

Terms of Reference of The National Archives' Board		THE	
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1. Overall purpose and objectives

- 1.1 The National Archives' Board (the Board) is the key strategic advisory body of The National Archives.
- 1.2 Through scrutiny, advice and challenge, The National Archives' Board is responsible for ensuring that the leadership of The National Archives:
- Sets the strategic direction and makes strategic choices
 - Provides leadership in the delivery of statutory, corporate and business responsibilities
 - Makes key investment, procurement and project decisions that withstand scrutiny
 - Identifies and manages risks effectively
 - Encourages improvements in performance across the organisation
 - Takes corporate responsibility for its decisions and their implementation.

2. Membership

- 2.1 The National Archives' Board comprises:
- The Chief Executive and Keeper and Accounting Officer of The National Archives
 - The Executive Directors (the Executive Team)
 - The Chair of The National Archives' Board, Non-executive Board Member
 - Up to four independent Non-executive Board Members.
- 2.2 Executive members will usually form the majority on the Board.
- 2.3 Selection and appointment of Non-executive Board Members is through fair and open competition, as set out in the Governance Code for Public Appointments (though these appointments are not regulated by the Commissioner for Public Appointments). Executive Directors and Non-executive Members of the Board are appointed by the Chief Executive and Keeper, who is appointed by the Secretary of State for Digital, Culture, Media and Sport (DCMS).

3. Conflicts of interest

- 3.1 Each person must declare any interests that could materially compromise their capacity to act independently as a member of The National Archives' Board every time there is change in their circumstances and formally review these annually. These will be recorded on the register of interests maintained by the Head of Governance and be used to complete the annual governance statement.

3.2 If a Board member identifies a potential conflict of interest (pecuniary or non-pecuniary) arising from any item on the agenda, these should be raised in advance of the meeting with the Head of Governance, be declared at the start of the meeting and shall be recorded in the minutes. The Chair may ask the member to leave the room or not take part in any deliberations and decisions of the Board in respect of that matter.

4. Roles and responsibilities of Board members

4.1 The role of all Board members is to:

- Provide effective challenge through open debate on Board matters
- Ensure the right information and evidence is available to make decisions, measure performance and provide assurance
- Uphold the values of the organisation as well as those expressed in the Seven Principles of Public Life.

4.2 The additional role of the Chair of the National Archives' Board is to:

- Work with the Chief Executive and Keeper to agree the agenda for meetings of the Board and chair meetings of the Board
- Lead the annual evaluation of the Board's performance and the annual appraisal of Non-executive Board Members
- Meet on an annual basis with senior officials at the Department for Digital, Culture, Media and Sport, to present the views of the Non-executive Board Members and set out any areas of concern
- Keep the composition of the Board under review and make timely recommendations to the Chief Executive and Keeper on the appointment of new members and reappointment of existing members
- Provide, as required by HM Treasury guidance, a Chair's report in The National Archives' Annual Report.

4.3 The additional role of all Non-executive Board Members is to:

- Provide advice, guidance and challenge to the Chief Executive and Keeper and Executive Directors to support The National Archives' senior leadership team
- Ensure responsible governance and give assurance of sound financial reporting and disclosure as members of Audit and Risk Committee, and as members of the Nominations and Governance Committee, determine the pay and bonus for Senior Civil Service (SCS) staff.

5. Expectations of Board members

5.1 Members are expected to attend Board meetings and meetings of any sub-committee of which they are a member, to prepare fully for those meetings, to engage actively in discussion, to exercise collective responsibility and to respect confidentiality where required. The Non-executive Board Members should also be prepared to provide advice and support where necessary between meetings.

5.2 Non-executive Board Members will be expected to participate in annual appraisals of performance, carried out by the Chair and Chief Executive and Keeper.

6. Meeting arrangements and frequency

6.1 The National Archives' Board will usually meet ten times a year, with additional 'strategy' days as required.

6.2 Meetings will usually be held at Kew, but may also be held remotely or at alternative locations, as appropriate.

6.3 If the Chair is absent for all or part of the meeting, then the Chair, in consultation with the Chief Executive and Keeper, will identify/nominate someone to chair the meeting and/or item.

6.4 The Board will agree a rolling agenda for a 12-month period. Fixed agenda items will include: monthly financial reporting (by exception), quarterly business and performance reporting, half-yearly strategic risk register review, quarterly Audit and Risk Committee reporting and half-yearly Nominations and Governance Committee reporting. The Board will also review the annual reporting of resource accounts, budget and strategic priorities and scrutinise major procurement and policy decisions affecting the future strategic direction of The National Archives.

