



Independent Monitoring Authority
For the Citizens' Rights Agreements

Terms of Reference

Board Meeting

Approved by	IMA Board
Version	2.0
Date agreed	September 2021
Next review	September 2022

Role of the IMA Board

1. The IMA Board is responsible for:
 - establishing the strategic direction and maintaining oversight of the organisation;
 - ensuring the organisation discharges its statutory duties under the European Union (Withdrawal Agreement) Act 2020 and obligations in the Framework Document; high standards of corporate governance; and principles of public law;
 - ensuring the organisation operates within its statutory and delegated authority, including any conditions relating to the use of its grant-in-aid specifically, and the use of public funds more generally in compliance with HM Treasury Guidance on ['Managing Public Money'](#);
 - appointing executive members of the Board
 - appointing the Chief Executive
 - safeguarding the independence and impartiality of the IMA
 - ensuring that effective arrangements are in place to provide assurance on risk management, good governance and internal control;
 - determining the organisation's performance metrics and monitoring performance against them; and ensuring it demonstrates resources are being used to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes;
 - holding the Chief Executive to account for performance and delivery against strategic and business plan priorities; objectives and budgets including follow-up actions on its decisions;
 - formulating a strategy for ensuring the organisation is open and transparent in all that it does, providing Parliament and the public with as full information as may be requested concerning its policy decisions, and actions. This includes full compliance with data protection legislation;

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- ensuring that the IMA develops MOUs with the government departments and other Authorities and Administrations of which it provides oversight (as it considers appropriate);
- making publicly available annual reports, and, where practical and appropriate, release summary reports of meetings and invite evidence from members of the public on matters of public concern;
- promoting and protecting the organisation's position, values, mission, vision, integrity, image and reputation; and

Board reserved matters

2. The following matters are reserved to the Board (reserved matters):

Regulation and control

- approval of delegation of any of the Board powers to Committees, non-executive members, the Chief Executive or employees;
- review and approval of the organisation's overall corporate governance arrangements, taking into account the advice of the Audit and Risk Assurance Committee;
- approval of taking/termination of leases for office accommodation;
- approval of Board and Committee schedule of meetings;

Appointments

- appointing executive members to the Board
- appointing and dissolving Committees and their Chairs;
- approving terms of reference of Committees;
- appointing and terminating the appointment of the Chief Executive;
- approval of Executive Team appointments;

Strategy, Business Plan and budget

- approving (including varying) the Strategic Plan;
- approving the annual Business Plan and endorsing the annual budget;
- ensuring the statement of accounts complies with any directions given by the Secretary of State;

Operational decisions

- approving the policy content of strategic documents e.g. Strategic Plan;
- approving the annual report to be submitted to the specialised committee on citizens' rights (Withdrawal Agreement) and the Joint Committee (EEA EFTA Separation Agreement) (to note, it will also be shared with the governments of the UK and Gibraltar, who in turn all must lay before their relevant legislature).
- approve the IMA's Annual Report and Accounts
- approving the scheme of financial delegation;
- approving major changes to the organisation; and
- considering and approving, on the recommendation of the Chief Executive, strategic policies relating to the discharge of the organisation's statutory functions;

Risk management

- approving the strategy and policy for management of risk;
- approving the Corporate Risk Register and;
- considering reports on risk management and financial controls, on request or as brought to their attention by the Chief Executive or the Chair of the Audit and Risk Assurance Committee;

Financial and performance reporting arrangements

- appraising performance of the organisation's affairs, which shall include:
 - monitoring performance against strategic and business plan objectives; equality objectives under the public sector equality duty; and any other targets set by the Board, including use of financial resources. This will be by means of receipt of reports from the Chief Executive;
 - approving and reviewing the Framework Document with Government;
 - approving and presenting the organisation's statement of accounts to the Secretary of State and the Comptroller and Auditor General;
 - maintaining oversight of the Chief Executive's objectives through receipt of reports from the Chief Executive; and
 - approving the organisation's key performance indicators.
- This does not preclude the Chair or the Board deciding other matters, non-reserved, should they come to the Board for discussion or decision. The Board may decide on any matter it wishes that is within its legal powers.

Delegations

General

3. The Board is empowered under the European Union (Withdrawal Agreement) Act 2020 to delegate the discharge of a function (including, for the avoidance of doubt, what would otherwise be a Reserved Matter) to:
 - a Committee;
 - a Member;
 - an employee; or
 - a contractor.
4. Any delegation made by the Board may be limited or made subject to conditions and may allow sub-delegations. The nature and scope of new and amended delegations from the Board will be recorded in the minutes of Board meeting where these decisions are taken.
5. The Board may vary, revoke or add to any existing non-statutory delegations it has made in exercise of its powers.
6. The Board remains responsible for all of its functions under the European Union (Withdrawal Agreement) Act 2020, even those delegated to a Committee, Member, or an employee.

