

Terms of Reference of The National Archives' Board		THE	
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Note: The overall purpose of The National Archives' Board, as well as its governance and relationship with other parts of government, are set out on the published Framework Document 2023-26.

1. 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, challenge and support, 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 and appointments

- 2.1 The National Archives' Board comprises:
 - The Chief Executive and Keeper and Principal Accounting Officer of The National Archives
 - The Executive Directors (the Executive Team)
 - The Chair of The National Archives' Board, Non-executive Board Member
 - At least four other Non-executive Board Members that have a balance of skills and experience appropriate to advising on The National Archives' business.

- 2.2 Appointment and approval of the Chair and Non-executive Board Members is by the Secretary of State for Culture, Media and Sport (DCMS) and subject to the Public Appointments Order in Council and as such must comply with the Governance Code for Public Appointments. Executive Directors are appointed by the Chief Executive and Keeper, who is appointed by the Secretary of State for DCMS.
- 2.3 Members will receive a suitable induction and be provided with further support as required to carry out their role effectively via The Head of Governance.

3. Roles and responsibilities of Board members

- 3.1 The role of all Board members is to:
- Ensure The National Archives is setting a clear strategic direction across Government, in all policy areas in which it is the lead department
 - Strive to improve how The National Archives delivers its strategic aims and objectives and how effectively it meets new strategic challenges as they emerge
 - Provide consistently strong and effective oversight of and support to the Chief Executive and Keeper and the Executive Directors in delivering The National Archives' strategic aims and objectives
 - Promote effective and transparent challenge through open debate on Board matters, wherever necessary, to achieve the best decisions and outcomes
 - Actively encourage new and innovative ways of thinking at Board level, and across the organisation, including on the best use of new technology
 - Ensure that the right strategies and policies are in place to encourage and inspire the entire workforce to contribute to the organisation's overall aims, reflecting the Civil Service's core values
 - Comply at all times with the Code of Conduct for Board Members of Public Bodies, and with the rules relating to the use of public funds and conflicts of interest
 - Demonstrate adherence to the 12 Principles of Governance for all Public Body Non-Executive Directors as appropriate
 - Not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations
 - Comply with The National Archives' rules on handling conflicts of interest and on the acceptance of gifts and hospitality, and of business appointments

- Act in good faith and in the best interests of The National Archives. Uphold the values of the organisation as well as those expressed in the Seven Principles of Public Life
- Ensure they are familiar with any applicable guidance on the role of public sector non-executive directors and Boards that may be issued from time to time by the Cabinet Office, HM Treasury or wider government
- Ensure the right information and evidence is available to make decisions, measure performance and provide assurance.

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

- Provide scrutiny, advice, challenge and support 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.
- The Audit and Risk Committee, Finance and Performance Committee, and the Nominations and Governance Committee must be chaired by Non-executive Board Members.

3.3 The responsibilities of the Chief Executive and Keeper to the Board are set out in section 9 of the Framework Document.

3.4 The specific role and responsibilities of the Chair of The National Archives' Board are set out in section 11 of the Framework Document.

4. Duties of the Board

4.1 The Board is specifically responsible for:

- Agreeing and taking forward the strategic aims and objectives of The National Archives, as agreed with Ministers and within the resources framework agreed with HM Treasury
- Ensuring that it is kept informed of any changes which are likely to impact on the strategic direction of The National Archives or on the attainability of its targets, and advising on the steps needed to deal with such changes and where appropriate bringing such matters to the attention of the responsible Minister via the Executive Team, DCMS sponsorship team or directly

