Independent Monitoring Authority
For the Citizens' Rights Agreements

Board Terms of Reference

Board Meeting	
Approved by	IMA Board
Version	4.0
Date agreed	January 2026
Next review	April 2027

Introduction

1. The Independent Monitoring Authority for the Citizens' Rights Agreements was established as a body corporate by section 15 of the European Union (Withdrawal Agreement) Act 2020 ('EUWAA'). Schedule 2 to that Act contains provisions relating to the constitution and responsibilities of the IMA with regards the UK and the Independent Monitoring Authority Regulations contains provision relating to the IMA's responsibilities relating to Gibraltar.
2. The Ministry of Justice, as the IMA's sponsoring government department, established the IMA as a non-departmental public body.
3. The IMA was established under EUWAA to implement the UK's commitment in Article 159 of the Withdrawal Agreement and Article 64 of the EEA EFTA Separation Agreement.
4. The EUWAA establishes the constitution of the IMA. It provides that the IMA consists of its Chair, non-Executive Directors, the Chief Executive and Executive Directors who collectively form the IMA's Board.
5. This Governance Framework sets out how the Board will govern its business in line with the EUWAA and establishes its procedures in accordance with paragraph 9 of Schedule 2 to EUWAA.

Corporate Governance

6. The Board as a whole has a responsibility to ensure that the IMA fulfils its obligations under EUWAA and complies with all other legislation and regulatory requirements.
7. The IMA shall operate corporate governance arrangements that accord with good corporate governance practice and applicable regulatory requirements and expectations. In particular the IMA will, subject to exceptions where the operational independence of the IMA could be impacted:
    a) in line with Managing Public Money have regard to the relevant Functional Standards as appropriate and in particular those concerning Finance, Commercial and Counter Fraud

b) comply with the principles and provisions of the Corporate Governance in Central Government Departments Code of Good Practice to the extent appropriate and in line with the IMA's statutory duties

c) comply with Managing Public Money

d) take into account relevant codes of good practice and guidance set out in Annex A of the Framework document between the IMA and the Ministry of Justice, as they apply to the IMA.

8. The Board will operate in accordance with the IMA's Delegation Policy and the IMA Standing Orders at Annex A. It is the responsibility of the Chair to ensure that these procedural rules are adhered to.

Membership of the Board

9. The Board consists of:
   - The Chair,
   - Other appointed non-executive members (minimum of 2, maximum of 6),
   - Chief Executive, and
   - Other appointed executive members (minimum of 1, maximum of 3)

10. The Chair and other non-executive Members will hold and vacate office in accordance with the terms of their appointment. This includes ensuring no financial or other interest (including political activity) which is likely to affect prejudicially the discharge by the non-Executive Member of their role as a Member of the IMA. Their membership will cease upon becoming an employee of the IMA, or an employee in the civil service.

11. A Member of the IMA is also disqualified from membership of the House of Commons and the Northern Ireland Assembly (see Part 2 of Schedule 1 to the House of Commons Disqualification Act 1975 and Part 2 of Schedule 1 to the Northern Ireland Assembly Disqualification Act 1975).

12. Executive Members will be appointed by the non-executive Members of the Board (including the Chair). Their membership will cease on leaving the employment of the IMA.

Role of the Board

13. The Board is responsible for the overall operation of the IMA including ensuring it fulfils its obligations under the EUWAA and complies with all other legislation and regulatory requirements.

14. The Board is specifically responsible for:

   - establishing and taking forward the strategic objectives, priorities and outcomes of the IMA, as set out in the annual plan,
   - ensuring the financial and human resources are in place for the IMA to meet its objectives,
   - ensuring that the board receives and reviews regular financial and management information concerning the management of the IMA,
   - ensuring that it is kept informed of any changes which are likely to impact on the strategic direction of the IMA board or on the attainability of its targets, and determining the steps needed to deal with such changes and where appropriate bringing such

matters to the attention of the responsible minister and Principal Accounting Officer via the executive team, Ministry of Justice sponsorship team or directly,

