



# Steering Board Terms of Reference

## Purpose and Role

- a. The role of the Intellectual Property Office (IPO) Steering Board is firstly to advise the Secretary of State and Ministers on the IPO Corporate Plan, Ministerial Targets and Annual Report and Accounts, through the Director General of Industrial Strategy, Science and Innovation at the Department for Business, Energy and Industrial Strategy (DSIT). The Steering Board also monitors performance against targets, and risks, within the strategic objectives set out in the Corporate Plan.
- b. The Steering Board secondly provides advice and guidance to the Chief Executive and the senior Executive team on the operation and development of the IPO, by contributing expertise to governance, strategy, performance, finance, targets and reputation. The Board are expected to fulfil this aspect using the benefit of their collective external experience through advice and constructive challenge.
- c. The Steering Board provides advice, guidance, scrutiny and challenge of strategic and operational issues including:
  - The IPO's long-term aim and objectives;
  - The IPO's annual Corporate Plan and Ministerial Targets;
  - The IPO's annual budget and KPIs, including reviewing performance against them;
  - The Annual Report and Accounts and associated documentation;
  - Review of significant risks borne by the IPO;
  - Extension of the IPO's activities into new business areas;
  - Cessation of the IPO's activities in any existing business areas;
  - Significant changes in accounting policies and practices; and
  - Developing other major business strategies, plans or proposals in support of the approved Corporate Plan.
- d. The Steering Board is specifically responsible for:
  - Advising on key activities for the IPO to undertake to meet its strategic objectives, consistent with its overall strategic direction and within the policy and resources framework determined by the Secretary of State;
  - Ensuring that the Minister is kept informed of any changes which are likely to impact on the strategic direction of the IPO or on the attainability of its targets, and determining the steps needed to deal with such changes;

- Ensuring that any statutory or administrative requirements for the use of public funds are complied with;
  - Ensuring that the Steering Board receives and reviews regular financial information concerning the management of the IPO; reviews performance to agreed targets and delivery of the agreed Corporate Plan; is informed in a timely manner about any concerns about the activities of the IPO; and provides positive assurance to DSIT that appropriate action has been taken on such concerns;
  - Advising on the IPO's values and how its obligations to DSIT and all its stakeholders (including customers, employees and other Government departments) are understood and met; and
  - Demonstrating high standards of corporate governance at all times, including by using the independent Audit and Risk Committee to help the Steering Board to address key financial and other risks.
- e. The Steering Board provides advice and guidance on:
- Major changes to the IPO's corporate structure;
  - Major changes to the IPO's management and control structure;
  - Major changes to the agreed division of responsibilities between the Steering Board and the Chief Executive;
  - Succession planning to the Steering Board and the Executive Board;
  - Press releases concerning matters determined by the Steering Board;
  - Terms of reference for Steering Board subcommittees;
  - Reports from the Steering Board subcommittees;
  - Rigorous annual reviews of the performance of the Steering Board, Steering Board committees and individual Steering Board members;
  - Overall governance arrangements for the IPO, including audit, risk and internal controls;
  - Matters of public interest which could affect the IPO's reputation including health and safety, environmental, communications and fraud;
  - Register of interests declared by members of the Steering Board; and,
  - Material litigation.
- f. The Steering Board does not have an Executive function. As Non-Executive Directors do not act on behalf of the Secretary of State, the Steering Board is not expected to advise on policy issues which are the responsibility of Ministers (on whose behalf Executive Directors may act).
- g. As a sub-Committee of the Steering Board, appointments and re-appointments to Audit and Risk Committee (ARC) are the responsibility of Steering Board.

## Scope and Accountability

The Steering Board is accountable to the Minister and provides advice on approval of the Corporate Plan, Ministerial Targets and the Annual Report and Accounts.

Additionally, the Steering Board is accountable to the Minister for AI and Digital Government at DSIT through the Director General of Industrial Strategy, Science and Innovation. In this regard the Steering Board supports Departmental objectives and Departmental Partner Organisation performance.

Matters of audit - the Annual Report and Accounts and Statement of Internal Control - are delegated to the Audit and Risk Committee which supports the Chief Executive as Accounting Officer.