Delegations to Committees

7. The IMA Board has established three Committees to support its work:
 - Audit and Risk Committee
 - Delivery and Impact Committee
 - HR and Remuneration Committee

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8. The detail of their work can be found in their own terms of reference.

Executive Decision-Making Groups

9. For the ongoing management of the IMA, its programmes, projects and regulatory activity the Chief Executive may set up executive decision-making groups, boards, panels or similar groups. These will typically have an officer only membership, be overseen by an Executive Director and will report to the Board through routine summary reports. The IMA currently has in place three such groups.
 - Organisational Development Group
 - Emerging Issues Group
 - Resourcing and Delivery Group

Records of delegations

10. Decisions on delegations must be minuted.

Delegations to the Chief Executive

11. The Board has delegated to the Chief Executive, in consultation with the Chair as appropriate, the discharge of all functions of the IMA other than:
 - any Reserved Matter;
 - any matter delegated to a Committee.

Membership and Attendance

12. The Board consists of:
 - The Chair
 - Appointed non-executive members (maximum 6)
 - Chief Executive
 - Appointed executive members (maximum 3)
13. The Board will be chaired by the Chair. The Chair may, if they so choose, nominate a non-executive member as a deputy to chair the meeting in their absence.
14. The meeting is not quorate unless at least half the members appointed are present, and a majority of the members present are non-executive members.
15. In the event that quorum is not reached, decisions will be made by Chair's action, by correspondence or will be deferred to the next Board meeting.
16. Membership is based on terms of appointment for non-executive members and permanent organisational roles in the case of executive members.
17. With the Chair's consent, other staff may be invited to participate where they have a particular interest or involvement in agenda items.

Process

18. The IMA Board will meet monthly while the IMA is becoming established and then quarterly once appropriate. Additional meetings may be convened when considered necessary and business may be conducted by correspondence. Such items will be noted in the agenda as having been determined and their resolution subsequently logged.
19. Meeting will normally be in private session, although the IMA Board will hold an annual Meet the Board session separate to their formal meetings.

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20. The following will be standing agenda items:
 - Previous minutes and actions
 - Declaration of Interest(s)
 - Matters arising from Committees
 - Chair report
 - Chief Executive report / Operational update
 - Performance report
 - Finance report
 - Business for noting (i.e. where business has taken place outside of the meeting, it should be noted for audit trail purposes).
21. The Chair will agree the meeting agenda and where necessary will discuss an agenda item with the originator of a proposal prior to the meeting to clarify purpose and presentation.
22. The Senior Governance Manager will maintain the minutes, rolling action sheet, and decisions log to provide a record of business conducted and decisions/escalations made, inside and outside of the regular meeting.

Decision-making

23. The Board will seek to achieve consensus on all decisions. Where this is not possible, the collective decision will be made on a majority of the quorum, with the Chair, or in their absence their deputy where one has been appointed, holding a casting vote.

Decisions by Correspondence

24. The Chair may, where they deem it necessary, request that the Board take decisions by correspondence. In such cases the Chair shall consult the Board Members and a decision shall be made as per the paragraph above.

Decisions by Chair's Action

25. Chair's action may be used in exceptional circumstances where a decision is required urgently, and it is not possible to wait for the next meeting nor to consult the membership by correspondence. In such cases the Chair may take a decision on any matter within the Board's delegated authority.
26. All decisions made by correspondence or Chair's Action must be reported at the next Board meeting and recorded in the minutes.

Conduct

27. Committee Members must be honest and impartial in the exercise of their duties. They must not allow their judgement or integrity to be compromised or permit there to arise any reasonable grounds for suspicion as to the compromise of their judgement and integrity. Committee members will be expected to abide by standards enunciated in The Seven Principles of Public Life.

Papers and Reporting

28. Papers must be concise and clearly set out: the issues, the action requested of the Board the actual or potential impact and any relevant financial or other considerations. Papers

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submitted for circulation will have been discussed with interested parties in good time to meet deadlines.

29. All papers for consideration by the Board must be:
 - approved by the relevant Director; and
 - provided to the Secretariat no later than 8 days in advance of the meeting.
30. Late papers will only be accepted by the Chair in exceptional circumstances.

Transparency

31. Meeting agenda and approved minutes will be published on the IMA website.
32. Action points from each meeting will be circulated to action owners within 48 hours of the meeting. The minutes will be circulated to the Chair within five days of the meeting.

Conflicts of Interest

33. Any attendee who becomes aware of a potential conflict of interest relating to matters to be discussed by the Board must give prior notification to the Chair. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Review

34. The Board will review its ways of working and terms of reference in six months following its establishment, and then annually.