- Providing scrutiny, advice, support and challenge to the organisation, including supporting The National Archives and the Chief Executive and Keeper in fulfilling their statutory responsibilities and other duties
- Demonstrating high standards of corporate governance at all times, including by using the Audit and Risk Committee to help the Board address key financial and other risks; ensuring that adequate governance, audit and control systems are in place to meet statutory and administrative requirements, including that The National Archives operates within its statutory authority and delegated authority given by HM Treasury, in accordance with any other conditions relating to the use of public funds; and that, in its deliberations, the Board takes into account guidance issued by DCMS
- Ensuring that the Board receives and reviews regular financial information concerning the management of The National Archives; is informed in a timely manner about any concerns about the activities of The National Archives; and provides positive assurance, via the Chair, to DCMS that appropriate action has been taken on such concerns
- Through the Chair, ensuring that senior officials (the relevant Directors General or the Permanent Secretary) at DCMS are informed of any concerns about the management and direction of The National Archives
- Ensuring that as part of the above compliance, they are familiar with:
 - This framework document
 - Any delegation letter issued as set out in paragraph 18.1
 - Any elements of any settlement letter issued to DCMS that is relevant to the operation of The National Archives;
- That they have appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising from the above documents and ensure that the Chief Executive and Keeper and The National Archives as a whole act in accordance with their obligations under the above documents.

5. Delegations and Matters reserved for the Board

- 5.1 The Board will have the following delegations and matters reserved to it:
- Consider and approve The National Archives' business plan, vision and long-term objectives for submission to ministers to agree
 - Consider and approve The National Archives' Annual Report and Accounts for submission to ministers to agree
 - Agree authority vested in and the terms of reference of the Audit and Risk Committee; Nominations and Governance Committee and Finance and Performance Committee

- Agree the setting up of temporary or permanent working groups and committees to enable the Board to discharge its roles and responsibilities effectively
- Through the Chair, approve press releases and media matters concerning matters specifically relating to the Board
- Consider and endorse The National Archives' budget proposals to HMT through Spending Reviews and other fiscal events
- Consider and endorse The National Archives' annual budget (including income and expenditure balance sheet and cashflow forecast), key performance indicators and the annual plan
- Review and endorse performance against the business strategy, annual four-year rolling plan, budget and key performance indicators
- Review the risk appetite of the organisation and review strategic risk and assurance reports against that risk appetite.
- Consider any extension of The National Archives' activities into new business areas or in the cessation of any of its activities in any existing business areas
- Consider strategic and major issues as they arise
- Consider and endorse major changes to senior corporate structure
- Receive reports on stakeholder relationship matters and any significant changes, including The National Archives Trust and the Friends of The National Archives
- Consider overall governance arrangements for The National Archives
- Note any indemnity or maladministration claims, judicial actions or decisions where the issues concerned are unprecedented and have the potential to significantly affect either reputation or existing practice, or give rise to significant risk to the indemnity fund
- Consider proposals to the Secretary of State to adjust statutory charges under the Public Records Act 1958
- Review major business cases required by the Cabinet Office and HM Treasury
- Consider and endorse any non-business as usual joint ventures, partnerships or other related arrangements
- Consider and endorse any proposed office move, closure or the acquisition of additional space
- Involvement in the recruitment, appraisal and suitable succession planning of senior executives, as appropriate within the principles set out by the Civil Service Commission.

- 5.2 Annex A sets out the broad definitions of the Board's delegations and matters reserved to it.

6. Expectations of Board members

- 6.1 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. Non-executive Board Members should also be prepared to provide advice and support where necessary between meetings.
- 6.2 Members are expected to participate in the annual Board effectiveness review process, taking account of Cabinet Office guidance for arm's length bodies.
- 6.3 Non-executive Board Members are expected to participate in annual appraisals of performance, carried out by the Chair and Chief Executive and Keeper. Executive Directors will be asked to feed into the process.
- 6.4 Members are to act as ambassadors for the work and role of The National Archives at public events and meetings, taking on a specific champion role for priority topics as required and advise on the effective wider management of stakeholders.

