



Government  
Internal Audit  
Agency

Better insightshbetter outcomes

# Board Operating Framework

Government Internal Audit Agency (GIAA)



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# **GIAA Board Operating Framework**

## **1. Introduction**

The Government Internal Audit Agency (GIAA) is an executive agency of HM Treasury (HMT), which is the sponsor department.

GIAA provides internal audit, counter fraud and fraud investigation, and advisory and consulting services to central government departments and entities. Through its services, it provides Accounting Officers with an objective assessment, independent of management, of how well their governance, risk management and internal controls are operating.

The GIAA has a mission to provide objective insight so that central government can achieve better outcomes and value for money for the public – better insights, better outcomes.

The Chief Executive of the GIAA is responsible for the leadership and management of the GIAA and delivering its objectives. The Chief Executive is supported by an advisory Board and an Executive Committee.

The purpose of this Board Operating Framework is to provide clarity of the role of the Board and its sub-committees in supporting the Chief Executive as the Accounting Officer.

## **2. The GIAA Board**

The purpose of the Board is to provide leadership, advise on strategy and the deliverability of policies, maintain high standards of corporate governance, ensure that controls are in place to manage risk, scrutinise performance and be the forum for self-challenge on how well the GIAA is achieving its objectives.

The Board will meet at least quarterly. Additional meetings may be convened at the discretion of the Chair. When necessary, business may be managed by correspondence.

## **3. Board Remit**

The duties of the Board are set out in the [HMT/GIAA Framework Document](#) and further specified in the Terms of Reference (see Appendix 1).

The Board's primary responsibility is to scrutinise and advise on, five main areas: strategic direction, financial management, development and use of resources, risk and controls, and performance.

## **4. Membership**

In accordance with the [HMT/GIAA Framework Document](#), the Board's membership will consist of non-executive and executive members. The non-executive members consist of at least three non-executive directors and a representative from the sponsor department. The executive members are the Chief Executive and other executive directors.



The Board operates as a unitary Board which means the non-executive and executive members share the same responsibilities and reach decisions as a collective group. As an executive agency, final decisions, responsibilities and accountability rests with the Chief Executive as accounting officer, though the expectation is that the Chief Executive will follow the advice of the Board. The HMT/GIAA Framework outlines the expected process to follow should the Chief Executive decide to reject the Board's advice.

## **5. Roles**

### **Chair of the Board**

The Chair of the Board is appointed by the sponsor department, taking into account the recommendation of the Chief Executive, and is a non-executive director.

The role of the Chair is to:

- chair the GIAA's Board
- ensure non-executive directors are fully briefed on terms of appointment, duties, rights and responsibilities
- ensure the Board has a balance of skills appropriate to directing the GIAA's business, and that all Board members continually update their skills, knowledge, and familiarity with the GIAA to fulfil their role
- ensure that a board effectiveness review is performed annually, with independent input at least every three years, and that results are acted upon
- work with the Chief Executive and the Board Secretariat to ensure that agendas and papers submitted to the Board are of high quality and enable the Board to operate effectively
- review the performance of the non-executive directors, provide ongoing feedback to Board members, as well as contributing to the performance review of executive Board members and senior officials in GIAA
- meet regularly with the Chief Executive, the HMT sponsor and other non-executive Board members

### **Chief Executive**

The Chief Executive, as the Accounting Officer, has overall responsibility for GIAA's operations and performance, for ensuring resources are used for the purpose intended, and for the propriety and regularity of GIAA expenditure.

