may be for the entire meeting or for a specific item(s); the invitee is not obliged to attend. Any individual attending a Board meeting in this capacity will not be entitled to vote and may be asked to withdraw from the meeting at any point.

Quorum

15. Any decision made by a properly constituted Board satisfying the requirements of these procedure rules shall be deemed to be a decision made by the Board.
16. In order to ensure that there has been proper input to, and scrutiny of, decisions it is necessary to have a quorum for meetings of the Board. The quorum for meetings of the Board shall be 40% of the Board Members

appointed at that time; when calculating this figure any fractions should be rounded down.

17. If a Board member cannot participate in a discussion and/or voting on any matter as a result of a declaration of interest (see the Code of Conduct for Members of the Board) they will not count in the quorum for that item.
18. If a quorum is not available for the discussion of any matter(s) this will be recorded in the minutes and the decision made will be ratified at the next quorate meeting of the Board.
19. If a Board meeting becomes inquorate during the course of the meeting, any decisions made will be ratified at the next quorate meeting of the Board. If those Members present at an inquorate meeting determine that a decision that falls to be taken by that meeting is of such significance that the decision should be taken by a quorum, that decision may be taken under the deferred decision provision at paragraphs 32 to 34 below.
20. All or any of the Board Members may participate in a Board meeting by video conference, telephone or any communication technique that allows all persons participating in the meeting to participate effectively. Board members participating in this manner will be deemed to be present at the meeting and shall be entitled to make decisions and to vote and be counted in the quorum.
21. Written comments on agenda items submitted by a Board member who is absent may be circulated to those Board Members that are present and read out at an appropriate point in the meeting. This provision does not apply to Members who are not permitted to participate in a matter as a result of the declaration of a conflict of interest.

Chair

22. If present, the Chair will preside over all Board meetings.
23. In the absence of the Chair, whether this be temporarily on the grounds of a declared conflict of interest or otherwise, the Deputy will chair the meeting.
24. In the event that both the Chair and Deputy are absent and the Chair has not nominated a Board Member to chair the meeting, a Board Member, chosen from among those present, will chair the meeting. In the event that this is necessary the Board Secretary will seek a nomination for Chair from among those present that Members must agree on.
25. It is the responsibility of the Chair or Member presiding at the meeting to:

- ensure that adequate views are sought in order to make informed decisions
- determine all matters of order, competency and relevancy
- decide which matters are or are not out of order in terms of the meeting
- determine whether a vote is required and how it is carried out in accordance with paragraphs 29 to 31 below
- maintain order in the meeting
- adjourn the meeting, if necessary, for whatever period of time they believe is appropriate

Conflict of interest

26. All Board Members must comply with the procedure for conflicts of interest set out in the Code of Conduct for Members of the Board at Annex C to the Governance Framework.

Order of business

27. The normal order of business at every meeting of the Board shall be:
- (i) where the Chair and Deputy are both not present and the Chair has not nominated a Board Member to chair the meeting, to select a Member to chair the meeting
 - (ii) to receive any apologies for absence
 - (iii) to consider any declarations of interest
 - (iv) to receive, modify (if necessary) and approve as a true and accurate record the minutes of the previous Board meeting; once approved the minutes will be signed by the Chair
 - (v) to deal with any matters arising from the minutes of the previous Board meeting in the order in which they appear
 - (vi) to receive a report on any urgent decisions taken between meetings
 - (vii) to consider such business as is set out on the agenda for the meeting
 - (viii) to receive reports and recommendations from any Committee, Sub-Committee, Joint Committee or Joint Sub-Committee of the Board
 - (ix) to consider if the open Board papers may be published

(x) to consider, at the discretion of the Chair, any items of other business

(xi) any matters presented to the Board for information only

28. The order of business may be varied by resolution of the Board at the Chair's discretion.

Voting

29. Decisions of the Board will normally be made by consensus rather than by formal vote. Failing consensus, decisions will be made by a vote when:

- the Chair (or in the Chair's absence the Deputy or Member acting in that capacity) feels that there is a body of opinion among Board Members at the meeting that disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged
- a Board Member who is present requests that a vote be taken and this is supported by at least one other Board Member
- the Chair feels that a vote is appropriate

30. If a vote is taken, the number voting for, against and any abstentions shall be recorded in the minutes. The Chair will cast his/her vote at the same time as the Board. Voting shall normally take place by a show of hands or such other means of assent or dissent as the Chair deems appropriate.

31. In the event of an equality of votes, the Chair shall have a second and casting vote. The decision will be carried by a simple majority. The Chair's ruling as to the outcome of such a vote shall be final.

Deferral of decision

32. Any Board Member may propose to defer a decision on an agenda item in order that the Board can be provided with additional information to support the taking of that decision, or for any other reason. If this is agreed, the decision to defer the taking of the decision, together with the reason for doing so, will be recorded in the minutes of the meeting together with a proposed timescale for returning the matter to the Board for consideration.

33. A deferred decision may be taken through email correspondence outside of the Board meeting, where this is agreed in the meeting.

34. All deferred decisions taken between Board meetings will be reported on and reflected in the minutes of the Board meeting subsequent to the decision being taken.

Urgency

35. During the course of Ofqual's business, matters may arise between scheduled Board meetings that require urgent Board approval or discussion and cannot be postponed until the next convened Board meeting. Where decisions that would ordinarily be taken at Board meetings have to be made on an urgent basis they may be taken by the Chair, in consultation with the Chief Regulator. A decision taken under this provision will be reported at the next Board meeting together with an explanation of the reasons for urgency. The decision will be recorded in the minutes of the Board meeting to which it is reported.
36. If the Chair and the Chief Regulator consider the urgent decision to be of a significant nature they will request the Board Secretary to arrange for the matter to be decided or discussed via electronic business or at an emergency Board meeting. The Board Secretary will be instructed to convene such a meeting.
37. In the case of a decision made by electronic business, in order for a recommendation to be approved:
 - a response must be received from at least 40% of the Board Members appointed at that time; when calculating this figure any fractions should be rounded down
 - a majority of the responses received must be in favour of the recommendation

The procedure for taking decisions by electronic business is at Appendix 1 to this document.

