

Executive Board

Terms of Reference

1. Context and Purpose:

- 1.1 The STFC is a non departmental public body (NDPB) regulated by its Management Statement¹ which sets out responsibility and accountability for the organisation between (i) the Council as its governing body and (ii) the Chief Executive as the Accounting Officer. A high level summary of some of their key responsibilities is attached at Annex 1, including that:
- *“Responsibility for the Council’s activities rests with members of the governing body including the Chief Executive in his/her role as Accounting Officer....It is recognised that in practice many of the activities are delegated and that most are dealt with....for the Council by its Chief Executive; and*
 - *The Chief Executive may delegate day-to-day administration of his/her Accounting Officer and Consolidation Officer responsibilities....however, he/she shall not assign absolutely to any other person any of the responsibilities set out in his/her appointment letters, this document or the associated Financial Memorandum.”*
- 1.2 Given the responsibility of the Chief Executive as Accounting Officer, Council has created the Executive Board (“the Board”) to support the Chief Executive, and thereby the Council, in the discharge of his/ her responsibilities. The responsibilities of the Board have been stipulated by Council² and are attached at Annex 2.
- 1.3 Accordingly the Board in support of the Chief Executive shall:
- Approve and review implementation of appropriate governance arrangements;
 - Approve and review implementation of appropriate mid – long term strategic plans;

¹ Dated April 2007

² See Minutes of Council, 2009

- Review and receive reports on financial and operational activities and provide guidance and approval as appropriate, including but not limited to decisions involving material financial, legal, reputational or strategic impact as further described herein.

2. Scope

Accordingly, the Board shall:

Governance:

- 2.1 provide direction and oversee STFC governance, including risk and performance management, stewardship, financial management and probity, legal and regulatory compliance, HR policies and material matters (including succession planning and senior appointments at band G and above), information management and technology, and safety, health and environment
- 2.2 ensure the effective operation of the Council's scientific peer review and other advisory bodies
- 2.3 approve all delegation letters
- 2.4 approve the Annual Report for submission to Council;

Strategic Oversight:

- 2.5 approve and review implementation of organisational strategy, including those relating to financial planning (including the asset management strategy and spending review preparations), and those relating to science and facilities, impact, reputational & stakeholder management, human resources, IT and others as appropriate; the Strategic Plan, 10 year financial plan and Delivery Plan;

Reporting:

- 2.6 receive regular reports on the performance of the organisation, including any deviations from approved plans in respect of current and pending financial and operational issues, and the progress of other key organisational projects including change management;
- 2.7 within the delegated authority granted by Council, approve the organisations' annual budgets and operating plans and all decisions involving financial expenditure(both capital and expense)and other items as set out at Annex 3,changes to STFC organisational structure, or any matters that have material reputational, legal/ regulatory or strategic impact on the Council (including any material legal claims/ actions against the STFC) or its sponsoring government department or that otherwise materially deviate from previously approved plans;

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- 2.8 review and approve all papers and proposals for submission to Council, providing any guidance and advice as appropriate to the Chief Executive and through him/ her to Council. Papers may be reviewed and approved by correspondence and noted at the next Board meeting, except where papers contain matters which would otherwise require specific Board approval under these terms of reference. The Chief Executive shall ensure that all such papers and proposals are submitted to Board members in a timely manner, having regard to their subject matter, prior to their submission to Council

3. Subsidiary Bodies

- 3.1 The Chief Executive delegates other areas of responsibility to various senior directors as set out in the appropriate delegation letters approved by the Board
- 3.2 Subject always to these terms of reference and the Management Statement, the Chief Executive delegates oversight of operational activity to the Operations Board. Operations Board oversee this activity by:
- taking action and making decisions on operational matters
 - taking action and providing advice on any matters referred to it by the Executive Board
 - referring decisions to Executive Board for approval as deemed appropriate by the Chief Operating Officer (COO)

The Executive Board shall approve terms of reference for the Operations Board and any amendments thereto

The Operations Board shall provide reports in a timely manner to the Board. Minutes from Operations Board will be sent to Executive Board formally, once agreed.

