

## **TERMS OF REFERENCE OF THE UKSC BOARD**

The 2022 Governance Review recommended the creation of the UKSC Board 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.

### **Role of the Board**

The board will operate according to recognised precepts of good corporate governance in business:

- Leadership – articulating a clear vision for the department 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 department is trying to achieve and what it is doing to get there

### **Scope of the Board**

This Board will 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.

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.

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 take into account the advice of the Non-Executive Directors (NEDs) and other members of the Board in making decisions.

The Board will advise on and supervise the following areas:

- Strategic clarity
- Commercial Sense
- Talented people
- Results and Performance
- Management Information

## **Chair**

The Board will be Chaired by a Non-Executive Director. The Deputy Chair will be another Non -Executive Director.

## **Membership**

Chair: Non-Executive Director (Lead Non-Executive Director)

Chief Executive Officer

Director of Corporate Services

Registrar

Director of Finance

Non-Executive Director

Non-Executive Director

Other attendees will be by invitation only and should include at least once a year, the independent members of ARAC.

A minimum of two UKSC staff members and two Non-Executive Directors must attend for it to be deemed a quorate. However, with two or more members not able to attend with the permission of the Chair, the Board Secretary can rearrange the meeting.

## **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:** He or she 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 board members:** 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 non-executive board members have concerns, which cannot be resolved, about the running of the department, a proposed action or the performance of the Chief Executive Officer, they should ensure that their concerns are recorded in the minutes and raised with the President of the Court.

#### Board effectiveness

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

- 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
- 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
- a mechanism for learning from past successes and failures within the department
- a formal and rigorous annual evaluation of the board's performance and that of its committees, and of individual board members
- 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

#### Secretariat:

The Senior Governance and Business Manager is the Board Secretary to the Board. The Board Secretariat function reports to the Director of Finance.

The papers will be circulated at least five working days before each meeting. Board activities and minutes will be communicated and published as appropriate

**Frequency of Meetings:**

The Board will meet quarterly.

Agenda:

The agenda for the meeting will be agreed by the Chair of the Board in consultation with the Chief Executive Officer.

**Subcommittees:**

There are two subcommittees of the UKSC Board:

- Audit and Risk Assurance Committee
- Remuneration Committee

Each subcommittee has their own Terms of Reference and will provide regular updates to the UKSC Board.

Each subcommittee will advise the Board Secretary to the UKSC Board when they are meeting to ensure regular updates are provided to the UKSC Board.

The board should ensure that it receives adequate and timely feedback on the work of those committees and is able to consider their decisions formally.

These Terms of Reference were agreed to at the Management Board on 28 September 2022 and will be reviewed annually.