38. If the Chair is unavailable, then the views of the Deputy will be sought on the matters at paragraphs 35 and 36 above. Similarly, if the Chief Regulator is unavailable then the views of the Deputy Chief Regulator will be sought in their absence.

Governance and records

39. Any point of order alleging a breach of these procedure rules shall be heard immediately. The Chair's ruling on the point of order shall be final.
40. The Board Secretary or their representative will be present at meetings of the Board and any meetings of a Committee, Sub-Committee, Joint Committee or Joint Sub-Committee of the Board to advise and record any decisions made. If the Board Secretary or their representative is not present, no decision will be deemed to have been taken. The Chief Regulator and/or the Chair will agree any representative of the Board Secretary.

41. The Board Secretary shall be responsible for ensuring that the minutes of the meeting, including a record of any resolution passed by the Board and any Committee, Sub-Committee, Joint Committee or Joint Sub-Committee are retained. The Chair (or in the Chair's absence the Deputy or Board Member acting in this capacity) will be asked to agree the minutes before they are presented to the Board for approval at the next Board meeting.
42. Once approved by the Board the open minutes will be published on the Ofqual website. Open papers will be published on the Ofqual website after the Board meeting at which they were considered. At the end of each meeting the Board will be asked to confirm that the open papers may be published. Following each Board meeting papers will be reviewed by the Chief Regulator to identify any necessary redactions prior to publication.

Reserved matters

43. Those matters set out at Annex B to the Governance Framework are reserved to the Board for decision. This does not preclude other matters being referred to the Board for decision.
44. Where it is a matter of judgement as to whether a matter is reserved to the Board or not the Chair in consultation with the Chief Regulator (or in the absence of the Chair the Deputy) will determine whether the matter is reserved to the Board and should be referred to the Board.

Code of Conduct

45. Board Members will comply with the Code of Conduct set out at Annex C to the Governance Framework.

Application of Board procedure rules to Committees and Sub-Committees

46. These rules, where they can be appropriately applied, apply to all meetings of the Board, its Committees, Sub-Committees, Joint Committees and Joint Sub-Committees. These rules of procedure will not apply where the specific rules of procedure for the Committee or Sub-Committee already make provision for the activity to be undertaken and/or procedure to be followed at meetings of that Committee, Sub-Committee, Joint Committee or Joint Sub-Committee.

Appendix 1 – Procedure for electronic business

The Board Secretary will manage the process for electronic business set out below.

1. Papers will be produced for all items of electronic business clearly setting out the recommendations to the Board and options considered together with any supporting analysis necessary.
2. The Board Secretary will agree with the report author and the Chair a timeline for a decision to be taken. This will include sufficient time for the Board to read the report, seek clarification on the issues raised and to confirm their decision on the recommendations in the report.
3. The Board Secretary will circulate the report to the Board electronically and set out the timeline at 2 above. Questions or points of clarification should be directed to the Board Secretary who will arrange for a response to be drafted and circulated to all Board members in line with the agreed timeline.
4. Board members should confirm their decision on the recommendations in the report by the deadline indicated in the timeline. Once this deadline has passed the Board Secretary will confirm to the Board and report author the decision of the Board.
5. In order for a recommendation to be approved:
 - a response must be received from at least 40% of the Board Members appointed at that time; when calculating this figure any fractions should be rounded down
 - a majority of the responses received must be in favour of the recommendation

[These voting arrangements are as set out at paragraph 37 of the Rules of procedure for meetings of the Board.]

Annex B – Matters reserved to the Board

The following matters are reserved to the Board for decision.

1. Ofqual policy

- 1.1 Approval of Ofqual's strategy and forward programme of work.
- 1.2 Approval of major items of Ofqual policy that raise new issues of principle including:
 - standards
 - regulation of National Curriculum and Early Years Foundation Stage Assessments
 - approach to investigations of significant failings
 - regulatory frameworks for qualifications and National Curriculum and early years foundation stage assessments
 - principles for the recognition of awarding organisations and accreditation of qualifications
 - strategic approach to sanctions – for example, withdrawal of recognition, fee capping and fining
 - the Taking Regulatory Action policy
 - economic regulation strategy
- 1.3 Approval of the Ofqual communications strategy.
- 1.4 Approval of the strategy underpinning the general Conditions of Recognition and any significant change or amendment.
- 1.5 Matters of strategic importance that require public consultation and decisions arising from that consultation.
- 1.6 Ofqual's strategic regulatory approach.

2. Organisational issues

- 2.1 Approval of the annual budget and any material changes to it.
- 2.2 Approval of the annual report and accounts to Parliament.

2.3 Decisions to commence or defend significant litigation.

2.4 Approval of Ofqual's response to any significant external consultation of strategic importance to Ofqual.

2.5 Approval of any delegation in accordance with Ofqual's Governance Framework and the variation or rescinding of any such delegation.

3. Management issues

3.1 Approval of major changes to Ofqual's structure.

3.2 Determining the reward strategy for Ofqual.

3.3 Approval and strategic monitoring of Ofqual's Health and Safety policies.

3.4 Oversight of the capability/capacity of Ofqual to meet its statutory objectives, including the management of risk to meeting those objectives.