- ensuring that any statutory or administrative requirements for the use of public funds are complied with,
- ensuring that, in reaching decisions, it takes into account guidance issued by the MoJ such as:
  - this framework document,
  - any delegation letter issued,
  - any elements of any settlement letter issued to the MoJ that is relevant to the operation of the IMA,
  - any separate settlement letter that is issued to the IMA from the MoJ,
- ensuring it has appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising from the above documents,
- demonstrating high standards of corporate governance at all times, by using the independent audit committee to help the board to address key financial and other risks,
- appointing, consulting with the responsible minister as appropriate, a CEO and, in consultation with the MoJ, setting performance objectives and remuneration terms linked to these objectives for the CEO which give due weight to the proper management and use and utilisation of public resources,
- determining all other things which the board considers ancillary or conducive to the attainment or fulfilment by the IMA of its objectives.
- maintaining oversight of the organisation,
- ensuring the IMA acts independently, objectively and impartially in undertaking its responsibilities,
- make decisions reserved to it under EUWAA and the IMA's Delegation Policy,
- ensuring the organisation discharges its statutory duties under the EUWAA 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',
- ensuring that effective arrangements are in place to provide assurance on risk management, good governance and internal control,
- approving 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 the legislatures of each part of the UK and Gibraltar and the public with as full information as may be requested concerning its policy decisions, and actions,

- promoting and protecting the organisation's position, values, mission, vision, integrity, image and reputation.

Delegations

General

15. The Board is empowered under the EUWAA to delegate any of its functions in accordance with the IMA's Delegation Policy, other than those functions reserved to the Board by the EUWAA as set out in the Annex to that Delegation Policy.
16. The Board remains responsible for all of its functions under the EUWAA, even those delegated to a Committee, Member, or an employee.

Committees

17. The Board may establish Committees or sub-Committees as required.
18. The Board has established two Committees to support its work:
    - Audit and Risk Committee
    - HR and Remuneration Committee
19. The detail of their work can be found in the terms of reference of each of those committees found at Annexes 2 and 3.
20. Membership of Committees or sub-Committees are to be made up of Members or employees of the IMA. The Chair will propose to the Board for decision the membership and Chairs of committees. A Committee or sub-Committee may decide to invite others to attend meetings of the Committee or sub-Committee but for the avoidance of doubt such attendees cannot vote on any matter to be decided by them.
21. The term of appointment to Committees or sub-Committees will be specified on appointment, will be renewable where appropriate and reviewed annually.
22. Terms of reference for and membership of Committees and sub-Committees will be decided in accordance with the IMA Delegation Policy.
23. If the Chair is not a member of a Committee, they have the right of attendance at any meeting of that Committee in an observatory capacity. The Chair will not be entitled to vote on any matter before that Committee unless they are a member.
24. Sufficient time will be provided at Board meetings for any Committee established to report on the nature and content of its discussions, recommendations, and any actions to be taken. This will ordinarily be through its minutes.
25. The Board must at least once in any five-year period review its Committee structure and the scope of each Committee's activities.

Reviewing the Board's performance

26. The Board will review its own performance and that of its Committees regularly. A summary of the findings will be included in the Annual Report and Accounts.
27. The Chair will review the performance of all Members regularly.
28. The Chair's performance will be reviewed regularly.

Review of the Board's Terms of Reference

29. These Board Terms of Reference will be reviewed annually and as part of Board Effectiveness Reviews.

Annex 1 – Standing Orders

Introduction

1. These Standing Orders of the Board reflect the provisions of the European Union (Withdrawal Agreement) Act 2020.
2. Where they can be appropriately applied, these Standing Orders apply to all meetings of the Board and Committees unless otherwise stated in these Standing Orders or in the Terms of Reference of those Committees.
3. These Standing Orders will not apply where the Terms for the Committee already make provision for the activity to be undertaken or procedure to be followed at meetings of that Committee.