## **Schedule of Decisions Reserved for the Steering Board**

The Steering Board will be invited to give their view on the following, without veto on submission to Ministers:

- a. Endorsement of the Corporate Plan.
- b. Endorsement of the Corporate Strategy.
- c. Endorsement of the Annual Report and Accounts (delegated to the Audit Committee).

## **Composition and Meetings**

- a. Chair: Harry Rich (Non-Executive Director)
- b. Members:
  - Harriet Kelsall (Non-Executive Director)
  - Hilary Newiss (Non-Executive Director)
  - Andrew Lawrence (Non-Executive Director)
  - Laurie Benson (Non-Executive Director)
  - Tim Render (Non-Executive Director)
  - Catherine Salway (Non-Executive Director)
  - Kirsty Whitehead (Non-Executive Director)
  - Director General, Industrial Strategy, Science and Innovation, DSIT (Alex Jones)
    - The Director General provides a designated deputy, Head of Sponsorship for the IPO at DSIT (Lindsay Jamieson)
  - Chief Executive of the IPO
  - The Deputy CEO and Director of Services
- c. Although not formally members, the Executive Directors of the IPO also attend Steering Board meetings.
- d. Quorum: The Steering Board is quorate when at least half the total number of members are present, three of which must be Non-Executive Board Members.
- e. Term of Office: Non-Executive Directors are expected to serve a three year term and may be reappointed subject to guidance issued by the Office for the Commissioner of Public Appointments.
- f. Deputies: The Director General provides a designated deputy as noted above. Deputies are not provided for Non-Executive Directors. If the Chief Executive or a Departmental deputy is

unavailable then attempts will be made to reschedule the meeting. If this is not possible, then an appropriate deputy will be designated for that meeting.

- g. Meetings: Meetings are held approximately five times a year and maybe held in Newport, London or by videoconference. The Chair may elect to hold a meeting with just the Non-Executive Directors and others at his discretion.
- h. Awaydays: The Steering Board will normally convene at least one strategic awayday each year.
- i. Non-Executive Directors will also be invited to participate in corporate and Departmental initiatives, attend IPO events, to join project boards and contribute to defining and achieving strategic objectives.

## Support and Reporting Responsibilities

- a. The Steering Board is supported by the IPO Secretariat. The Secretariat discuss and manage the agendas, minutes, actions and work programme in conjunction with the Chair and Chief Executive.
- b. Papers for the Board, with Director approval, must be provided to the Secretariat at least ten working days before the meeting.
- c. An agenda and papers for each meeting will be circulated to all attendees five working days before the meeting.
- d. Minutes of each meeting will be sent to the Chair for provisional approval within five working days and circulated to the Steering Board and other attendees thereafter. They will be tabled for general approval at the next meeting.
- e. Standing items:
  - Minutes from the last meeting
  - Matters and actions arising from the minutes
  - Executive Board Report
    - Financial Report
    - IPO Performance Report
  - Strategic Risk Register
  - Customer Feedback Analysis (approximately every six months)
  - Audit and Risk Committee update

## Interfaces

- Minister
  - Director General, Industrial Strategy, Science and Innovation, DSIT
  - IPO Board (who attend on invitation but, other than the Chief Executive and Deputy CEO, are not members of the Steering Board)
  - Audit and Risk Committee (a sub-committee of the Steering Board)
- a. All independent Board Members will have access to the Chief Executive and members of the IPO Board as necessary.

- b. In certain circumstances, it may be necessary for the Steering Board to seek external advice. For this and other reasons, the Steering Board, through the Chair, should have access to the relevant Minister via the Director General.

# Review

Non-Executive Directors are subject to an annual performance assessment.

An annual review of the Steering Board is conducted at the discretion of the Chair and the Chief Executive. An independent review is completed every three years in line with the Cabinet Office / HMT Corporate Governance in Central Government Departments Code of Good Practice.

## Change Log

Date	Summary of changes
06.05.2020	Updated membership and interfaces
26.11.2020	Reviewed with reference to the new Framework Document. Membership updated.
30.04.2021	Membership updated.
26.07.21	Updated appearance and format in line with accessibility requirements.
25.10.21	Membership Updated.
16.03.23 (Maria Ciavatta)	Responsibility of appointments to ARC included at “g” under Purpose and Role
22.03.22 (Maria Ciavatta)	BEIS amended to DSIT
31.07.2024	Membership Updated Minister’s Title amended