3.5 General oversight of the discharge by the Executive of Ofqual's business.

4. Contractual and other obligations with third parties

4.1 Approval of contracts in the ordinary course of business above £500,000 in the initial term.

4.2 Approval of any memorandum of understanding or formal agreements of strategic importance that Ofqual may enter into with a third party.

5. Financial reporting and controls

5.1 Review performance against Ofqual's strategy, objectives and budget and ensuring any corrective action is taken.

6. Board membership and other appointments

- 6.1 Appointment or removal of the Deputy if the Board determines that this appointment is necessary.
- 6.2 Appointment to or removal from Board Committees including identification of the Chair and the payment of such remuneration and allowances to any person who is a member of a Board Committee or Sub-Committee but who is not a Board Member or a member of Ofqual staff.
- 6.3 Appointment to or removal from any Joint Committee established including the payment of such remuneration and allowances as it thinks fit to any person who is a member of a Joint Committee or Joint Sub-Committee but is not a Board Member or a member of Ofqual staff.

7. Delegation of authority

- 7.1 Approval of terms of reference of Board Committees.

8. Governance

- 8.1 Undertaking regular reviews of the performance of the Board and Board Committees.
- 8.2 Approval and review of the Governance Framework other than technical changes which may be signed off by the Chair.
- 8.3 Approval and review of this schedule of matters reserved for Board decision.

9. Statutory

- 9.1 Anything that is by law reserved to the Board.

For the avoidance of doubt the following matters are explicitly delegated to the Chief Regulator:

- preparation and publication of statutory guidance
- a decision as to whether an adjustment should be made, and if so the size of that adjustment, to exam boards' predictions at one or more grade boundaries for

GCSE English language or GCSE mathematics, in light of the National Reference Test.

Annex C – Code of Conduct for Members of the Board

Introduction

1. This document sets out a code of practice for Members of the Board (the Board). Board Members must observe the Code of Conduct whenever they conduct business of the Board or act as a representative of it. This document supplements the Code of Conduct for Board Members of Public Bodies published by the Cabinet Office that can be viewed at:
<https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies>

Public service values

2. The Board will in its activities and actions at all times:
 - observe the highest standards of propriety through impartiality, integrity and objectivity in relation to the stewardship of public funds and the strategic leadership of Ofqual
 - maximise value for money by ensuring that Ofqual's functions are delivered in the most economical, efficient and effective way, within available resources and with independent validation of performance where appropriate
 - be accountable to Parliament for the activities of Ofqual, its stewardship of public funds and the extent to which key performance targets and objectives have been met
 - carry out its functions transparently and to follow best practice
3. The Board endorses and abides by the principles of public life as set out by the Committee on Standards in Public Life (the Nolan Committee) as set out and reproduced at Appendix 1 to this Code of Conduct.

Relationship with government

4. Communications from the Board to Ministers/Parliament will normally be through the Chief Regulator and, as appropriate, the Chair. Communications from Ministers/Parliament to the Board will normally be through the DfE sponsorship team.
5. The main point of contact between Ofqual and the DfE, and any other government department on day-to-day matters will normally be the Chief Regulator or other member of staff authorised to act on behalf of Ofqual.

The role of the Chair

6. The Chair has particular responsibility for providing effective strategic leadership on matters such as:
 - leading the Board in developing a strategy for discharging its statutory duties
 - promoting the efficient and effective use of staff and other resources
 - being an effective representative of Ofqual and its Board both internally and externally
 - encouraging high standards of propriety
 - ensuring that Board Members are aware of their duties, rights and responsibilities and that a code of practice for Board Members is in place
 - providing for the induction, training, objectives and assessment of individual Board Members and succession planning for the Board as a whole
 - working continuously to improve the performance of the Board
7. The Chair should ensure that the Board meets at regular intervals throughout the year, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Board Members.

Corporate responsibilities

8. Members of the Board have a duty to ensure that public funds are properly safeguarded and that at all times the organisation conducts its operations as economically, efficiently and effectively as possible with full regard to relevant statutory provisions.
9. Other important responsibilities of Board Members include:

- the discharge of Ofqual's duties under the Apprenticeships, Skills, Children and Learning Act 2009 as amended
- ensuring that high standards of corporate governance are observed at all times (see Appendix 2 – Six principles of good governance)
- establishing the overall strategic direction for Ofqual
- ensuring that the Board operates within the limits of its statutory authority and in accordance with conditions relating to the use of public funds
- overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets

Responsibilities of individual Board Members

10. Individual Board Members should also be aware of their wider responsibilities. These include the duty to comply at all times with this Code of Conduct (and any agreed modification to it) and with rules relating to the use of public funds; and to act in good faith and in the best interests of the organisation and its stakeholders. They should not use information gained in the course of their public service to promote their private interests. All Board Members should ensure that they comply with rules on the acceptance of gifts and hospitality set out at Appendix 3 to this Code and for dealing with conflicts of interest at Appendix 4. Board Members, except where expressly agreed or provided for, should not disclose to outside parties any closed working papers of Ofqual and its meetings.
11. Although any legal proceedings initiated by a third party are likely to be brought against Ofqual as a corporate entity, in exceptional cases proceedings may be brought against the Chair or other individual Board Members. However, individual Board Members who act honestly, and in good faith and without negligence will not have to meet any personal civil liability (including costs) which is incurred in execution or purported execution of their Board duties. The government will indemnify Board Members against claims in these circumstances.

Accountability to Parliament

12. Ofqual is responsible for providing Parliament with such information as may be requested concerning its policy decisions and actions. The Chair and/or Chief Regulator will aim to respond positively to any request to appear before an elected body. Appearance before Parliamentary Select is an essential element of demonstrating accountability.

Attendance at conferences and stakeholder events

13. All invitations to Board members to attend or speak at sector or stakeholder events should be referred to the Chief Regulator or in his/her absence the Deputy Chief Regulator for advice. Care will be taken to ensure that there is appropriate Board representation at events and that Board Members are properly briefed in advance of attendance.