The Chief Executive is responsible to the Board for:

- providing information as required to enable the Board to fulfil its obligations
- advising the Board on the GIAA's performance compared with its aims and objectives
- notifying the Board of significant issues relating to the management of GIAA, including any matters which may impact on GIAA's leadership, capability, and reputation



- notifying the Board of any matters that threaten the regularity, propriety or value for money with which GIAA conducts its business
- providing line of sight between the Board and the Executive Committee
- informing the Board of any decisions made contrary to its advice

## Board Members

All Board Members should:

- provide constructive challenge and support the Board on the progress and implementation of strategic, corporate and business plans
- act with integrity and objectivity and in the best interests of the GIAA
- act in the public interest and uphold the seven principles of public life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- ensure that they understand their duties, rights, roles, and functions of the Board
- comply with GIAA's information security policies, procedures and guidance and ensure that the confidentiality of information provided or created in the course of the GIAA's work is maintained and protected from unauthorised disclosure or access
- comply with the rules relating to the use of public funds in [Managing Public Money](#), the [HMT/GIAA Framework Document](#) and this Board Operating Framework
- make clear that when speaking or writing in a private capacity, that their comments do not represent the views of the GIAA. They should only present themselves as a GIAA Board member at events when that has been agreed with the Chair or Chief Executive
- not use their role on the GIAA Board to personally lobby the UK Government, or its Arm's Length Bodies. Nor to use, directly or indirectly, their contacts in the Government to influence policy or secure business or funding

## 6. Appointment of Board Members

### Non-Executive Board Members

#### Non-Executive Directors

The non-executive directors are appointed by the Chair with the agreement of the Chief Executive and sponsor department. Non-executive directors are appointed for a three-year fixed term with the option of reappointment for a further term. Any reappointment is subject to satisfactory annual performance reviews during the first term in the post. If reappointed, the total time served in post will not exceed six years.

Non-executive directors must abide by the principles set out in the [Code of Conduct for Board Members of Public Bodies](#). Any breach of the Code will be viewed as a breach of the terms of appointment and may result in the immediate termination of the non-executive directors' appointment, if they are deemed unsuitable to continue to hold the appointment. In addition, non-executive directors must comply with their terms of contracts.



To comply with the [Governance Code for Public Appointments](#), a review of the performance of non-executive directors must be conducted annually. The Chair is responsible for undertaking this exercise for non-executive directors.

An induction programme is arranged for new non-executive directors following their appointment, including introductory meetings with members of staff and the provision of key organisational documents and governance information.

### **Independent non-executive member**

To ensure an appropriate level of skills and experience, the Audit and Risk Assurance Committee (ARAC) may supplement their membership with an independent non-executive member. The Chair of ARAC will appoint any such member, with the agreement of the Chief Executive. They are appointed for a three-year fixed term with the option of reappointment for a further term. Any reappointment is subject to satisfactory annual performance reviews during the first term in the post. If reappointed, the total time served in post will not exceed six years. The non-executive member must comply with their terms of appointment.

The Chair of the ARAC is responsible for reviewing the performance of the independent non-executive member of the ARAC.

### **Sponsor Representative**

The Principal Accounting Officer of HMT has appointed the Director General of Public Spending as the GIAA Board member, representing HMT as the sponsor department. With the permission of the GIAA Board Chair, Chief Executive and the HMT Second Permanent Secretary, the Director General of Public Spending may nominate an appropriate HMT director to represent the department on the Board.

### **Executive Board Members**

The Chief Executive and a professionally qualified finance director (if not the Chief Executive) will be members of the Board. The remaining executive members will be drawn from the Executive Team by the Chief Executive with the agreement of the HMT sponsor. The Chief Executive will recommend to the Chair the nominated executive directors to join the Board.

## **7. Conflicts of Interest**

Impartiality is a core value required of all civil servants and holders of public office (under the [Civil Service Code](#) and the [Seven Principles of Public Life](#) respectively). It is also one of the public law principles underpinning good and lawful decision-making by public bodies.

Board members are subject to the GIAA's Managing Conflicts of Interest policy and guidance. Board members must always disclose any outside interests to the Chair or the Board Secretary if they are in any doubt as to the compatibility of an outside interest with their work for the GIAA.

Board members are required to make an annual declaration of any relevant outside interests and to notify the Board Secretariat promptly of any 'in-year' changes to their outside interests. A register of relevant interests will be published on gov.uk, alongside other data sets, to ensure that GIAA adheres to government transparency reporting requirements.



Board members are afforded the opportunity at the start of every meeting to declare any conflicts of interest in relation to the agenda items for consideration, which will be recorded in the minutes.