Frequency of meetings

4. The Board will meet at regular intervals planned well in advance, and at least six times in any full financial year. The period between any two consecutive meetings of the Board will be no greater than three months. These will be the ordinary meetings of the Board.
5. An extraordinary meeting of the Board may be called by the Chair or the Chief Executive where in their opinion an urgent matter has arisen. The Chair will also call an extraordinary meeting following receipt of a written request from:
    a. at least three Members, or
    b. the Board Champion for Counter Fraud and Whistleblowing following being contacted under paragraph 35(f) of the IMA Whistleblowing Policy.

    and in both cases the request must set out the reason why an extraordinary meeting is required.

Place of business

6. Meetings of the Board will be held in person but may by exception be held by video conference or telephone conference as determined by the Chair.
7. Meetings of the Board held in person will normally be held on rotation between the IMA's Swansea Office and locations in England, Scotland, Northern Ireland and Gibraltar. This reflects the IMA's remit over all parts of the UK and Gibraltar and the importance of the IMA's visibility across these parts.
8. The Chair may by exception agree for a Member to attend an in-person meeting via video conference or telephone conference following a written request from that Member.
9. Meetings of Committees will be normally held by video conference, but may by exception be held in person or by telephone conference as determined by the Chair or by the Chair of the relevant Committee.

Notice of meetings

10. The Chair will propose for the Board's approval a schedule of meetings of the Board and any Committees for each new financial year before the end of the prior year.
11. Meetings will be called well in advance and, in any event, with a minimum of five clear working days' notice. In the case of urgent business to be considered in an extraordinary meeting, meetings may exceptionally be called with fewer than five clear working days' notice.
12. Notice of the time and place of a meeting will be given to Members in writing by email to the email account provided by the IMA to each Member. Failure to receive notice of a Board meeting will not invalidate that meeting or any business transacted at it.

Business, agendas and papers

13. The Chair is responsible for drawing up the agenda of meetings in consultation with the Board and the Chief Executive.
14. The Head of Governance will maintain a forward plan of business of the Board and its Committees. This will be regularly reviewed by the Chair and Chief Executive and made available to the Board. Where there is in any doubt as to whether a matter should be referred to the Board, this will be determined by the Chair. Where there is in any doubt as to whether a matter should be referred to a Committee of the Board, this will be determined by the Chair of the relevant Committee.
15. The agenda and papers for meetings will normally be circulated at least five clear working days in advance of the meeting, and by email to the email account provided by the IMA to each Member.
16. The papers for each meeting will comprise:
    a. an agenda which will indicate the matters to be discussed at the meeting.
    b. in the case of an ordinary meeting, a copy of the draft minutes of the meetings held since the last ordinary meeting.
    c. such other supporting documents and information relevant to the matters to be discussed as the Chief Executive may think appropriate, in consultation with the Chair.
17. Non-receipt of papers by individual Members does not invalidate a meeting or any business transacted at that meeting.
18. Where a meeting is called at short notice, papers will be circulated at the earliest practical opportunity. With the permission of the Chair, or Chair of the relevant Committee (for Committees), papers may exceptionally be tabled at a meeting or circulated after the agenda.
19. No business other than that specified in the notice of the meeting will be transacted at the meeting unless the business is of an urgent nature and the Members present decide that the business will be transacted.
20. All IMA business is to be conducted by Members using the email account provided by the IMA to each Member.

Other attendees at meetings

21. The General Counsel will attend meetings of the Board to provide legal advice to the Board. The General Counsel may also attend meetings of any Committee of the Board. The General Counsel may at their discretion give relevant advice during any meeting.
22. Other members of staff may be requested to attend meetings to support the consideration of specific items of business. Such attendees will be agreed by the Chair or Chair of the relevant Committee (for Committees).

23. The Chair or Chair of the relevant Committee (for Committees) may invite other individuals to attend meetings for a specific item or meeting. This includes attendance by a Board Apprentice as part of any scheme to which the IMA has enrolled or to provide development opportunities for IMA staff to observe.

24. Other than an Executive Director who has also been appointed a Member, any individual attending a meeting in any one of these capacities (including a Board Apprentice) will not be entitled to vote and may be asked to withdraw from the meeting at any point.

Quorum

25. A meeting of the Board or its Committees will be quorate if:

    a. at least half the Members appointed are present, and

    b. a majority of the Members present are non-executive Members.