Exit restrictions

14. On termination of office Board Members will return all property belonging to Ofqual. The duty of confidentiality owed by Board Members continues to apply after they have left office.

Application of Code to Committees, Sub-Committees, Joint Committees and Joint Sub-Committees

15. The rules set out in this Code and its appendices, where they can be appropriately applied, apply to all members of Committees, Sub-Committees, Joint Committees or Joint Sub-Committees of the Board who are not Members of the Board.

Appendix 1 – The seven principles of public life

The principles of public life apply to anyone who works as a public office holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the civil service, local government, the police, courts and probation services, NDPBs, and in the health, education, social and care services. All public office holders are both servants of the public and stewards of public resources. The principles also have application to all those in other sectors delivering public services.

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Appendix 2 – Six principles of good governance

1. Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users:
 - being clear about the organisation's purpose and its intended outcomes for citizens and service users
 - making sure that users receive a high-quality service
 - making sure that taxpayers receive value for money
2. Good governance means performing efficiently and effectively in clearly defined functions and roles:
 - being clear about the functions of the governing body
 - being clear about the responsibilities of non-executives and the Executive, and making sure those responsibilities are carried out
 - being clear about relationships between governors and the public
3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour:
 - putting organisational values into practice
 - individual governors behaving in ways that uphold and exemplify good governance
4. Good governance means taking informed, transparent decisions and managing risk:
 - being rigorous and transparent about how decisions are taken
 - having and using good-quality information, advice and support
 - making sure that an effective risk management system is in operation
5. Good governance means developing the capacity and capability of the governing body to be effective:
 - making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well
 - developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group

- striking a balance, in the membership of the governing body, between continuity and renewal
6. Good governance means engaging stakeholders and making accountability real:
- understanding formal and informal accountability relationships
 - taking an active and planned approach to dialogue with an accountability to the public
 - taking an active and planned approach to responsibility to staff
 - engaging effectively with institutional stakeholders

Appendix 3 – Procedure for the acceptance of gifts and hospitality

1. Board Members are expected to observe a high standard of personal integrity. In all cases where a gift, reward or item of hospitality is offered, accepted or declined, Board Members must advise the Board Secretary in order that the matter may be included in the Register of Gifts and Hospitality. Hospitality accepted should be in the interests of Ofqual and help further its objectives.
2. The guiding principles governing the acceptance of gifts and hospitality are that:
 - the conduct of Board Members should not foster suspicion of any conflict between their official duties and personal interests or advantage
 - Board Members should not accept a gift, reward or hospitality which would or might:
 - appear to place them under any obligation to the giver
 - compromise their impartiality
 - be improper
 - be more frequent or regular than would be regarded as normal or reasonable, taking into account the nature and value of the item
3. Any hospitality accepted should not be over-frequent or over-generous. Accepting hospitality frequently from the same organisation could lead to a perception that Ofqual is being influenced by the objectives of that organisation.
4. Any hospitality accepted should not appear lavish or disproportionate to the nature of the relationship Ofqual has with the provider. If the Board Member is in any doubt about the propriety of accepting a gift, reward or hospitality then it should be refused.
5. The principles set out above are not intended to stop Board Members from accepting for example:
 - an isolated gift of a trivial nature such as a diary or calendar
 - the occasional meal during the course of an official visit
 - tickets to cultural or social events if attendance is justifiable in the interests of Ofqual, for example where Ofqual has membership of or is affiliated to another organisation and is invited to attend its annual dinner

6. A distinction should be made between items offered as hospitality and those offered in substitution of fees for speeches or lectures or other work carried out in an official capacity. Offers of this kind may be accepted where reasonable and proportionate; if a Board Member is in any doubt if such hospitality is reasonable and proportionate they should seek the guidance of the Chair and/or Board Secretary.
7. The Register of Gifts and Hospitality will be made available on request.

Appendix 4 – Rules for dealing with conflicts of interest

1. All Board Members must declare any personal or business interests which may conflict with their responsibilities as Members of the Board.

Register of interests

2. The Board Secretary shall maintain a Register of Board Members' disclosable interests which shall be a public document and shall be reviewed from time to time to ensure that it remains accurate and up to date. Extracts from the Register will be published on Ofqual's website. The purpose of the Register is to ensure transparency in relation to any interests of Board Members, or of their spouses, partners and dependent children, that have the potential, or might be perceived as having the potential, to give rise to a conflict of interest.
3. For each Board Member the Register must contain details of any of the following held or carried by that Board Member, their partner and/or immediate family:
 - employment details for the Board Member including directorships and membership of directing bodies
 - details of any contracts to which the Board Member is party and which will result in remuneration or receipt of grant
 - names of any organisations in which the Board Member has a significant shareholding or other financial interest
 - details of any membership by the Board Member of a professional body, subject association or trade union
 - any other interests that the Board Member believes should be brought to the attention of Ofqual
4. It is the duty of each Board Member to declare to the Board Secretary any matter that is required to be included on the Register. If a Board Member is in doubt as to whether a particular matter should be declared, they should declare it and the Board Secretary (in consultation with the Chair if appropriate) shall decide whether it should be included on the Register.
5. A Board Member shall make a declaration of interests for the purposes of the Register immediately on taking up appointment as a Board Member, and shall subsequently declare any new matter that is required to be included on the Register as soon as possible after it arises.
6. Board Members may be required at any time to confirm to the Board Secretary that their current entries on the Register are accurate and up to date and the

Board Secretary will ask them to do so at least once in every year. Each Board member must sign a form to confirm the accuracy of their entry on the Register if requested to do so by the Board Secretary.

