

UK SUPREME COURT
CHANGE PROGRAMME BOARD TERMS OF REFERENCE – DELIVERY AND
TRANSITION

Context summary for the Change Programme Board

The 2022 Governance Review recommended changes to the strategic governance structure to support the Chief Executive in meeting their statutory responsibilities and responsibilities as delegated to them by the President of the UKSC in accordance with the Constitutional Reform Act 2005, and as Accounting Officer.

The UKSC Board was created to provide advice, support to and scrutiny of, the Chief Executive and senior staff on strategy, performance, and governance of the UKSC and seek to assure itself of the proper management of the UKSC by the Chief Executive. The Change Programme Board was created to complement the UKSC Board with a focus of the delivery of the Change Programme and sit alongside the Management Board which focuses on business-as-usual activities.

Role of the Change Programme Board

The Change Programme Board (henceforth the Board) will operate according to recognised precepts of good corporate governance in business:

- **Leadership** – articulating a clear vision for the Court and giving clarity about how organisational activities contribute to achieving this vision, including setting risk appetite, and managing risk.
- **Effectiveness** – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance.
- **Accountability** – promoting transparency through clear and fair reporting.
- **Sustainability** – taking a long-term view about what the Court is trying to achieve and what it is doing to get there.

Scope of the Change Programme Board

This Board will provide support to and scrutiny of the Change Programme as well as providing advice and assurance for delivery to the Chief Executive.

It has no role in any judicial functions of the Court. The Board will be advisory and will not exercise any powers of the President of the Court or of the Accounting Officer, unless formally delegated to the Senior Responsible Officer.

The Chief Executive Officer is accountable for carrying out the non-judicial functions of the Court as delegated by the President and for ensuring that the

Court's resources are used to provide an effective and efficient system to support the Court in carrying out its business. It is the responsibility of the Chief Executive Officer to consider the advice of the Non-Executive Directors (NEDs) and other members of the Board.

The Board will provide support to and scrutiny of the Change Programme and advise and assure the Chief Executive in the following areas:

- Programme clarity.
- Programme deliverables.
- Financial compliance
- Readiness for change and organisational development
- Benefits realisation
- Adequate management of risks and issues
- Make recommendations to CEO/authorise any major deviations from the agreed programme plans.
- Sign off the completion of each stage of the plan, including the deliverables, and giving approval/recommendation to the CEO to start the next stage.

The Board will also:

- Take responsibility for ensuring / to drive the programme forward to deliver the agreed outcomes on time, within budget and to the agreed specifications (programme leadership and management)
- Manage and monitor progress, setting performance measures and clearly defined reporting criteria (programme management) and management information.
- Oversee and regularly review the governance structure in place to support the delivery of this Programme, ensuring that appropriate delegations and thresholds are in place to enable effective and timely decision making within agreed accountabilities and responsibilities (financial and governance)
- Escalate to UKSC Board or delegate across to the Management Board anything not in remit of the Change Programme for a decision without delay (effective strategic management)
- Delegate responsibility for design decisions and workstream alignment to the Design Authority and addresses escalations related to policy, cost, timescale, and scope as well as high profile decisions from Design Authority.
- Identify and review key issues and risks that may prevent or delay delivery of the agreed outcomes (risk management and oversight)

- Track and advise on the benefits realisation of the programme
- Ensure customers and stakeholders are at the heart of all decision making, that they are consulted and that they are engaged appropriately and in a manner that builds trust (internal and external customer engagement)
- Ensure that all staff are kept up to date on delivery, have an opportunity to contribute and fully understand the rationale behind any adopted options (staff engagement and leadership)
- Be the forum where issues can be escalated, report progress, seek approval for changes in relations to deliverables/scope/timing (programme leadership and management)
- Provide leadership and promote collective responsibility for delivery (strategic leadership)
- Advise on the management of the contract with Capgemini within the closed session of the Board meetings.
- Review the effectiveness of the decision-making processes and roles of the Board members.