- 3.3 The Programme Board makes recommendations to Executive Board for Executive Board decision and is responsible for recommending overall programme priorities and resource allocation to Executive Board. Programme Board does not concern itself with in-year operations management (the purview of Operations Board), nor in-year financial management, personnel issues or project management.

4. Operating Principles

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- 4.1 Where matters referred to herein fall outside the delegated authority granted to the Board by Council, Board approval shall in all cases be construed as a recommendation to Council to approve all such matters. The Chief Executive shall ensure all such matters are submitted to Council for approval as appropriate in a timely manner.
- 4.2 Members will take decisions corporately and objectively acting in the interests of STFC, public accountability and within the Nolan principles of Public Life.
- 4.3 Decisions of the Board made after due process and consideration should be acted upon collectively and supported in a consistent manner. Nevertheless, where members have concerns which are not satisfactorily resolved, they should ensure that these are adequately reflected in the minutes.
- 4.4 Where the Board is unable to come to a majority view on any matter, the Chief Executive may exercise a casting vote, the exercise of which shall be formally recorded in the relevant Board minutes.
- 4.5 In exceptional circumstances and where the Chief Executive believes that his/ her personal responsibility and accountability as Accounting Officer may be compromised, the Chief Executive may override the Board provided that the relevant subject matters have first been given due and proper consideration by the Board. In such circumstances the views of the Board and the overriding decision of the Chief Executive shall be formally recorded in the relevant Board minutes and the Chief Executive shall formally notify Council of the same in a timely manner.
- 4.6 Matters requiring Board approval shall where appropriate be reviewed by Operations Board prior to submission. The Chair of the Operations Board shall ensure that any comments from Operations Board are conveyed to the Board at the appropriate meeting where such matters are under consideration.
- 4.7 In requesting papers/ presentations the Board will provide clear direction on purpose and scope of the requirements, including timescale for provision.
- 4.8 The Chief Executive is responsible for ensuring compliance with these terms of reference

5. Membership

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- 5.1 The Board shall be chaired by the Chief Executive Officer, who is appointed by the Secretary of State. Membership of the Board (and the Executive Secretary to the Board) shall be appointed by Council.
- 5.2 The current members of the Board are set out in Annex 5:

6. Staff in attendance

- 6.1 In pursuing its business the Board may require others to attend. Depending upon the business agenda this may include Council members, BIS representation, STFC Directors or others. Council and the relevant sponsoring government department may each send one of their members to be in attendance at any meeting of the Board provided reasonable notice is provided to the Chief Executive (including details as to the person attending).

7. Meetings

- 7.1 Normally, the Board shall meet weekly and will be convened by the Executive Secretary. In addition the Board shall hold specific monthly, quarterly and 6 monthly meetings to deal with standing business.
- 7.2 Additional, longer meetings will be convened by the Executive Secretary according to the business schedule and to allow time for horizon scanning and strategic discussion.
- 7.3 The Board, may convene ad hoc sub- project group meetings to work on specific activities and will receive regular progress reports from these meetings. Such sub-groups may make recommendations to the Board for its consideration/ decision.
- 7.4 Where key issues require referral the Chair, members, Council or sub-groups may request additional meetings through the Executive Secretary. The Executive Secretary will liaise with the Chair to convene requested meetings.
- 7.5 The Board shall consider and action as appropriate within these terms of reference any matters referred to it by Council or the Operations Board.
- 7.6 If the Chief Executive Officer is unavailable either Deputy Chief Executive Officer will take the Chair.
- 7.7 The Executive Secretary and Chief Executive shall be responsible on an annual basis or as otherwise agreed by the Board for producing a planner of business issues to be dealt with by the Board in accordance

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with the Schedule of Business attached at Annex 4, as amended by the Board from time to time.