26. Members attending by video conference or telephone conference will be deemed to be present.

27. The names of all Members present will be recorded in the minutes.

28. Members unable to attend a meeting of the Board should inform the Chair and the Head of Governance as early as possible. Members unable to attend a meeting of a Committee should inform the Chair, Chair of the relevant Committee and the Head of Governance as early as possible

29. If a Member cannot participate in a discussion or decision on any matter because of a conflict of interest, their attendance will not count in the calculation of quoracy for that item.

30. If a Member cannot participate effectively in a discussion or decision because of a failure of a video conference or telephone conferencing medium, they should make every effort to notify the Chair and the Head of Governance. The Chair will decide whether to:

    a. adjourn the meeting to re-establish effective participation, and for how long, or

    b. mark the Member as not present.

31. If a quorum is not available for a decision on any matter, that matter will be decided:

    a. By Chair's action if the Chair considers that there are exceptional circumstances where a decision is required urgently and it is not possible to adopt (b) or (c) below,

    b. Under the Deferral of decisions provisions of these rules, or

    c. Under the Electronic business provisions of these Standing Orders.

    to be determined by the members present.

Chair

32. If present, the Chair will preside over meetings.

33. In the absence of the Chair, whether this be temporarily on the grounds of a declared conflict of interest or otherwise, the Chair of the IMA's Audit and Risk Committee will preside over meetings.

34. In the absence of both the Chair and Chair of the IMA's Audit and Risk Committee, Members present will appoint a non-executive Member present to chair the meeting or item of business.

35. It is the responsibility of the Chair or Member presiding at the meeting to:

    a. ensure that the Board reaches effective decisions objectively and impartially, taking proper account of any relevant information or evidence.

    b. ensure that adequate views are sought in order to make informed decisions.

c. determine all matters of order, competency and relevancy.

d. determine whether a vote is required and how it is carried out in accordance with the Voting provisions of these Standing Orders.

e. maintain order in the meeting.

f. adjourn the meeting, if necessary, for whatever period they believe is appropriate.

36. Where the Chair of the IMA's Audit and Risk Committee or another non-Executive Member presides over the meeting or item of business, the following authority is delegated to them for the purposes of the meeting or item of business:

    a. The matters listed in the preceding paragraph,

    b. Casting vote under paragraph 45 of these Standing Orders,

    c. Any other matter necessary to ensure the effective running of the Board meeting.

    For the avoidance of doubt, the authority to take a decision by Chair's action under paragraph 46 of these Standing Orders is not delegated to any other Member who presides over the meeting or item of business under this Standing Order.

Conflict of interest

37. Any Member who becomes aware of a potential conflict of interest relating to matters to be discussed by the Board or its Committee (at a meeting or otherwise) must give prior notification to the Chair and the Chair of the relevant Committee where it is discussed at a Committee. 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.

Order of business

38. The normal order of business in a meeting will be:

    a. where the Chair and Chair of the IMA's Audit and Risk Committee is not present to select a Member to chair the meeting.

    b. To declare the meeting quorate.

    c. to receive any apologies for absence.

    d. to consider any declarations of interest.

    e. to receive, modify (if necessary) and approve as a true and accurate record the minutes of the previous meeting.

    f. to deal with any matters arising from the minutes of the previous meetings.

    g. to receive a report on any urgent or deferred decisions taken between meetings, and note any decisions taken by electronic business.

    h. to consider such business as is set out on the agenda for the meeting.

    i. to receive reports and recommendations from any Committee of the Board (unless this is specifically relevant to an item of business on the agenda, where it will be considered alongside such business).

    j. to consider, at the discretion of the Chair, any items of other business.

    k. to note any matters presented for information only.

39. The order of business may be varied at the Chair's discretion.

Voting

40. Any decision made satisfying the requirements of these Standing Orders will be deemed to be a decision made by the Board or its Committees.

41. Decisions of the Board and its Committees will normally be made by consensus rather than by formal vote. Consensus will be reached by the Chair submitting the decision to the Board and seek any objections. Where the chair is satisfied that there are no objections the Chair will declare that the decision has been taken.