6.5 The Board may conduct business out-of-committee, particularly the monthly financial reporting, where the timings of meetings are not always practical and would result in undue delay. In the event business is considered out-of-committee, they will be discussed and noted at the next meeting and a record will be kept to fulfil the corporate report requirements.

6.6 Where appropriate, information and updates may be circulated to Board members electronically in-between meetings.

6.7 Board papers will be circulated to Board members not less than five working days prior to the meeting. In exceptional circumstances, papers may be circulated late but only with the agreement of the Chair. Tabled papers will not usually be permitted, unless the Head of Governance is notified in advance and the Chair agrees. Guidance and processes (including deadlines) on the submission of papers to the Board will be maintained and disseminated by the Head of Governance.

6.8 The quorum for meetings is three Executive members, one of whom must be the Chief Executive and Keeper, Acting Accounting Officer or Chief Operating Officer¹, and two Non-executive Board Members. In the absence of a quorum, the meeting may go ahead informally, and any decisions will be ratified at the next quorate meeting.

¹ The Chief Operating Officer (COO) is a new position which was introduced on 1 March 2021.

- 6.9 Board members will have the right to register dissent with decisions made by the Accounting Officer, and in the event that the Accounting Officer overrules the Board on Accounting Officer issues, a record will be kept.
- 6.10 Wherever possible, meetings will be arranged a year in advance and the corporate record will be held by The National Archives' Head of Governance.
- 6.11 Draft minutes will be reviewed by the Chair, then circulated to Board members for formal approval at the next meeting of the Board.
- 6.12 A public set of minutes will be published as part of The National Archives' publication scheme within two weeks of their formal approval.
- 6.13 The Board will review its performance each year, taking account of DCMS guidance on the Board Appraisal Process for Arm's Length Bodies (ALBs).

7. Staff attendance at meetings

- 7.1 The Head of Strategy and Chief Executive's Office (or their deputy) will usually attend each Board meeting in order to provide support and advice on a wide range of issues, including Parliamentary and strategic communications.
- 7.2 Members of the Senior Leadership Team will be expected to attend meetings to present papers and items relating to their area of business.
- 7.3 Any other persons deemed necessary, at the Chief Executive and Keeper's discretion, and with the agreement of the Chair, can be invited to attend meetings.

8. Sub-committees and delegations

- 8.1 The Audit and Risk Committee and Nominations and Governance Committee are formally constituted as sub-committees of the Board.
- 8.2 The terms of reference for both committees are attached, and will be reviewed biennially and approved by the Board.

9. Reporting and accountability

- 9.1 These terms of reference should be read alongside The National Archives' Framework Document, Statement of Public Task and the terms of reference for The National Archives' Executive Team. Collectively these documents describe the statutory and non-statutory duties and responsibilities of the Chief Executive and Keeper and the governance structure of The National Archives.
- 9.2 A high-level summary of The National Archives' governance structure is set out in Appendix A.