## **8. Committees of the Board**

The Board may appoint sub-committees and delegate specific and distinct functions and powers to them. Any such sub-committee must be chaired by a non-executive director. Each sub-committee will have terms of reference, agreed by the Board, and must provide reports back to the Board.

To fulfil its functions, the Board has established two sub-committees. The Board delegates certain responsibilities to these sub-committees, however it retains responsibility for, and endorses, final decisions.

### **Audit and Risk Assurance Committee (ARAC)**

The ARAC provides assurance that the GIAA has a sound framework of governance and internal control in support of the delivery of its strategic objectives and appropriate management of its risks. The Terms of Reference are at Appendix 2.

### **Remuneration Committee**

The Remuneration Committee ensures there are satisfactory systems for identifying and developing leadership and high potential, scrutinises the incentive structure and oversees succession planning for the Board and the senior leadership of the Agency. The Terms of Reference are at Appendix 3.

## **9. Board Effectiveness**

The Board must undertake a review of its effectiveness at least once a year, and every three years will conduct an externally facilitated review. This review must consider how the Board and its committees support the Accounting Officer in meeting the requirements set out within [Managing Public Money](#). The Chair must lead the review and has overall responsibility for the process.

## **10. Secretariat**

The Board and sub-committees will be supported by a Secretariat function with sufficient resources to support the Board in the discharge of its responsibilities as outlined above and provision of administrative assistance to the non-executive directors.

## **11. Relevant Documents**

- [HMT/GIAA Framework Document](#)
- [Corporate governance in central government departments: code of good practice](#)
- [Civil Service Code](#)



- [Seven Principles of Public Life](#)
- [Governance Code for Public Appointments](#)
- [Code of conduct for board members of public bodies](#)
- [Board effectiveness reviews: principles and resources for arm's-length bodies and sponsoring departments](#)
- [Guidance: Arm's length body boards: guidance on reviews and appraisals](#)
- [Managing Public Money](#)
- [Assurance frameworks guidance](#)

## 12. Reviewing the Board Operating Framework

The Board's Operating Framework should be kept under regular review by the Board Secretariat, with a formal review by the Board at least every two years, in line with the [Corporate governance in central departments: code of good practice](#).

Version number	Date	Authorised by	Summary of changes
<b>Version 7</b>	13 May 2025	Head of Governance & Board Secretary	Amendment to the ARAC Terms of Reference to add new responsibility regarding internal audit arrangements.
<b>Version 6</b>	26 February 2025	Head of Governance & Board Secretary	Amendment to the ARAC Terms of Reference to add new responsibilities regarding declarations of outside interests and business appointment rules.
<b>Version 5</b>	31 October 2024	Head of Governance & Board Secretary	<p>Addition of appointment arrangements for ARAC non-executive member.</p> <p>Additions to the Role of Board members; behaviours around lobbying and speaking in a private capacity.</p>





Version number	Date	Authorised by	Summary of changes
<b>Version 4</b>	10 September 2024	Audit & Risk Assurance Committee Chair	Amendment to the ARAC Terms of Reference to clarify its responsibilities on quality.
<b>Version 3</b>	1 July 2024	Head of Governance & Board Secretary	Amendment to the Board's terms of reference. Section 4 – change of name to reflect that Operational Director - Health and Home Affairs, is now Directorate for Citizens, Community, Constitution and Care
<b>Version 2</b>	29 April 2024	Head of Governance & Board Secretary	Amendment to the Board's terms of reference. Section 4 – removal of Director One GIA from the current Board membership.



# APPENDIX 1: GIAA Board - Terms of Reference

The GIAA Board's terms of reference have been drawn up in line with [Corporate governance in central departments: code of good practice](#) and operates in line with the GIAA Board Operating Framework.

## 1. Purpose and role

The Board provides advice, support and challenge to the Chief Executive Officer, as the Accounting Officer. The duties of the Board are set out in the [HMT/GIAA Framework Document](#).

The Board's primary responsibility is to scrutinise and advise on, five main areas: strategic direction, financial management, development and use of resources, risk and controls, and performance.

