

# FSA Executive Governance Review: Next Steps

FSA 24-03-03 - Report by Governance Review Steering Group, chaired by Katie Pettifer

## 1. Summary

1.1 The Board are invited to agree to adopt the proposed Board Operating Framework as the central guide to the FSA's governance structures.

## 2. Introduction

2.1 We have been reviewing FSA governance structures to ensure they are clear, effective and fit for purpose. As set out in the annual governance update to the Board in December, we have been working to draw together a Board Operating Framework setting out in one place how the Board operates and the roles and accountabilities of the Board and Chair, its committees and advisory bodies, and the Chief Executive. A single Board Operating Framework (BOF) document is recommended in the *Corporate Governance in Central Departments Code of Good Practice*.<sup>[1]</sup> Putting our existing governance documents together in one place will make our governance structures clearer, for those inside and outside the department.

2.2 The proposed 'Board Operating Framework' in Annex A draws together all the existing governance documents of the FSA (including Board Terms of Reference, Standing Orders, and Business Committee Terms of Reference) into a single document to provide a complete picture of our governance framework.

2.3 The only new text which has been developed for the Board Operating Framework is a Scheme of Delegations. This is an overview of how the functions of the FSA are discharged, and the roles which the Board ask the Chair, Chief Executive and Executive Management Team to carry out on a day-to-day basis. The Scheme of Delegations consists of three parts:

- Part 1 of the Scheme of Delegations explains the functions of the Board.
- Part 2 of the Scheme of Delegations explains the functions which the Board expect will usually be carried out by the Chief Executive or other staff on behalf of the Board.
- Part 3 of the Scheme of Delegations sets out guidance about when the Board expects to be consulted or informed by the Executive about decisions that the Executive takes.

2.4 Where detailed process documents exist, these are referenced in the Scheme of Delegations in order to provide additional clarity on current working practices. These references will be updated when new protocols are published.

2.5 The Board Operating Framework will be reaffirmed or revised each year through the annual Governance Report to the Board.

## 3. Evidence and Discussion

3.1 Ultimately, the Board is responsible for all the functions and decisions of the FSA. However, we recognise that in practice most functions and decisions are carried out by officials working within the Executive. The Scheme of Delegations is designed to help both Board

Members and officials within the Executive to understand the usual working practices of the FSA and operate our governance processes effectively. It is intended to add practical detail to the principles contained in the Terms of Reference for the Board and provides some illustrations which help to explain the distinction between the Board's role in setting strategy, determining risk appetite and assuring the work of the FSA, and the operational work of the Executive.

3.2 The Scheme of Delegations is not exhaustive or binding. It is designed so that the Executive and the Board can use it as a guide, while also taking into account the specific context of each decision. It will always be open to the Board to re-assume responsibility for any decision.

3.3 Once the BOF and Scheme of Delegations are in place, we will ensure that they translate into working practice. This will include steps such as an update to our [Statement of General Objectives and Practices](#), as well as internal work to confirm how decisions are delegated within the Executive. An update will be included in the Board Annual Governance Report in December.

## 4. Conclusions

4.1 Following approval of the Board Operating Framework and Scheme of Delegations, we will work throughout 2024-2025 to embed this in our working culture. We will provide a report on the operation of the BOF in December's Annual Governance Report to the Board.

# Annex A – Scheme of Delegations

## Scheme of Delegations, February 2024

This Scheme of Delegations provides a general explanation of how the functions of the FSA are discharged, and the roles which the Board, Chair, Chief Executive and Executive Management Team play on a day-to-day basis. The guidance below does not supersede our official delegations, as outlined in the [FS Act 1999 Schedule 1, paragraph 12](#). This Scheme complements and does not replace the more detailed guidance already in place, including our [risk analysis process](#), [our regulatory approach](#), and [our framework for science governance](#). Each decision will be assessed in context to determine the correct handling.

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## Introduction

### The Board

The Board has overall accountability for the activities of the Food Standards Agency in England, Wales and Northern Ireland. The Board is responsible for ensuring that the FSA's statutory functions are carried out in a way which meets its main objective to protect public health from risks which may arise in connection with the consumption of food and otherwise to protect consumers' interests in relation to food.