Declaration of conflicts of interest at meetings of the Board

7. Before any item is discussed at a Board Meeting each Board Member must disclose any conflict of interest that they believe may arise in relation to that item. If a Board Member is in any doubt as to whether a particular matter constitutes a conflict of interest that should be disclosed, they should disclose it.
8. The Chair (or in the absence of the Chair the Deputy or other Member acting in that capacity for the meeting in question) will decide if a matter disclosed by a Board Member amounts to a significant conflict of interest that would prevent that Board Member from participating in the discussion of the item under discussion. They may take advice from the Board Secretary and/or the General Counsel in deciding this.
9. Where the Chair (or in the absence of the Chair the Deputy or other Member acting in that capacity for the meeting in question) decides that any Board Member does have a conflict of interest and that interest is of such significance that the Member should not participate in the item under discussion that Member should withdraw from the meeting.

Annex D – Permanently established Board Committees

1. The Board has established 4 committees:
 - Audit and Risk Assurance Committee
 - People, Resources and Finance Committee
 - Technical Committee
 - Enforcement Committee
2. The terms of reference for these Committees are appended to this document.

Appendix 1 – Audit and Risk Assurance Committee – terms of reference

1. The Board has established an Audit and Risk Assurance Committee to support it in its responsibilities in terms of control, governance and risk management.

Membership

2. The Committee is appointed to by the Board and shall consist of at least 2 and no more than 4 Board members¹. One of the members shall be nominated by the Board to chair the committee. The Committee may co-opt external members who are independent of Ofqual's Board to fill any skills gaps.
3. Appointments are made for a period of up to 3 years or until the Member's appointment to the Board expires; whichever is the sooner. Appointments are renewable where appropriate.
4. The Chair of the Board may by virtue of paragraph 35 of the Governance Framework attend Committee meetings as an observer.
5. Alternates are not permitted.

Role

6. Promote the highest standards of propriety in the use of public funds by Ofqual, to be satisfied that arrangements are in place to encourage efficiency, effectiveness, proper accountability and value for money for the use of those funds.
7. Advise the Board on anything that affects the financial health, probity or external reputation of the organisation.
8. Ensure the system of internal controls of Ofqual complies with HM Treasury requirements.
9. Ensure the internal systems within the organisation promote a climate of financial discipline and internal control which will help to reduce the opportunity for financial mismanagement, will satisfy the Board that it will achieve its key objectives and targets and that the organisation is operating in a manner which will make most economic and effective use of resources available.

¹ The maximum number of Board members appointed to the Committee was temporarily increased to 5 by the Board on 23 September 2015. The increase allowed for a handover between new and retiring members and the number will revert to 4 on 1 April 2016.

10. Ensure that the identification of key risks that threaten the achievement of Ofqual's objectives is carried out and that a register of these risks is maintained.
11. Ensure that Ofqual has a strategy in place to manage risk including the identification of appropriate risk owners and the monitoring of the satisfactory operation of that risk management strategy.
12. Satisfy itself that arrangements are in place to raise the awareness of risk generally across Ofqual.
13. Challenge and hold the Executive to account on aspects of the Committee's role set out above as appropriate.

Duties

14. Review, and provide assurance to the Board as appropriate in relation to Ofqual's internal and external financial statements, reports and Annual Report and Accounts ensuring they reflect best practice, comply with appropriate guidance and are produced in a timely manner.
15. Provide an independent opinion and assurance to the Board as required on the adequacy of risk management by:
 - commenting on proposals for implementation of risk management and expressing an opinion on their overall adequacy
 - receiving reports concerning the effectiveness of controls in each area of major risk, including cyber security
 - commenting annually on the effectiveness of risk management activity in the organisation on the basis of audit reports received and the internal audit annual report
16. Review the nature and scope of external audit, consider external audit reports and management letters and ensure that the external auditor has the fullest co-operation of staff.
17. Consider, advise and provide assurance to the Board as required on its annual and long-term Internal Audit programme and consider Internal Audit reports reviewing the effectiveness of Ofqual's internal control systems.
18. Approve the annual Internal Audit Plan and any in-year changes to it. If the timings of meetings do not permit this the Chair, or in their absence the independent member, should agree such changes with the decision reported to the Committee at its next meeting.

19. Receive information on the performance of the internal audit service and consider its effectiveness in providing the required assurances and value for money.
20. Make recommendations to the Board in order that it may be assured that internal controls of the organisation are fit for purpose, effective and give value for money.
21. Review the operation of Ofqual's codes of practice for Board members and staff including the Register of Interests and Hospitality and Whistleblowing Policies.
22. Consider any matters referred by the Board, the Accounting Officer or internal audit service.
23. Review and receive assurance on the operation of policies on counter fraud/financial irregularity and any action taken under such policies.
24. Assess from time to time its own effectiveness and report its findings to the Board.

Access

25. A representative of any external provider of internal audit services and the representative of external audit will have free and confidential access to the Chair of the Audit and Risk Assurance Committee.

Meetings

26. The Committee shall normally meet 4 times a year. The Chair of the Committee may call additional meetings as s/he deems necessary.
27. A quorum shall be considered to be 2 members of the Committee.
28. Meetings of the Committee will normally be attended by the Chief Regulator (Accounting Officer), Finance Director, the officer responsible for Risk and the Board Secretary. Any other members of staff may be asked to attend meetings to assist it with its discussions on any particular matter.
29. A representative of the National Audit Office (NAO) and/or the provider to whom the external audit service is contracted, and representatives of the Internal Audit service will normally be in attendance.
30. The Committee may ask any or all of those who normally attend but who are not members of the Audit and Risk Assurance Committee to withdraw to facilitate open and frank discussion of particular matters.