42. Failing consensus, decisions will be made by a vote when:

    a. the Chair (or the Member acting in that capacity) determines that there is a body of opinion amongst Members at the meeting that disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged, or

    b. a Member who is present requests that a vote be taken, and this is supported by at least one other Member, or

    c. the Chair determines that a vote is appropriate.

43. If a vote is taken, the number voting for, against and any abstentions amongst the Members present will be recorded in the minutes. A Member absent at the time of the vote may not vote by proxy. A record of the individual votes of Members will not be recorded in the minutes unless the Chair agrees otherwise.

44. The Chair will cast their vote at the same time as the other Members. Voting will normally take place by a show of hands or such other means of assent or dissent as the Chair deems appropriate.

45. The decision will be carried by a simple majority of those Members present. In the event of an equality of votes, the Chair will have a second and casting vote. The Chair's ruling as to the outcome of such a vote will be final.

Chair's Action

46. 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.

Deferral of decision

47. Any Member may propose to defer a decision on an agenda item in order that additional information is provided to support the taking of that decision, or for any other reason.

48. If this is agreed, the decision to defer the decision, together with the reason for doing so, will be recorded in the minutes of the meeting together with a proposed timescale for returning the matter for consideration.

49. A deferred decision may be taken through electronic business where this is agreed in the meeting and will be taken in accordance with the Electronic Business provisions of these Standing Orders.

50. All deferred decisions taken between meetings will be reported on and reflected in the minutes of the meeting subsequent to the decision being taken.

Electronic Business

51. Decisions may be taken by electronic business where the Chair determines, or the Member acting in that capacity, determines that the matter could be appropriately decided by that means.

52. For a decision to be made by electronic business:

a. the procedure for taking decisions by electronic business must be followed,

b. a response must be received from at least half of the Members,

c. a majority of responses received must be from non-executive Members, and

d. a majority of responses received must be in favour of the recommendation.

53. The procedure for taking decisions by electronic business is:

a. papers will be produced clearly setting out the recommendations, options considered together with any supporting analysis necessary.

b. the Chair will agree a timeline for a decision to be taken. This will include sufficient time for the papers to be considered, seek clarification on the issues raised and to confirm a decision.

c. the Secretariat will circulate the papers electronically, to the email account provided by the IMA to each Member and setting out the timeline decided.

d. questions or points of clarification should be directed to the Secretariat who will arrange for a response to be drafted and circulated to all members in line with the agreed timeline.

e. Members should confirm their decision by the deadline indicated in the timeline.

f. once this deadline has passed the decision will be confirmed to the Board or Committee.

54. Where the Chair determines that the Electronic Business procedure is not appropriate, or will not conclude the matter appropriately, the Chair will decide whether the matter needs to be considered at a future meeting.

Governance and records

55. Any point of order alleging a breach of these Standing Orders will be heard immediately. The Chair's ruling (or that of the Member acting in that capacity) on the point of order will be final.

56. The Chief Executive will ensure that a member of the Executive, or a nominated alternative officer, will be present at each meeting of the Board and any meetings of any Committee to advise on these Standing Orders.

57. The Chief Executive will ensure that a nominated officer will attend each meeting of the Board and any meetings of any Committee to record any decisions made. If no officer is present and nominated to record any decisions made, no decision will be deemed to have been taken.

58. The Chief Executive will ensure that a nominated officer will be responsible for ensuring that the minutes of the meeting, including a record of any resolution passed, are retained.

59. Action points from each meeting will be circulated to action owners within 5 working days of the meeting. The minutes will be circulated to the Chair within 10 working days of the meeting.

60. The Chair or the Member acting in this capacity will be asked to agree the minutes before they are presented for approval at the next meeting of the Board or Committee.

61. Once approved by the Board the minutes will be published on the IMA website, subject to the redaction of any material it is inappropriate to disclose.

Conduct

62. 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. Members will be expected to abide by standards enunciated in The Seven Principles of Public Life.

Review

63. The Board will review these Standing Orders annually.