- 7.8 The agenda will be prepared by the Executive Secretary with input from members and include items for decision, items for discussion, items for noting and financial approvals as a standing agenda item. A final agenda and available papers will be circulated to members at least 2 days before a meeting.
- 7.9 A quorum comprises of at least 4 full members including the Chair.
- 7.10 Meetings will be held in person unless agreed otherwise by the Chair. The Board shall consider any matter it deems appropriate in order to fulfil its responsibilities as detailed herein.
- 7.11 The Executive Secretary or a nominated deputy shall minute the proceedings and resolutions of all Board meetings, including recording the names of all those in attendance and will distribute to Board members within 24 hours for initial feedback.
- 7.12 The Executive Secretary will record all actions agreed within the meeting and distribute to Board members immediately following each meeting and maintain a record of the status of all actions.

8. Communication

- 8.1 Minutes will be maintained of each Board meeting. The Chief Executive Officer shall provide feedback, including copies of Board minutes, to Council in a timely manner through his reporting requirements.
- 8.2 Minutes of all meetings shall be circulated within 24 hours to all members of the Board and tabled at the next meeting for approval. Approval will be recorded in the minutes of the following meeting. Minutes will be published internally for staff on the intranet (with sensitive items redacted).
- 8.3 Relevant actions or conclusions from the Board, where appropriate, will be communicated by the Executive Secretary in a timely manner.

Annex 1 – Extracts from the Management Statement

- (1) *“Responsibility for the Council’s activities rests with members of the governing body including the Chief Executive in his/her role as Accounting Officer....It is recognised that in practice many of the activities are delegated and that most are dealt with....for the Council by its Chief Executive³;*
- (2) *“The governing body should decide on all issues of major importance, principally issues of corporate strategy, key strategic objectives and deliverables, key decisions involving the direction of its support for facilities....astronomy, planetary science, and particle and nuclear physics, advice to Government....and the use of resources, and personnel issues, including key appointments⁴;*
- (3) *“The Chief Executive is responsible to the governing body for the overall direction & management of Council staff and other resources. The key roles are:*
 - *To provide leadership both in relation to scientific research and in the direction and management of the Council and to develop dialogue and partnerships with its research and user communities and related national and international organisations to inform the development of strategy;*
 - *To develop proposals for both the Strategic and Delivery Plans and to lead the implementation of a programme of work to deliver the Council’s agreed plans; and*
 - *To act as the Accounting Officer for the Council responsible for the effective, safe and efficient operation of the Council, according to the objects in its Charter, guidance from the Department and the decisions of Council.⁵*
- (4) *“The Chief Executive shall ensure that the information necessary for effective monitoring of performance under the Strategy and Delivery plans is supplied both to the governing body and to the DGSi and sponsor team [DIUS] in a timely manner. Any such information should highlight areas that are deviating from the original plans.....”*
- (5) *“The Chief Executive is accountable and responsible for the oversight of any research units, institutes or establishments controlled by the Council....He is*

³ Page 1, para 1

⁴ Page 11, para 37

⁵ Page 15, para 48

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*the line manager of the Directors and heads of all such entities and is responsible for assessing their performance on an annual basis.*⁶

- (6) *“The Chief Executive may delegate day-to-day administration of his/her Accounting Officer and Consolidation Officer responsibilities....however, he/she shall not assign absolutely to any other person any of the responsibilities set out in his/her appointment letters, this document or the associated Financial Memorandum.”*⁷

⁶ Page 15, para 51

⁷ Page 16, para 53

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Annex 2 – Responsibilities of Executive Board as provided by Council

The responsibilities of the Executive Board are to:

- support the STFC's council;
- deliver STFC's mission;
- develop proposals for Council relating to the organisation's mid-to-long term strategic direction;
- implement effective financial (including CSR/SR bid) planning;
- implement robust and effective governance, including financial policy/procedures;
- support and develop the appropriate advisory structures;
- oversee reputational & stakeholder relationship management, including with government;
- oversee effective succession planning & approve senior appointments;
- define and cascade appropriate organisational culture and ethos;
- have responsibility for the investment appraisal regime and to approve capital and revenue commitments under a threshold amount approved by Council;
- make executive decisions on matters having a material impact on the organisation (including reputational, legal/ regulatory) within the delegated authority granted by Council;
- approve legal and regulatory compliance policies, including Health and Safety and;
- approve HR policies.