The Board has outlined our FSA ways of working in the [Statement of General Objectives and Practices](#) (required by the FS Act 1999, and to which the Board is required by the Act to pay due regard in carrying out its functions) and our [Policy on Openness](#).

The Board has delegated certain functions to its committees: the Business Committee and the Audit and Risk Assurance Committee. The Board has also delegated its powers to the Chair to deal with the business of the Agency between Board meetings.

### **The Chair**

The Chair's responsibilities are outlined in the Board Terms of Reference and Standing Orders. The Chair provides leadership for the Board to fully discharge its governance, assurance and strategic responsibilities as a non-Ministerial department, including scrutiny of and support to the Executive. The Chair represents the views of the Board to the general public and to Ministers.

### **The Chief Executive**

The Board, through the Chair, appoints the Chief Executive of the Food Standards Agency, subject to the approval of Ministers in England, Wales and Northern Ireland. The Chief Executive is responsible for ensuring that the activities of the Agency are carried out efficiently and effectively and is accountable to the Board for the exercise of their powers.

The Treasury appoints the Chief Executive as the Accounting Officer (AO). The Chief Executive as AO is personally responsible for safeguarding the public funds for which they have charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of the FSA. The FSA's financial delegations, business plan deliverables and headcount limits are set out in annual delegation letters from the Chief Executive to the Directors.

### **The Chief Scientific Adviser**

The Chief Scientific Adviser (CSA) brings senior scientific oversight to the FSA and provides independent, objective challenge to the way that we use science and evidence. They are a key member of our senior leadership, reporting to the Board and with a direct line to the Chair, while being line managed by the CEO and closely supporting the work of the Executive Team. In addition, the CSA is a conduit for the department to the rest of Government as part of the wider CSA Network and plays a key role in communicating our science to consumers, businesses and the public.

## **Guidance on responsibilities for functions and decisions in the FSA**

The Board is ultimately accountable for all of the FSA's activity, except for responsibilities of the Accounting Officer. However, the functions of the FSA can be carried out by the Chief Executive or other staff on behalf of the Board. The Chief Executive in turn delegates functions and decision-making responsibilities to members of the Executive Management Team of the FSA and to other individuals or committees and supervises the exercise of such delegated functions and responsibilities.

Part 1 of this document, below, sets out functions which are generally exercised by the Board itself, according to its terms of reference.

Part 2 sets out guidance on the functions which the Board expects will generally be carried out by the Chief Executive or other staff on behalf of the Board.

Part 3 sets out guidance about when the Board expects to be engaged in decision-making. It provides examples of the circumstances in which the Board expects to be informed about or consulted on a decision which might usually be left to the Executive.

All functions and decision-making responsibilities which usually rest with the Chief Executive or other staff can be re-assumed by the Board should the need arise.

## **Part 1: Functions of the Board (from the Board Terms of Reference)**

The Board has overall collective responsibility for the activities of the Food Standards Agency in England, Wales and Northern Ireland, and for ensuring that the FSA discharges its statutory duties to protect public health and consumers' interests in relation to food. The Board provides visible leadership of the FSA to the public, representing the FSA's position to the media and key stakeholders, and providing assurance to the appropriate authorities (in practice, health ministers) on the effective discharge of the FSA's duties and responsibilities.

The Board:

- Sets strategy, strategic priorities and strategic outcomes.
  - *For instance, our five-year corporate strategy and three-year plan*
- Identifies and monitors strategic, reputational and corporate risk; determines the FSA risk appetite.
- Takes major decisions on the regulatory and controls framework.
- Takes major decisions on policy and key issues of principle.
  - *For instance, providing policy direction on major issues or principles to be followed in policy-making, or providing the framework within which officials will conduct fast-moving activity such as trade negotiations.*
- Provides advice to Ministers on prominent issues.
- Has collective responsibility for FSA activities and discharge of our statutory duties.
- Through the Chair and subject to approval from the appropriate authorities (relevant ministers), appoints the CEO and holds them accountable; and
- Approves the Annual Report.

## **Part 2: Responsibilities of the Chief Executive**

The Board generally expects the Chief Executive to carry out a substantial number of the functions of the FSA and take related decisions, either personally or through other staff in the FSA. Examples of these are set out below.

