

SIA Board Terms of Reference

Role of the Board and its membership

1. The non-executive directors come together with the Chief Executive, and the executive directors of the SIA, to form a Board.
2. The Board's collective role is to establish and take forward the strategic aims and objectives of the SIA and ensure that the SIA has in place arrangements for the effective delivery of its statutory responsibilities and obligations.
3. The individual roles and responsibilities of the Chair, Chief Executive, non-executive directors and executive directors are set out in the **SIA Board Governance Protocols**.

Frequency and business of the Board

4. The Board must meet at least four times a year.
5. Its business must be conducted in accordance with the **SIA Board Scheme of Delegations**. Unless delegated to committees in line with the **SIA Board Scheme of Delegations**, the business of the Board usually includes to:
 - approve the strategic plan - which will normally take the form of a three year forward facing plan, ensuring that the SIA's strategic direction aligns to its framework of policy and resources agreed by the Secretary of State
 - approve the annual business plan, including agreeing key performance measures, the annual budget including major capital investments
 - monitor performance against the strategic plan and the annual business plans
 - scrutinise financial management and delivery on key performance indicators
 - approve the annual report and accounts on the recommendation of the Audit and Risk Assurance Committee and Chief Executive
 - set the risk appetite and scrutinise management of corporate risks, in particular on risks emerging outside the risk tolerance
 - establish an appropriate assurance framework, including approval of the appointment of internal auditors
 - approve significant strategic changes which materially affect the operation of the licensing regime and delivery of the SIA's statutory functions.
6. The Board should also receive regular reports from each committee it has established.
7. At least once a year, the Board will meet to focus on and discuss forward strategy and inform the development and monitoring of the strategic plan.

Chair

8. In the Chair's absence, the deputy Chair will chair the meeting. If the deputy Chair is not available, the attending members may elect a chair for that meeting.

Quorum and Board decisions

9. The quorum for a meeting of the Board is three non-executive directors, including the Chair.
10. For the avoidance of doubt, presence remotely at a meeting, for example, by telephone or video connections, is permitted and counts towards attendance and the quorum.
11. The Board acts collectively in making decisions and seek to achieve consensus on decisions.
12. If required, on matters requiring collective Board or non-executive member voting, the Chair has a casting vote.
13. Unless otherwise agreed, the agenda and papers for Board meetings will usually be issued a week before meetings by the Head of Governance. The Head of Governance will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.

Other attendance at Board meetings

14. The Head of Governance will normally attend Board meetings to make sure the meeting operates efficiently and effectively and meets governance requirements.
15. In line with the current **Framework Agreement** with the Home Office, the Board may at its discretion also invite:
 - a senior representative from the Home Office to attend all or part of Board meetings, with observer status; and/or
 - a senior representative from the devolved administrations to attend all or part of Board meetings held in their jurisdiction, with observer status.
16. The Board may invite SIA staff members, or external guests, to attend all or part of a Board meeting to present items, provide information or be an observer to proceedings.
17. Staff members, external guests and observers attend on the terms set by the Board.

Urgent matters

18. If there are matters which, because of their urgency, cannot be dealt with through the normal cycle of scheduled Board meetings, they may be dealt with either through a previously unscheduled meeting or through e-mail correspondence. All members should be notified of the mechanism selected and given a reasonable opportunity to participate.
19. The Board gives permission for the Chair and Chief Executive to take a decision on exceptionally urgent matters where an unscheduled meeting or email correspondence is not possible or practicable.
20. The Head of Governance will ensure that the decisions on exceptionally urgent matters taken by the Chair and Chief Executive are communicated to the Board via email as soon as possible after

the decision is taken and reported to the next Board meeting and recorded in the minutes of that meeting by way of ratification.

Other meetings

21. The non-executive directors and executive directors may also hold a number of other external-facing meetings during the year to assist the Board in its role, which may:

- seek to listen to and consider the views of the licensed community, private security industry and other stakeholders
- discuss publicly the SIA's performance and look ahead to future priorities; and/or
- invite discussion on any or all aspects of the SIA's activities.

These meetings may be open to the public or by invitation, be in or focussed on different parts of the United Kingdom and/or look at a specific theme or issue.

Annual review

22. The functioning of the Board will be subject to an annual review process. This process will involve performance evaluation of the Board, its committees and individual authority members (in relation to performance on Board matters and committees); and an acknowledgment of this evaluation by the Chair in recognising the strengths and identifying the weaknesses of the Board and acting accordingly.

Board advisory bodies

23. The Board may establish advisory bodies at its discretion. Advisory bodies will normally be chaired by a non-executive director. Membership of advisory bodies may include internal and external stakeholders. Terms of reference for each advisory body will be set by the Board.

Review of Terms of Reference

24. The Board's terms of reference will normally be reviewed annually. Changes to the Board's terms of reference is an item reserved to the Board acting collectively, under clause 18 of the **SIA Governance Framework**.

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