## 2. Responsibilities

The Board will approve the following matters:

- the GIAA Vision, Strategy, and annual business plan (including the associated budget)
- the risk appetite for GIAA, reviewing strategic risk and assurance reports against that risk appetite, and monitoring emerging threats and opportunities
- the terms of reference for Board sub-committees
- significant amendments to corporate governance documents (e.g., Board Operating Framework and [HMT/GIAA Framework Document](#))

The following matters are expected to be presented to the Board so that the Board can provide advice or assurance to the Chief Executive before they are implemented or actioned:

- changes which are likely to adversely impact on the strategic direction or the attainability of target performance
- significant changes to audit or investigation policies or methodologies which would have a cross-government impact
- developments to the customer offer and/or customer base which will have significant implications on the organisational design
- strategies affecting GIAA's long term capability, including finance, human resources and information technology
- consideration of any ministerial or departmental concerns about the activities of GIAA
- any relevant legislation or instructions/guidance that may have been issued by third parties and would have a material impact on GIAA



- the Annual Report and Accounts and associated documentation. Specifically, the Board has a role in supporting the Accounting Officer in drawing up the Governance Statement

The following matters are expected to be routinely reported to the Board:

- updates on performance against the strategy, business plan, budget and key performance indicators
- the assessment and management of strategic risks
- insights arising from audits and investigations and their impact on the government's control environment
- matters of public interest which could affect GIAA's reputation
- reports from the Board sub-committees, including annual effectiveness reports from the Chair

The Chief Executive's responsibilities to the Board are listed in the [HMT/GIAA Framework Document](#) and the Board Operating Framework. They are in line with the matters outlined above.

To ensure that GIAA is delivering upon its mission to deliver 'better insights, better outcomes,' the Board will invite representatives from customer departments to present feedback on the services received.

### 3. Sub-Committees

The Board may establish any sub-committee it believes is required to discharge its duties and business in an efficient and effective manner.

As a minimum, this includes committees responsible for audit and risk assurance (the responsibilities of which include reviewing the comprehensiveness of assurances and integrity of financial statements), and remuneration (the responsibilities of which include scrutinising the incentive structure and succession planning for the Board and the senior leadership). A non-executive director must chair these sub committees.

All sub-committees must have their terms of reference approved by the Board, and each sub-committee will provide regular updates and an annual report to the Board.

### 4. Membership

The membership of the Board is currently:

- Chair (lead non-executive director)
- Non-executive directors x 3
- HMT Director-General Public Spending (sponsor department) or nominated representative
- Chief Executive



- Chief Operating Officer
- Operational Director for Citizens, Community, Constitution and Care
- Director of Innovation and Development

The Board reserves the right to invite attendees as deemed applicable to matters under discussion.

## 5. Quorum

The Board is quorate when at least four Board members are present of which:

- two must be non-executive directors, of which one should be the Chair (or nominated deputy), and
- two must be executive members, of which one should be the Chief Executive or the Chief Operating Officer

A member shall be deemed 'present' and shall be counted in the quorum whether participating 'in person' or by an appropriate virtual meeting platform.

If the meeting is or becomes inquorate, Board decisions can no longer be made, and the Chair will decide the best course of action to resolve the remaining business.

If the Chair is unable to attend a meeting due to unforeseen circumstances, they may nominate one of the other non-executives to chair the meeting. If the Chair is unable to nominate, then the non-executive directors will select a chair from amongst their number.

## 6. Meetings

The Board must meet no less than quarterly, with other meetings arranged, as necessary. A meeting may be called with less than 5 working days' notice, if the Chair so directs, on the ground that there are matters demanding urgent consideration.

The agenda of matters to be discussed and supporting papers shall be made available to board members at least 5 working days before the meeting.

The Secretariat, in conjunction with the Chair and Chief Executive, may decide that items may be managed 'by correspondence'.

## 7. Board Operations

The Secretariat maintains a forward look of the Board's agenda items, formulated from the annual cycle of business and arising items. The Chair and Chief Executive will formulate the agenda for forthcoming meetings.