31. The Committee will be provided with the opportunity to meet with the internal and/or external auditors, without members of staff present to discuss any issues of concern or interest.
32. The Committee will be provided with the opportunity to meet with staff, without internal and/or external auditors present, to discuss any issues of concern or interest.

Reporting

33. Minutes will be taken of each meeting of the Committee. The Committee will formally report back in writing, via its minutes, to the Accounting Officer and the Board after each meeting. The Chair of the Committee will present the minutes to the Board. Meetings of the Committee will be scheduled to allow this reporting mechanism to be achieved effectively.
34. The Audit and Risk Assurance Committee will provide the Accounting Officer and the Board with an Annual Report, timed to support finalisation of the Accounts and the Governance Statement, summarising its conclusions from the work it has carried out during the year.

Review

35. These terms of reference form part of the Ofqual Governance Framework and will be reviewed when that framework is reviewed.

Appendix 2 – People, Resources and Finance Committee – terms of reference

1. The Board has established a People, Resources and Finance Committee to support it with its responsibilities in relation to, human resources (HR), finance, information technology and security, and asset management.

Membership

2. The Committee is appointed to by the Board and shall consist of at least 2 and no more than 4 Board members; members should not be a member of the Audit and Risk Assurance Committee. One of the Board members shall be nominated by the Board to chair the Committee. One of the Board members nominated to the Committee shall be nominated by the Board as the Board sponsor for equality, diversity and inclusion.
3. The Committee may co-opt external members who are independent of Ofqual's Board to fill any skills gaps. Appointments are made for a period of up to 3 years or until the Member's appointment to the Board expires; whichever is the sooner. Appointments are renewable where appropriate.
4. The Chair of the Board may by virtue of paragraph 35 of this Governance Framework attend Committee meetings as an observer but may be temporarily co-opted as a Member of this Committee.
5. Alternates are not permitted.

Role

6. The role of the Committee is to consider, determine and advise the Board as required on HR issues, to include Ofqual's approach to its people related strategies, finance (both capital and revenue), including the robustness of forecasts and the delivery of value for money, information technology and security and asset management.
7. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any committee of the Board, or directly from any Board Member or member of staff of Ofqual.

Duties

8. The duties of the Committee shall be to:
 - monitor Ofqual's people strategies, and specifically its commitment to equality, diversity and inclusion

- monitor, review and provide assurance to the Board on the impact that working practices have on employee engagement and corporate culture
- ensure and provide assurance to the Board as required as to the good and efficient management of Ofqual's resources and operations
- ensure that financial and commercial considerations are taken into account by the Board in reaching and implementing its decisions
- check that appropriate advice regarding the delivery of value for money is tendered to the Ofqual Board on matters of financial propriety and regularity and more broadly on effective, efficient and economical administration
- advise, report and provide assurance to the Board on matters relating to commercial activity, finance and accounting
- monitor, review and provide assurance to the Board on the financial performance of Ofqual and its activities
- consider and recommend the annual budget for Ofqual to the Board
- review cash flow forecasts
- review the organisation's longer-term financial outlook beyond the immediate annual budget
- maintain a strategic overview of Ofqual's financial position
- provide sufficient information regarding the consistency of financial information to the Audit and Risk Assurance Committee to support its assurance of the annual report and accounts to the Board

Meetings

9. The Committee shall meet at least 3 times a year. The Chair of the Committee may call additional meetings as s/he deems necessary.
10. A quorum shall be considered to be 2 members.
11. Meetings of the Committee will normally be attended by the Finance Director, the Director People and Culture and the Board Secretary. Other members of Ofqual staff may be asked to attend meetings to assist it with its discussions on any particular matter.
12. The Committee may invite other individuals to attend meetings. The invitation may be for the entire meeting or for a specific item(s).

13. The Committee may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters.
14. The agenda and papers for meetings of the Committee will be circulated at least 5 clear working days in advance of the meeting. Papers may exceptionally be tabled at a Committee meeting or circulated after the agenda with the permission of the Chair of the Committee.

Reporting

15. Minutes will be taken of each meeting of the Committee. The Committee will normally report back in writing, via its minutes, to the Accounting Officer and the Board after each meeting. The Chair of the Committee will present the minutes to the Board. Meetings of the Committee will be scheduled to allow this reporting mechanism to be achieved effectively.

Review

16. These terms of reference form part of the Ofqual Governance Framework and will be reviewed when that framework is reviewed.

Appendix 3– Technical Committee – terms of reference

1. The Board has established a Technical Committee to provide technical and strategic advice in relation to the development of policy and technical proposals for regulated qualifications and the regulated qualifications market.

Membership

2. The Committee is appointed to by the Board and shall consist of at least 2 board members, which may include the Chair of the Board. The committee may co-opt external members who are independent of Ofqual’s Board to fill any skills gaps.
3. One of the members of the Board shall be nominated by the Board to chair the Committee.
4. The independent members are generally appointed to the Committee to bring particular expertise, and will usually be expected to attend only those meetings where their particular expertise is involved.
5. Appointments are made for a period of up to 3 years or until the member’s appointment to the Board expires, whichever is the sooner. Appointments are renewable where appropriate.
6. Alternates are not permitted.

Role

7. To consider, review, and advise the Ofqual Board on policy and technical proposals.

Duties

8. The duties of the Committee shall be to:
 - advise the Board on the proposals of Ofqual policy and to provide assurance that it is evidence based and informed by sufficient engagement and consultation and takes account of Ofqual’s commitment to diversity prior to its consideration by the Board
 - advise the Board on the internal and external factors which might affect the policy and technical decisions the Board are invited to take, and the Committee’s consideration of them
 - take urgent decisions related to policy and technical proposals that would ordinarily fall to the Board and which cannot reasonably be postponed until the next scheduled Board meeting

- take any decisions specifically delegated to the Committee by the Board and consider any issues requested by the Board
9. The Committee may resolve to refer a decision to be taken by it back to the Board for decision by the Board. Decisions on whether a matter should be considered by the Board or the Committee are to be taken by the Chair and Chief Regulator in consultation.
 10. Where possible, there should be prior discussion of the matter under decision at the Board.