### **1. Leadership and Management**

Securing that the activities of the Agency in England, Northern Ireland and Wales are carried out efficiently and effectively, and in accordance with our Statement of General Objectives and Practices. This includes:

- I. The leadership, day-to-day operations, and management of the FSA, including fulfilling the statutory responsibility to appoint Directors for Wales and Northern Ireland (subject to approval of the appropriate authorities)
- II. Proposing annual business plans for approval by the Board, which fulfil the Board's strategic objectives for the FSA.
- III. Appointment and all aspects of staff management and organisation

IV. Approving some decisions concerning litigation (e.g. agreeing settlement), with advice from FSA Legal

V. Providing advice and evidence to ministers on routine parliamentary business, including on their responses to written and oral Parliamentary questions, Senedd questions in Wales and Assembly questions in Northern Ireland which relate to the work of the FSA.

VI. Delivery of digital, data, and technology services to support the work of the FSA, including information management, information security incidents and compliance with relevant standards.

## **2. Financial matters**

As Accounting Officer, the Chief Executive is accountable for the stewardship of public money and assets by the FSA. Their responsibilities are outlined in [Managing Public Money](#), [Managing Welsh Public Money](#) and [Managing Public Money NI](#) and include:

I. Maintaining a robust system of internal controls including governance and risk management frameworks

II. Setting the annual budget in order to use the FSA's resources efficiently, economically and effectively.

III. Preparing the Annual Report, Accounts and Governance Statement on the FSA's activities and performance during each financial year, and arranging for it to be laid before parliament, the Senedd and the NI Assembly

IV. Ensuring that effective procedures for handling complaints are in place.

## **3. Regulatory functions**

Execution of the FSA's regulatory functions, including

I. Delivery of official controls to meet domestic and exporting requirements, regulatory audit and assurance, and National Food Crime Unit functions as described in our [Manual for Official Controls](#)

II. Setting standards for enforcement authorities' performance by advising ministers on the content of [Food and Feed Codes of Practice](#) and the [Framework Agreement on Official Feed and Food Controls by Local Authorities](#), and providing advice to enforcement authorities within the Board's risk appetite on the interpretation of those standards

III. Taking action in relation to concerns about enforcement authorities' performance, in line with our [escalation procedure](#)

IV. Advising government ministers on authorising regulated food and feed products for sale

V. Conducting [risk analysis](#) which informs our regulatory decisions, for instance on regulated products authorisations, or imports controls on High-Risk Foods and Feed Not of Animal Origin

## **4. Food policy and advice to ministers**

In line with the Board's risk appetite and any policy principles or specific policy decisions agreed by the Board, developing food and feed policy and providing advice and information to public authorities.

## **5. Providing information to the public**

Providing information and advice to the general public, and publishing information in the public interest. In Wales, this means providing this information bilingually, as outlined in the FSA's statutory [Welsh Language Scheme](#) necessitated by the Welsh Language Act 1993.

## 6. Conducting and monitoring evidence-gathering, analysis, and scientific research

Monitoring developments in science and technology in relation to the FSA's functions, and commissioning research, analysis and evidence-gathering on those matters

## 7. Incidents management

Issuing guidance to local or public authorities, in order to manage outbreaks of foodborne disease, and operational decision making in line with our [Incidents Management Plan](#)

# Part 3: How the Board expects to be engaged in decision-making

As set out in part 1, there are specific decisions which are generally taken by the Board. Some of these are clearly delineated decisions such as setting the FSA's risk appetite or agreeing a new organisational strategy. Others may require a judgement to be taken by the Board (e.g. whether something is a "major decision on policy.") The Board also sometimes sets out principles that should be followed by the executive (for example, in developing new policy).

The following guidance from the Board to the Executive sets out the circumstances in which the Board will generally expect to be engaged on a decision that the Executive proposes to take. The power to make a decision can be re-assumed by the Board at any point, should the need arise. Where relevant, the Chair decides whether the full Board should be consulted, under Board Standing Order 26.

The principles complement but do not replace the specific frameworks for determining the classification of [routine and non-routine incidents](#), or of [routine and non-routine risk analysis issues](#).