10. Role of the Head of Governance

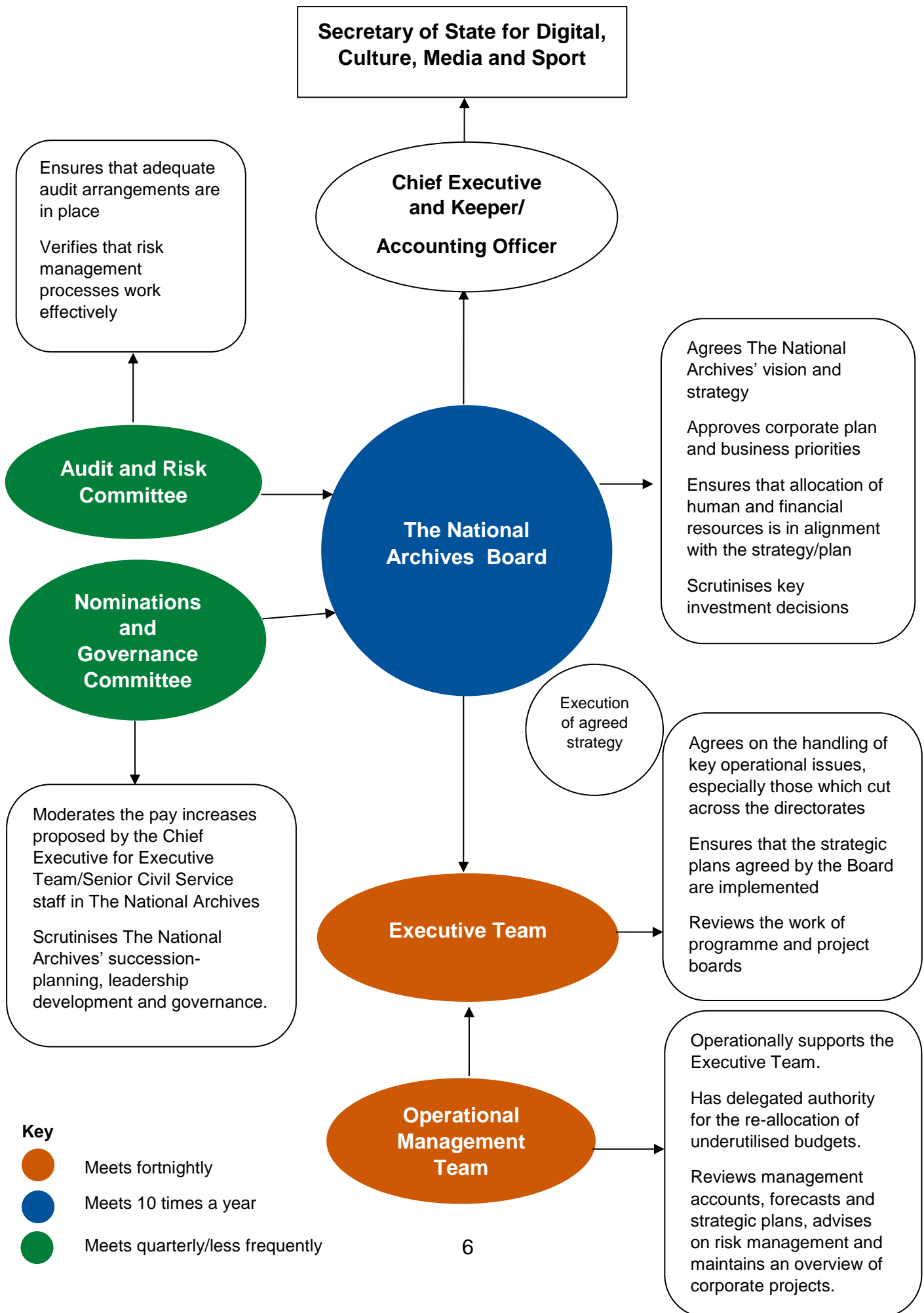
10.1 The Head of Governance is The National Archives' senior expert in matters of governance and leads its corporate governance function. The Head of Governance, or their nominee, will act as Secretary to the Board with responsibility for co-ordinating its business and servicing its meetings, acting as a focal point of interaction between Board members and the rest of the organisation, advising and supporting Board members on matters of governance, procedure and propriety, and developing and keeping up to date a programme of Board induction and development activities.

11. Review of the terms of reference

11.1 The Board terms of reference will be reviewed biennially, or earlier if necessary.

11.2 These terms of reference were last reviewed and agreed on 3 September 2021. The next scheduled review date is September 2023.

Appendix A – The National Archives' Governance Structure



Terms of Reference of the Audit and Risk Committee		THE	
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1. Overall purpose and objectives

1.1 The National Archives' Board (the Board) has established an Audit and Risk Committee (the Committee) as a Sub-Committee of the Board to support them in their responsibilities for issues of risk, internal control and governance and associated assurance by:

- Reviewing the effectiveness of the assurance framework in meeting the Board/Accounting Officer's assurance needs
- Reviewing the reliability and integrity of these assurances
- Providing an opinion on how well the Board and Accounting Officer are supported in decision-taking and in discharging their accountability obligations (particularly in respect of Financial Reporting).

2. Membership

2.1 The membership of the Audit and Risk Committee comprises the Chair, one further Non-executive Board Member, and the appointed independent member of the Audit and Risk Committee. The Chair of The National Archives Board will attend by invitation only. Additional members may be co-opted when needed.

2.2 Other attendees at each meeting are:

- The National Archives' Chief Executive and Keeper and Accounting Officer
- The National Archives' Chief Operating Officer
- The National Archives' Corporate Services Director
- Representatives from/of The National Audit Office as external auditors and/or their partners
- Head of Internal Audit and/or Audit Manager from The National Archives' Internal Audit provider
- The National Archives' Corporate Performance Manager (Secretary)

2.3 Other members of The National Archives' staff as requested by the Committee for specific agenda items

3. Reporting

3.1 The Committee will formally report back to the Board and Accounting Officer after each meeting.

3.2 The Committee Chair will provide the Board with an Annual Report, independent of the Head of Internal Audit's Annual Report, timed to support finalisation of the Accounts and the Governance Statement, summarising conclusions from the work it has completed during the year.