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Annex 3 Financial Approvals

The Board shall be required to approve the following items. The responsible Director shall be responsible for referring all such matters in a timely manner to the Finance Director for referral.

- Capital investment decisions and other financial decisions :
 - That exceed £5m capital and/or associated operating costs of £100,000 or above per annum
 - That are assessed as 'High Risk' in line with the risk appetite stated by Council from time to time;
 - That have specifically been called in by Board or referred to the Board by Council or Operations Board;
 - That are out with the specific delegation cascaded by the Chief executive through the 'STFC Scheme of Delegation';
 - where material conflicts of interest may surface in referral to Operations Board; or
 - any novel or contentious decisions as defined within the STFC Financial memorandum.

Annex 4 – Business Schedule

	Topic	Frequency	EB Sponsor
1.	PROCESS REVIEW (systems, policies, processes)		
	Risk Management	Annually	Jane Tirard
	Performance Management	Annually	Richard Wade
	Stewardship, Delegations & RCIAS Audit Reports	Annually	Jane Tirard
	Safety, Health & Environment	Annually	Paul Hartley
	IT technology & management	Annually	Paul Hartley
	Annual Report & accounts (for submission to Council for approval)	Annually	Jane Tirard
2.	Forward Look (to ensure annual refresh of STFC's forward strategies in business critical areas)		
	Financial & associated strategies (including asset management etc)	Annually	Jane Tirard
	Science and Technology strategies	Annually	Richard Wade
	Business Development Innovation/ Economic Impact/Campus strategies	Annually	Keith Mason
	Communication & Stakeholder/Reputational strategy	Annually	Gordon Stewart
	Human Resource strategy	Annually	Paul Hartley
	Estates Strategy	Annually	Paul Hartley
	IT Strategy	Annually	Paul Hartley
	Corporate Strategy	Annually	Keith Mason
	Delivery plan	Annually	Richard Wade

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3.	Reporting/Approvals		
	Approval of annual operating plans	Annually	Richard Wade
	Approval of annual budgets	Annually	Jane Tirard
	Reports from Science Board on the operation of the Science Board & its subsidiary bodies & peer review systems.	Every 6 months	Richard Wade
	Review of material legal claims/ potential claims against STFC or STFC Innovations Ltd	Every 6 months	Gordon Stewart
	10 year plan	Quarterly	Jane Tirard
	Change management (Blueprint) Report	Quarterly	Paul Hartley
	Communications Report	Quarterly	Gordon Stewart
	Council Papers Approval (incl's regular reports to Council <ul style="list-style-type: none"> • Scorecards • Financial Reports • H& S Report • Operations Report • Campuses • Chief Executive's Report • Others... 	Before each Council Meeting	Gordon Stewart
	Operational Report	Monthly	Richard Wade
	Approval for financial expenditure &/or other items requiring Board approval in accordance with terms of reference (e.g. with material legal/ regulatory, reputational or strategic impact or deviations)	As required (at monthly approval meetings where possible)	Appropriate EB Sponsors
	Joint Ventures	As required	Colin Whitehouse
	Approval of Corporate Policies	Ad hoc	As Appropriate
	CSR Implementation	Weekly	Keith Mason

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	Presentations by Operating Departments/Centres	Rolling Programme	As appropriate
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Annex 5

Current Executive Board Membership

Keith Mason (Chair)

Richard Wade

Colin Whitehouse

Jane Tirard

Gordon Stewart

Paul Hartley

Sharon Bonfield (Executive Secretary)

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