All papers provided for the Board must follow the set reporting template. To ensure the confidentiality and security of the Board's business, papers are circulated through Board Intelligence.



The minutes of the meeting will contain the key points from the discussions held and document any decisions and follow-up actions required. They are prepared and sent to the Chair for provisional approval within five working days of the meeting. Minutes are tabled for formal approval at the next meeting.

Action owners are responsible for keeping the Secretariat informed of progress regarding the actions and should inform the Secretariat when an action is complete or if there are any issues impacting on its progress.

A paper may be shared with the Board outside of a meeting 'by correspondence'. This may be to resolve urgent business or to deal with routine matters that do not require discussion within a meeting. Details of the correspondence item will be noted at the following Board meeting.

## **8. Review**

The Board will undertake a review of its effectiveness at least once a year, and every three years will conduct an externally facilitated review. The Chair will lead the review and has overall responsibility for the process.

The Board will review these Terms of Reference at least annually.



# **GIAA Audit and Risk Assurance Committee (ARAC) – Terms of Reference**

## **1. Purpose and role**

The Board has established an Audit and Risk Assurance Committee (ARAC) as a sub-committee of the Board to support them in the discharge of their responsibilities in relation to issues of risk, control and governance. It reviews the effectiveness of audit and risk management processes in meeting the Board and Accounting Officer's assurance needs, and reviews the reliability and integrity of these assurances.

The ARAC is expected to fulfil its role using its collective skills and external experience. It is also expected to comply with [the Audit and Risk Assurance Committee Handbook](#) and the [Corporate governance in central departments: code of good practice](#), and operate in line with the GIAA Board Operating Framework.

## **2. Responsibilities**

The ARAC will approve the internal audit mandate, charter, plan, budget and resource plan. Its full duties and responsibilities for internal audit arrangements can be seen in [Annex H of the ARAC Handbook](#).

The ARAC will advise the Board and Accounting Officer on:

- the strategic processes for risk, control and governance and the Governance Statement
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors
- the planned activity and results of both internal and external audits and reviews, including overseeing the timely implementation of actions to resolve control weaknesses, such as from internal audit or the external quality assessment
- adequacy of the management response to issues identified by audit activity, including external audit's annual letter to those charged with governance
- assurances relating to the management of risk and corporate governance requirements for the organisation
- assurances relating to the robustness of the policy and approach to dealing with declarations of relevant outside interests and business appointment rules, including consideration of the annual return of declarations of relevant interests by Senior Civil Servants (SCS)
- the effectiveness of the internal control environment
- (where appropriate) proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services



- anti-fraud policies, whistleblowing processes, and arrangements for special investigations
- the results of its effectiveness review

The ARAC may delegate some of its functions to a sub-committee with the agreement of the Board.

The ARAC chair updates the Board on the key discussion points, at the next Board meeting following an ARAC. The ARAC also provides the Board and Accounting Officer with a written annual report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has undertaken during the year.

### 3. Information requirements

For each meeting, unless otherwise agreed, the ARAC will be provided in advance of the meeting with:

- a report summarising any significant changes to the organisation's risk profile and a copy of the most relevant risk register
- a progress report from the head of internal audit summarising:
  - a) work performed (and a comparison with work planned)
  - b) key issues emerging from the work of internal audit
  - c) management response to audit recommendations
  - d) changes to the agreed internal audit plan
  - e) any resourcing issues affecting delivery of the objectives of internal audit
- final internal audit reports completed since the last meeting
- a progress report from the external audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of wider work carried out by the National Audit Office, for example, Value for Money reports and good practice findings)
- reports following assurance exercises or relating to changes to the control environment
- reports on the management of major incidents, "near misses", whistleblowing cases and lessons learned

As and when appropriate, the ARAC will also be provided with:

- proposals for the review of terms of reference of internal audit / the internal audit mandate and charter
- the internal audit strategy
- the head of internal audit's annual opinion and report
- quality assurance reports on the internal audit function



- the draft annual report and accounts, including the draft Governance Statement
- a report on any changes to accounting policies
- external audit's management letter
- a report on any proposals to tender for audit functions
- an update on co-operation between internal and external audit
- the risk management strategy
- relevant reports from any other assurance providers

## 4. Rights

The ARAC may need to seek further independent, non-executive membership from sources other than the Board to ensure an appropriate level of skills and experience. Cabinet Office guidance on the recruitment, appointment and development of non-executive members of Civil Service Boards should be applied for such an appointment. The ARAC Chair shall review the performance of non-executive members, and report to the Chair of the Board.