7. Conflicts of interest

- 7.1 In line with good practice, The National Archives has adopted a separate Conflicts of Interest Policy for Board members, to ensure that interests are managed appropriately and consistently and to promote public trust and confidence in The National Archives and maintain integrity and impartiality of its decision-makers. The Policy sets out the process for declaring and managing interests.
- 7.2 The Framework Document sets out the process for managing situations where the advice of the Board is in conflict with the Chief Executive and Keeper's responsibilities as Principal Accounting Officer for The National Archives or duties placed upon them by the Public Records Act, Letters Patent or Royal Warrant.

8. Meetings arrangements and frequency

- 8.1 The National Archives' Board will usually meet four times a year, with additional strategy days, workshops, training, development and information sharing sessions as required to ensure members are kept in touch with the business. The Chair and Chief Executive and Keeper may convene additional meetings, as necessary.

- 8.2 Meetings will usually be held at Kew, but may also be held remotely or at alternative locations, as appropriate.
- 8.3 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.
- 8.4 The Board will agree a rolling agenda for a 12-month period.
- 8.5 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.
- 8.6 Where appropriate, information and updates may be circulated to Board members electronically in-between meetings.
- 8.7 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 prior agreement of the Chair. Tabled papers will not usually be permitted, unless the Head of Governance is notified in advance and the Chair has agreed. Guidance and processes (including deadlines) on the submission of papers to the Board will be maintained and disseminated by the Head of Governance.
- 8.8 The quorum for meetings is three Executive members, one of whom must be the Chief Executive and Keeper or Chief Operating Officer, 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.
- 8.9 Wherever possible, meetings will be arranged a year in advance and the corporate record will be held by Head of Governance.
- 8.10 Draft minutes will be reviewed by the Chair, then circulated to members for formal approval at the next meeting.
- 8.11 A public set of minutes will be published as part of The National Archives' publication scheme within two weeks of their formal approval.

9. Staff attendance at meetings

- 9.1 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.
- 9.2 Members of the Senior Leadership Team will be expected to attend meetings to present papers and items relating to their area of business.
- 9.3 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.

10. Board committees

- 10.1 The Board may set up such committees as necessary for it to fulfil its functions.
- 10.2 The Audit and Risk Committee, Nominations and Governance Committee and Finance and Performance Committee are formally constituted as sub-committees of the Board.
- 10.3 The terms of reference for the committees are attached, and will be reviewed biennially by each individual committee and approved by the Board.
- 10.4 While the Board may make use of committees to assist its consideration of appointments, succession, audit, risk and remuneration, it retains responsibility for scrutinising, advising, challenging and supporting final decisions of the leadership in all of these areas.

11. Governance and accountability

- 11.1 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.
- 11.2 The National Archives is accountable to Parliament for the performance of its functions and duties.
- 11.3 A high-level summary of The National Archives' corporate governance structure is set out in Annex B.

12. Role of the Head of Governance

- 12.1 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. The Head of Governance will maintain the Board Register of Interests.

13. Review of the terms of reference

- 13.1 The Board terms of reference will be reviewed biennially, or earlier if necessary.
- 13.2 These terms of reference were last reviewed and agreed on 29 February 2024. The next scheduled review date is February 2025.

Annex A – Definitions of the Board’s delegations and matters reserved to it:

Agree	Where the Board has decision-making authority
Approve	Where ministers have the final decision-making authority. Where the Board is the corporate strategic governance body ahead of submission to ministers i.e. Annual Report and Accounts.
Discuss/Consider/Review	Where the Board is asked to discuss critical issues and strategic considerations Where the Board is asked to scrutinise a matter Where the Board, as part of its monitoring and oversight role, is asked to receive assurance Where the Board is asked to provide advice, challenge, support and external perspectives The Keeper, as a Statutory Office holder may from time to time seek the Board’s advice, more specifically where there are risk management considerations
Endorse	Where the Board is asked to endorse management's decision/recommendation
Note	Where the Board is asked to note information/activity
Involvement	Where members, individually or collectively, are asked to participate in an activity i.e. be a member of a recruitment panel or sub-committee/working group, act as ambassador for The National Archives

Annex B – The National Archives’ Governance Structure