4. Responsibilities

4.1 The Audit and Risk Committee is responsible for advising the Accounting Officer (and the Board) on the following:

4.2 Risk Management

- Reviewing the strategic, operational and financial risks as set out in the Corporate Risk Register considered by the Board
- Verifying that the Executive Team have accurately assessed the possible impact that the identified risks could have on The National Archives
- Ensuring that the Executive Team has responded adequately by adopting and implementing appropriate counter-measures to handle each of the identified risks
- Verifying that risk management processes work effectively and reporting to the Board on the effectiveness of the risk management system

4.3 Governance

- Assessing whether the range of assurances available is sufficient to facilitate the drafting of a meaningful Governance Statement
- Ensuring that, where necessary, there is action in place to address significant governance issues/failures

4.3.1 Health & Safety Governance

- Ensuring that The National Archives has appropriate systems and practices in place which provide reasonable assurance in relation to health and safety governance.

4.3.2 Confidential Reporting

- Maintain oversight and independent assurance that The National Archives' procedures and practices in place in relation to confidential reporting (whistleblowing), are effective.

4.3.3 Safeguarding

- Ensuring that The National Archives has appropriate systems and practices in place which provide a high level of assurance in relation to safeguarding.

4.4 Financial Reporting

- Evaluating whether the Board and the business have adequate and timely financial information to enable them to take well informed strategic and operational decisions

- Ensuring that The National Archives has systems in place so that it complies with all relevant legislation and directives relating to financial transactions
- Awareness of any changes to said accounting policies that might materially impact on the ability to produce the Accounts
- Approving the draft Annual Report and Accounts of The National Archives including the process for review prior to submission to audit, levels of errors identified, and management's letter of representation to the External Auditors.

4.5 Audit Arrangements

- Ensuring that adequate audit arrangements (internal and external) are in place
- Approving the Internal and External Audit strategy and work programme and their results
- Assessing the quality of the Internal and External Audit function
- (Where appropriate) reviewing and supporting proposals for tendering for either Internal or External Audit Services or for the purchase of non-audit services from contractors who provide audit services
- Ensuring that there is good co-operation with and between Internal and External Audit
- Reviewing the adequacy of management response to issues identified by audit activity (including External Audit's management letter) and the progress of implementing and completing ongoing audit actions.

4.6 Fraud

- Ensuring there are appropriate controls and processes in place to manage the prevention and deterrence of fraud.

5. Rights

5.1 The Committee may:

- Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience
- Procure specialist advice as required at the expense of The National Archives, subject to budgets agreed by the Board
- Seek any information it requires from any employee (all employees are directed to co-operate with any reasonable request made by the Committee).

6. Access

6.1 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Committee.

6.2 The Chair of the Committee has the right of independent access to the Accounting Officer.

6.3 The Committee or, as a minimum, the Chair will meet privately with both the internal and external auditors as required but normally not less than twice per year for each.

7. Meetings

- 7.1 The Committee will normally meet four times each financial year. Meetings will usually be held in May, September, December and February. The Chair of the Committee may convene additional meetings, as necessary.
- 7.2 A minimum of two members of the Committee will be present for the meeting to be deemed quorate, one of whom must be a Non-executive Board Member. If a meeting of the Committee becomes inquorate by reason of its members leaving the meeting, the meeting shall, at the discretion of the Chair, either be suspended until the quorum is reinstated or adjourned to another date.
- 7.3 Members of the Committee together with any person attending the meeting shall declare any interest (pecuniary or non-pecuniary) in any item on the Agenda before the Committee meeting begins. Having declared their interest to the Chair, the Committee member or Executive Director shall disclose the nature of that interest to the meeting at the commencement of discussion on the relevant item. When such a disclosure is made the disclosure shall be recorded in the minutes of the meeting. The member shall not take part in any deliberation or decision of the Committee in respect of that matter.
- 7.4 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- 7.5 The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 7.6 One meeting will be held to consider the draft Annual Report and Accounts prior to their presentation to the Accounting Officer.
- 7.7 One meeting will be held prior to the beginning of the financial year to approve the Head of Internal Audit's Audit Plan for the forthcoming year.