The ARAC may also:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
- procure specialist ad-hoc advice at the expense of the GIAA, subject to budgets agreed by the Chief Executive

The Chair of the ARAC is authorised to liaise with the HM Treasury (HMT) Audit & Risk Assurance Committee as appropriate in support of the HMT group financial statements and/or Governance Statement.

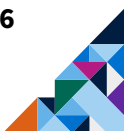
### Access & Independence of the Head of Internal Audit

The Head of Internal Audit and the National Audit Office will have free and confidential access to the Chair of the ARAC.

The ARAC will actively monitor the independence of the internal audit service, which is managed by resources from within GIAA. This will be delivered through the Head of Internal Audit and the Chair of the ARAC's frequent informal dialogue.

## 5. Membership

The membership of ARAC should comprise of three non-executive members, at least two of whom must also be non-executive directors. The non-executive director members of the Committee are appointed by the Board Chair. The term of appointment of the non-executive directors will be coterminous with their appointment to the Board.





The Board designates one member of the ARAC as the Chair of the committee, which typically will not be the Chair of the Board. In the absence of the designated ARAC Chair, the other non-executive director will Chair the meeting.

Regular attendees are:

- GIAA Accounting Officer/Chief Executive
- GIAA Chief Operating Officer
- GIAA Head of Internal Audit
- HMT sponsor representatives
- National Audit Office representatives

The ARAC may ask any other officials of GIAA to attend to assist it with its discussions on any matter.

## **6. Quorum**

The ARAC is quorate when at least two members are present, one of whom must be the Chair.

## **7. Meetings**

The ARAC must meet no less than quarterly, with other meetings arranged, as necessary. A meeting may be called with less than 5 working days' notice, if the Chair so directs, on the grounds that there are matters demanding urgent consideration.

The agenda of matters to be discussed and supporting papers shall be made available to ARAC members at least 5 working days before the meeting.

The Secretariat, in conjunction with the Chair, may decide that items may be managed 'by correspondence'.

The ARAC may ask any or all attendees who are not members to withdraw from the meeting to facilitate open and frank discussion of matters.

The Board or the Accounting Officer may ask the ARAC to convene further meetings to discuss issues on which they want the committee's advice.

## **8. Committee Operations**

The Secretariat maintains a forward look of the ARAC's agenda items, formulated from the annual cycle of business, with reference to [the Audit and Risk Assurance Committee Handbook](#), and from arising items. The Chair and Chief Operating Officer will formulate the agenda for forthcoming meetings.



All papers for the ARAC must follow the set reporting template. To ensure the confidentiality and security of the ARAC's business, papers are circulated through Board Intelligence.

The minutes of the meeting will contain the key points from the discussions held and document any decisions and follow-up actions required. They are prepared and sent to the Chair for provisional approval within five working days of the meeting. Minutes are tabled for formal approval at the next meeting.

Action owners are responsible for keeping the Secretariat informed of progress regarding their actions and should inform the Secretariat when an action is complete, or if there are any issues impacting on its progress.

A paper may be shared with the ARAC outside of a meeting 'by correspondence'. This may be to resolve urgent business or to deal with routine matters that do not require discussion within a meeting. Details of the correspondence item will be noted at the following ARAC meeting.

## **9. Review**

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness. It shall recommend any changes it considers necessary to the Board, for approval.



## APPENDIX 3: GIAA Remuneration Committee - Terms of Reference

### 1. Purpose and role

The Board has established a Remuneration Committee as a sub-committee of the Board to support the Board and the Accounting Officer in the discharge of their responsibilities in relation to the performance management and remuneration of the Executive Team, and succession planning for senior leadership positions.