Chair

The Board will be Chaired by the Director of Corporate Services and Change. The Deputy Chair will be the Registrar.

Membership and Quorum

Members are:

UKSC

- Chair: Director of Corporate Services & Change (Senior Responsible Officer)
- Deputy Chair: Registrar
- Director of Finance (Programme FRO)
- Head of HR
- Head of IT and Digital Services
- Change NED
- NED

The Chief Executive Officer has a standing invitation to all meetings and when in attendance will be considered as a member of the Board.

The Lead NED, Head of Communication, Head of IT and Digital Services and Assistant Director of Corporate Services will also have a standing invitation to meetings where matters relevant to their business areas are on the agenda or

have been escalated to the Board from the Design Authority. When in attendance, these colleagues will be considered as meeting attendees.

Capgemini

- The Capgemini Programme Director or suitable and appropriate senior member of the team will be required to attend all meetings as an attendee.
- Agreed Capgemini/ Q5 colleagues to attend by invitation only to advise/ make recommendations/ respond to progress and/ or emerging risks or issues.

In the absence of the Chair the Deputy Chair will act as Chair.

The Board will invite others to attend meetings as required for specific items – they will be considered meeting attendees.

At least two UKSC members, one of whom must be the Chair or Deputy Chair and one NED are required to form a quorum.

Board Secretariat

Secretariat for the Board and the wider Change Programme will be provided by the Programme Secretary.

The Programme Secretary will be supported by the Programme Manager to ensure that the right and most current information, performance reports and risk and issue mitigations are made available to the Board.

When attending the Board, both will be considered as non-voting members.

Frequency of Meetings:

The Board will meet monthly, or more frequently as directed by the Chair.

Board members' roles and responsibilities

Principles of public life:

All board members should uphold the seven principles of public life (the Nolan principles):
selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

Chair of the Board: They will maintain a high standard of discussion and debate, helping to steer the meeting by facilitating collective working and

ensuring that systems are in place to provide board members with the support they need to carry out their role effectively.

Non-Executive Directors: NEDs will exercise their role through influence and advice, supporting as well as challenging the executive team. They will also provide support, guidance and challenge on the progress and implementation of the business plan, and in relation to recruiting, appraising and ensuring appropriate succession planning of senior executives. They will form committees responsible for audit and risk assurance, and remuneration.

Where NEDs have concerns, which cannot be resolved, about the running of the Board, they should ensure that their concerns are recorded in the minutes and raised with the Chief Executive Officer.

Board effectiveness

The Board should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including:

- Adequately preparing for meetings, contribute to discussions and challenge assumptions/ideas where appropriate. The Board members should also work collaboratively to solve issues and overcome obstacles.
- Identify risks and issues both from a personal viewpoint and on behalf of their team members and taking ownership for resolution.
- Putting in place formal procedures for the appointment of new Board members, tenure and succession planning for both Board members and senior officials
- Allowing sufficient time for the Board to discharge its collective responsibilities effectively.
- Codified induction on joining the Board, supplemented by regular updates to keep board members' skills and knowledge up to date.
- Timely provision of information in a form and of a quality that enables the Board to discharge its duties effectively and conversely providing information updates on the work of the Board to team members and in updates to the staff team at regular staff meetings.
- A mechanism for learning from past successes and failures within the Programme
- A formal and rigorous annual evaluation of the Board's role.
- A secretariat with appropriate skills and experience

Supporting provisions

The Board and its members should:

- Act corporately and objectively when discharging its responsibilities.
- Act in the public interest in keeping with the Nolan principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Board members should act in accordance with the [Code of conduct for board members for public bodies](#).
- Support actions to ensure that officials comply with the [Civil Service Code](#).
- Ensure that the department's reporting obligations to the Treasury, Cabinet Office and Parliament are met effectively and efficiently.

Amended and updated following the GIAA Internal Audit on the Change Programme – August 2024

To be considered and approved by the Change Board – October 2024