8. Information Requirements

- 8.1 For each meeting the Committee will be provided with:
 - Interim progress reports, provided by the Head of Internal Audit summarising:
 - Work performed (an a comparison with work planned)
 - Key issues emerging from Internal Audit work
 - Management responses to audit recommendations
 - Changes to the periodic plan
 - Any resource issues affecting the delivery of Internal Audit objectives.
 - A progress report from External Audit summarising work completed and emerging findings.
- 8.2 Twice a year the Committee will be provided with:

- A report summarising any significant changes to The National Archives' Corporate Risk Register and a copy of the Corporate Risk Register.
- A Health & Safety Exception Report providing the appropriate level of assurance and information in relation to health and safety governance.

8.3 As and when appropriate the Committee will also be provided with:

- Proposals for the terms of reference of Internal Audit
- The Internal Audit Strategy
- The Head of internal Audit's Annual Opinion and Report
- Quality Assurance reports on the Internal Audit function
- A copy of Internal Audit Assignment Reports (including management's response)
- An assessment of the organisation's vulnerability to fraud and identification of factors that are in place or required to mitigate any identified risk.
- The National Archives' draft report and accounts for recommendation to the Accounting Officer
- The draft Governance Statement
- A report on any changes to accounting policies
- External Audit's management letter
- A report on any proposals to tender for audit functions
- Accountability reporting returns
- Finalised internal audit reports, with management responses
- A report on co-operation between internal and external audit
- The organisation's Risk Management strategy
- The National Audit Office Audit Committee self-assessment checklist
- An update on The National Archives' safeguarding practices and procedures
- An update on Confidential Reporting (Whistleblowing)

8.4 The Committee will undertake an annual self-assessment to evaluate its effectiveness in executing its responsibilities.

9. Frequency of Review

9.1 The Terms of Reference to be reviewed on a biennial basis, or earlier if necessary.

9.2 These terms of reference were last reviewed and agreed by the Committee on 25 May 2021 and by The National Archives' Board on 3 September 2021. The next scheduled review date is September 2023.

Terms of Reference of the Nominations and Governance Committee		THE	
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1. Overall purpose and objectives

1.1 The National Archives' Board (the Board) has established the Nominations and Governance Committee (the Committee) as a Sub-Committee of the Board, to be the decision-making body for the pay and bonuses of all The National Archives' Senior Civil Service (SCS) staff, except for the Chief Executive and Keeper. The Nominations and Governance Committee is also the key forum for discussion of leadership development and succession planning. Its role is to:

- scrutinise systems for identifying and developing leadership and high potential
- scrutinise plans for orderly succession of appointments to the Board and of senior management, in order to maintain an appropriate balance of skills and experience
- scrutinise incentives and rewards for executive board members and senior officials, and advise on the extent to which these arrangements are effective at improving performance
- monitor the support given to SCS members to improve their performance
- advise on, and scrutinise The National Archives' implementation of, corporate governance policy
- receive or propose, on an exceptional basis, items for discussion that are considered to be a significant risk to the organisation.²

1.2 Specifically in relation to remuneration, its role is to:

- approve or amend The National Archives' SCS Remuneration Policy
- receive, consider and decide upon recommendations from the Chief Executive and Keeper on the pay and bonus of SCS (or equivalent) members of staff
- ensure that the recommendations and decisions are in line with the policy and with current Cabinet Office instructions
- satisfy itself that recommendations are fair and based on evidence
- monitor pay outcomes to ensure that differences are justifiable
- ensure that proper financial provision has been made for the implementation of decisions.

2. Membership

2.1 The membership of the Committee will be as follows:

- The Chair of The National Archives Board and the four non-executive board members, one of whom will chair the Committee

² In line with the remit of the Committee, these would typically be risks associated with 'people' or 'governance'.

- The Chief Executive and Keeper, ex-officio
- The Director of People, Inclusion and Change or their nominee to provide secretarial support.

3. Meetings

- 3.1 The Committee will normally meet twice a year, but may do so more often if necessary, at the discretion of the Chair of The National Archives' Board and/or at the request of the Chief Executive and Keeper.
- 3.2 The quorum for meetings is three non-executive board members, one of whom must be the Chair of the National Archives' Board. If a meeting of the Committee becomes inquorate by reasons of its members leaving the meeting, the meeting shall, at the discretion of the Chair, either be suspended until the quorum is re-instated or adjourned to another date.
- 3.3 Minutes of each meeting, along with all supporting documentation, will be kept securely by the PA to the Chief Executive and Keeper.

4. Reporting

- 4.1 The Committee will report back to the Board after each meeting.

5. Review

- 5.1 The terms of reference will be reviewed biennially, or earlier if necessary.
- 5.2 These terms of reference were last reviewed and agreed on 3 September 2021. The next scheduled review date is September 2023.