Meetings

11. Meetings of the Committee shall be called as required.
12. A quorum shall be 2 members, one of whom should be an ordinary member of the Board.
13. Meetings of the Committee will normally be attended by the relevant staff and the Board Secretary.
14. The Committee may invite other individuals to attend meetings. The invitation may be for the entire meeting or for a specific item(s).
15. The Committee may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters.
16. Where possible the Board will be advised in advance at its routine meetings of matters to be considered by the Committee.
17. A log of delegations to the Committee from the Board and actions against them will be maintained by the Board Secretary and presented to the Board from time to time for review.

Reporting

18. Minutes will be taken of each meeting of the Committee. The Committee will normally report back in writing, via its minutes, to the Board after each meeting. The Chair of the Committee will present the minutes to the Board.

Review

19. These terms of reference form part of the Ofqual Governance Framework and will be reviewed when that framework is reviewed.

Appendix 4 – Enforcement Committee – terms of reference

1. The Chief Regulator has the power to establish an Enforcement Committee in certain circumstances to decide upon the taking of enforcement action against an awarding organisation.
2. These Terms of Reference apply to each Enforcement Committee (the **Enforcement Committee**), which has been established to decide upon the taking of enforcement action against an awarding organisation in a particular case (the **case**), unless and to the extent that any different terms of reference are decided for a particular Enforcement Committee.
3. In appropriate circumstances, an Enforcement Committee may be established to hear more than one case.
4. In appropriate circumstances, a particular Enforcement Committee that has ceased to exist may be re-established.

Membership

5. The Enforcement Committee shall consist of 2 or more members and will normally consist of 3 members. Members will be appointed by the Chief Regulator.
6. The membership of the Enforcement Committee may consist of:
 - (a) members of the Ofqual Board,
 - (b) former members of the Ofqual Board
 - (c) members of the Ofqual Senior Management Group, and
 - (d) other members of Ofqual staff with appropriate expertise and experience.
7. Where the Enforcement Committee includes former members of the Ofqual Board, the Committee must also include a serving member of the Ofqual Board.
8. One of the members shall be nominated by the Chief Regulator to chair the Enforcement Committee.
9. Appointments are made from the date of appointment until the Enforcement Committee has made a final decision on any enforcement action to be taken in the case (and that decision has been reported to the Chief Regulator). Appointments are renewable.
10. Alternates are not permitted.

Role

11. The role of the Enforcement Committee is to consider the case before it and to make a decision as to whether or not Ofqual should take any one or more of the following courses of action (**enforcement action**) against the awarding organisation in response to the case:
 - (a) direct the awarding organisation to take or refrain from taking a particular course of action
 - (b) impose a monetary penalty on the awarding organisation
 - (c) withdraw the awarding organisation's recognition (in full or in part)
 - (d) recover Ofqual's costs in relation to the case from the awarding organisation

Functions

12. To set a procedure and a timetable for it to consider the case which allow the Enforcement Committee to make its decision fairly and to keep the procedure and timetable under review.
13. To review evidence collected by Ofqual in any investigation into the case and to consider the findings of any such investigation.
14. To review evidence submitted by the awarding organisation in relation to the case and consider any representations made by the awarding organisation in relation to the case.
15. Where appropriate, to review evidence submitted by interested parties in relation to the case and consider representations made by the interested parties in relation to the case.
16. To request any further information in relation to the case which it requires to make its decisions.
17. To make a decision as to what happened in the case.
18. To make a decision as to which conditions of the awarding organisation's recognition are relevant to the case.
19. To make a decision as to whether or not, in the case, the awarding organisation has breached or is likely to breach any of its conditions of recognition.
20. If the Enforcement Committee decides that there has been a breach or is likely to be a breach, to make a decision as to whether or not, in response to the breach or likely breach, Ofqual should take any enforcement action and what type or types of enforcement action should be taken.

21. If the Enforcement Committee decides that Ofqual should take enforcement action, to make further decisions as are required in relation to the enforcement action, such as:
 - (a) the terms of any direction to be given to the awarding organisation
 - (b) the amount of any monetary penalty to be imposed on the awarding organisation
 - (c) the extent of any withdrawal of recognition and any saving or transitional provision in relation to the withdrawal
 - (d) the costs incurred by Ofqual which are to be recovered
22. To set out, in a fully reasoned and detailed document, the decisions it has made (under paragraph 17 – paragraph 21 above).
23. If a notice of intention to impose a particular enforcement action must be given in relation to enforcement action that the Enforcement Committee decides should be taken:
 - (a) to set out its decisions in relation to that enforcement action (under paragraph 22 above) in a notice of intention
 - (b) to consider any representations in relation to the notice of intention made by the awarding organisation (and by other interested parties where relevant) in the specified timescale (including reviewing further evidence)
 - (c) to decide upon whether or not it should change its decisions in light of this and, if so, how they should be changed
 - (d) to set out its updated decisions in a final decision document

Decisions

24. The Enforcement Committee may take legal or other advice in the course of its work.
25. Decisions of the Enforcement Committee shall normally be made by consensus. Where that cannot be achieved, members of the Enforcement Committee are required to vote, in which case the Chair of the Enforcement Committee shall have a casting vote in the event of a tie.

Meetings

26. The Enforcement Committee shall meet once prior to it beginning consideration of the case to consider the procedure and the timetable for it to consider the case.