The Remuneration Committee is expected to fulfil this role using its collective skills and external experience. It is also expected to comply with the guidance laid down in the [Corporate governance in central departments: code of good practice](#) and operate in line with the GIAA Board Operating Framework.

Nothing within these terms of reference shall detract from the authority of the Chief Executive as the Accounting Officer.

### 2. Responsibilities

The Remuneration Committee will advise the Board and the Accounting Officer on:

- remuneration decisions for the GIAA's Executive Team (i.e., senior civil servants in pay band 2 and 3). This includes pay remits and reward schemes, pay gaps and performance related pay, in line with civil service pay remit guidance
- proposed talent and performance ratings for the Executive Team
- the extent to which incentive arrangements are effective at improving performance
- the succession planning strategy for senior leadership positions in the GIAA
- any other matters the Chief Executive wishes to bring on senior organisational design or other people related matters

In exercising its responsibilities, the Committee will have due regard to equal opportunities and the requirements of equalities legislation.

The Remuneration Committee may delegate some of its functions to a sub-committee with the agreement of the Board.

The Remuneration Committee chair will provide an update to the next Board meeting on the key discussion points and a written report following its annual effectiveness review. Summaries of the discussion points and the conclusions from the work carried out throughout the year will be included in the Governance Statement, to the extent that it can without breaching confidentiality.



### 3. Membership

The membership of the Remuneration Committee should comprise of at least 3 non-executive members, the majority of whom should be non-executive directors. The members of the Committee are appointed by the Board Chair. The term of appointment of the non-executive directors will be coterminous with their appointment to the Board.

The Board Chair will designate one member of the Remuneration Committee as the Chair, which typically will not be the Chair of the Board. In the absence of the designated Remuneration Committee Chair, the Board Chair will nominate another non-executive director to Chair the meeting.

Regular attendees to the Remuneration Committee are:

- GIAA Accounting Officer/Chief Executive
- GIAA Chief Operating Officer
- GIAA Deputy Director People & Culture

The Remuneration Committee may ask any other officials of the Agency, or from the HM Treasury, to attend to assist it with its discussions on any matter.

### 4. Quorum

The Remuneration Committee is quorate when at least two members are present, both of whom must be non-executive directors.

### 5. Meetings

The Remuneration Committee will meet at least twice per year, with other meetings arranged as necessary. A meeting may be called with less than 5 working days' notice, if the Chair so directs, on the grounds that there are matters demanding urgent consideration. The Board or the Accounting Officer may ask the Remuneration Committee to convene further meetings to discuss issues on which they want the committee's advice.

The agenda of matters to be discussed and supporting papers shall be made available to Remuneration Committee members at least 5 working days before the meeting.

The Secretariat, in conjunction with the Chair, may decide that items may be handled 'by correspondence'.

The Remuneration Committee may ask any or all attendees who are not members to withdraw from the meeting to facilitate open and frank discussion of matters, and specifically where the discussion is related to the remuneration or reward of their grade.



## 6. Committee Operations

The Secretariat maintains a forward look of the Remuneration Committee's agenda items, formulated from the annual cycle of business, and arising items. The Chair and Chief Operating Officer will formulate the agenda for forthcoming meetings.

All papers must follow the set reporting template for the Remuneration Committee. To ensure the confidentiality and security of the Remuneration Committee's business and documents which involve personal information about individual employees, papers are circulated through Board Intelligence.

The minutes of the meeting focus on the key points from the discussion and document any decisions and follow-up actions required. They are prepared and sent to the Chair for provisional approval within five working days of the meeting. Minutes are tabled for formal approval at the next meeting.

Action owners are responsible for keeping the Secretariat informed of progress regarding their actions and should inform the Secretariat when an action is complete or if there are any issues impacting on its progress.

A paper may be shared with the Remuneration Committee outside of a meeting 'by correspondence'. This may be to resolve urgent business or to deal with routine matters that do not require discussion within a meeting. Details of the correspondence will be presented to the following Remuneration Committee meeting.

## 7. Review

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board, for approval.