27. The Enforcement Committee shall meet again to deliberate its decisions in relation to the case. A meeting for the purposes of this paragraph may take place on the same date as a meeting for the purposes of paragraph 26.
28. The Chair of the Enforcement Committee may call additional meetings as he/she deems necessary.
29. A quorum shall be considered to be 2 members of the Enforcement Committee.
30. Meetings of the Enforcement Committee may be conducted face to face, by telephone or by video conference.

Hearings

31. The Enforcement Committee may hold one or more hearings. Where the Enforcement Committee holds a hearing, it may invite other individuals to attend the hearing to answer questions and/or to make representations. The invitation may be for the entire hearing or for a specific part of the hearing.
32. A quorum shall be considered to be 2 members of the Enforcement Committee.
33. Minutes will be taken of any hearing held by the Enforcement Committee.

Reporting

34. The Enforcement Committee will formally report back in writing to the Ofqual Chief Executive after making its final decision in relation to the case. This report shall include a copy of its decision document.

Review

35. These terms of reference form part of the Ofqual Governance Framework and will be reviewed when that framework is reviewed.

Annex E – Scheme of Delegation

1. The Scheme of Delegation (set out below) is a schedule setting out various powers of authority by post holder. The principles of the Scheme of Delegation are as follows:
 - a. no financial or approval powers can be delegated to an officer in excess of the powers invested in the delegating officer
 - b. powers may only be delegated to officers within the organisational control of the delegating officer
 - c. all delegated powers must remain within the financial and approval limits set out in the Scheme of Delegation
 - d. all powers of delegation must be provided in writing, duly authorised by the delegating officer; any variations to such delegated powers must also be in writing
 - e. all applications for short-term powers of delegation, such as holiday cover, which are not intended to be permanent must be provided in writing by the delegating officer, prior to the period for which approval is sought
 - f. any officer wishing to approve a transaction outside their written delegated powers must in all cases refer the matter to the relevant line manager with adequate written powers, before any financial commitments are made in respect of the transaction
 - g. a power is delegated on condition that it cannot be further delegated. Where this is not the case, the extent of the authority to delegate onwards must be stated in writing by the initial delegator, and details also provided in writing to the Chief Regulator

| Total contract value – initial term | Approval to award a contract | Variations up to 10% of initial contract value | Extensions up to 2 years beyond initial term | Contract signing, including variations and extensions |
|--|--|--|--|--|
| More than £500,000 | Board | Chief Regulator | Chief Regulator | Finance Director |
| More than £350,000 up to £500,000 | Chief Regulator | Finance Director | Finance Director | Finance Director |
| More than £100,000 up to £350,000 | Delegated Manager Level 3 Finance Director | Delegated Manager Level 3 Finance Director | Delegated Manager Level 3 Finance Director | Delegated Manager Level 3 Finance Director |
| £10,000 up to £100,000 | Delegated Manager Level 2 e.g. Executive Director or other budget holder | Delegated Manager Level 2 e.g. Executive Director or other budget holder | Delegated Manager Level 2 e.g. Executive Director or other budget holder | Delegated Manager Level 2 e.g. Executive Director or other budget holder |
| Below £10,000 | Delegated Manager Level 1 e.g. budget manager | Delegated Manager Level 1 e.g. budget manager | Delegated Manager Level 1 e.g. budget manager | Delegated Manager Level 1 e.g. budget manager |

| Contract Values and Procurement route | | | |
|---|--|---|--|
| Public Contracts Regulations Threshold | In line with above Authorisation Levels | 3 Quotes – Authorised by Delegated Manager Level 1 | |
| The prevailing threshold as applied to Central Government Departments | £10k and above Competitive process compliant with Public Contracts Regulations | Up to £10k | |

All contracts, contract variations or extensions with a value of £10k or above must be procured with the support of the Commercial Team before signing, and signed copies must be retained by the Commercial Team.

Contract variations and extensions must follow the Scheme of Delegation.

Letters of termination must be authorised by a Director or above.

Non-disclosure Agreements/Confidentiality Undertakings must be authorised by the Chief Regulator, Deputy Chief Regulator or an Executive Director.

Annex F – Responsibilities of Accounting Officer

The Accounting Officer is personally responsible for safeguarding the public funds for which s/he has a charge, for ensuring propriety and regularity in the handling of those public funds and for the day-to-day operation and management of the organisation. The Accounting Officer should ensure that the organisation should:

- have a governance structure which transmits, delegates, implements and enforces decisions
- have trustworthy internal controls to safeguard, channel and record resources as intended
- work cooperatively with partners in the public interest
- operate with propriety and regularity in all its transactions
- treat its customers and business counterparties fairly, honestly and with integrity
- offer appropriate redress for failure to meet agreed customer standards
- give timely, transparent and realistic accounts of its business and decisions, underpinning public confidence
- make all its decisions in line with the strategy, aims and objectives of the organisation set by legislation
- take a balanced view of the organisation's approach to managing opportunity and risk
- impose no more than proportionate and defensible burdens on business
- use its financial resources efficiently, economically and effectively, avoiding waste and extravagance
- plan to use its resources on an affordable and sustainable path, within agreed limits
- carry out procurement and project appraisal objectively and fairly, using cost benefit analysis and generally seeking good value as a whole
- use management information systems to gain assurance about value for money and the quality of delivery and so make timely adjustments
- avoid over defining detail and imposing undue compliance costs, either internally or on its customers and stakeholders
- have practical documented arrangements for controlling or working in partnership with other organisations, as appropriate
- use internal and external audit to improve its internal controls and performance



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Information Policy Team, The National Archives, Kew, London TW9 4DU

Published by:



Earlsdon Park
53-55 Butts Road
Coventry
CV1 3BH

0300 303 3344
public.enquiries@ofqual.gov.uk
www.gov.uk/ofqual