### Principles for when the Chair or Board should be consulted on a decision:

- When any non-routine recommendation is being made by the FSA to government ministers and a strategic policy direction has not yet been provided by the Board; see *the [routine and non-routine risk analysis issues](#) framework for example of criteria for triaging non-routine issues*
- When there are significant political, four-nation, stakeholder or consumer sensitivities/interest; *for example, when routine advice is given to ministers on a topic where there has been significant media attention and there is a risk to public trust in the FSA or the food system; or on an issue with potential for divergence within the UK with a material impact on the UK market.*
- Where a decision goes beyond the stated corporate risk appetite; *for example, when issuing food safety advice which facilitates the wider interests of consumers, by applying our framework of proportionate controls for risky foods.*

### Principles for When the Chair or Board Should Be Informed of an Executive Decision

- When there is a reasonable expectation that the Chair or Board may need to respond to ministerial or media interest in the decision, or represent the decision to the public; *for example, when FSA issues consumer advice on a topical issue*

- Where a financial decision is significant, novel or contentious; *for example, the awarding of contracts over the value of £5 million.*
  - When any policy Submissions are made by the FSA to ministers in the UK Government or a Devolved administration – *this excludes routine business matters such as routine regulated products authorisations, consultations, and biannual updates of the lists of High-Risk Foods and Feed Not of Animal Origin which are subject to increased or additional controls at entry to GB.*
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[\[1\] Corporate governance in central government departments: code of good practice \(publishing.service.gov.uk\),](#)

## **Annex B – Full Board Operating Framework**

### **Board Operating Framework**

This document brings together our organisation's governance documents.

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## Introduction

### Our aims

The Food Standards Agency was established by the [Food Standards Act 1999](#) as an independent government department working to protect public health and consumers' wider interests in relation to food in England, Wales and Northern Ireland.

Our mission is food you can trust. This means a food system in which:

- Food is safe
- Food is what it says it is
- Food is healthier and more sustainable

### Our governance

The Board of the Agency is collectively responsible for all of the Agency's activities across England, Wales and Northern Ireland. The Board is accountable to the Westminster Parliament through the Secretary of State for Health, to the Senedd through the Assembly Secretary for Health and Social Services, and to the Northern Ireland Assembly through the Northern Ireland Health Minister. We produce an annual report of our activities and performance which is laid before the Westminster Parliament, the Senedd, and the Northern Ireland Assembly.

The Board regulates its own procedures in accordance with [Food Standards Act 1999, Schedule 1, 9 \(1\)](#). This Board Operating Framework brings together all of the Board's procedures into a governance framework for the FSA.

### Our ways of working



We are committed to operating in an open and transparent way. As an organisation we will be accessible to and actively communicate with all our stakeholders. Our decisions and the information on which they are based will be recorded and accessible, so that any organisation or individual can make informed judgements about the way in which we are carrying out our functions.

Our pledge is to put the consumer first in everything we do. We will strive to gain and maintain the trust, respect and confidence of all our stakeholders. We will learn from experience and actively seek feedback to improve continually the ways in which we work. We aim always to provide the best possible service. You can find out more in our [Statement of General Objectives and Practices](#), and our [Policy on Openness](#).

## The FSA Board

We are a non-Ministerial government department so we are governed by a Board, rather than directly by Ministers. The Board ensures we fulfil our legal obligations so that all decisions or actions consider scientific advice and the interests of consumers.

### Terms of Reference for the FSA Board

**Purpose:** The Board is established by the legislation that established the FSA and constituted in line with the Food Standards Act 1999. It exists to represent the public interest and ensure that the organisation puts consumers first, to set strategy for the FSA, and to take major decisions on policy and key issues of principle, informing advice given to Ministers in Westminster and Wales and Northern Ireland. The Board has overall collective responsibility for the activities of the Food Standards Agency in England, Wales and Northern Ireland, and for ensuring that the FSA discharges its statutory duties to protect public health and consumers' interests in relation to food. The Board also, through the Chair, appoints the Chief Executive and holds her/him accountable, and supports the Chief Executive in the discharge of her/his role as Accounting Officer.

**Devolution:** The interests of Wales and Northern Ireland are taken into account in Board decisions and deliberations through advice from the Food Advisory Committees of these countries. Board papers are normally the subject of FAC consideration prior to their consideration in the Board.

**Delegation:** The Board may delegate to Committees certain functions mainly associated with implementation and corporate governance of the Agency. Committees currently constituted under this power are the Business and Audit and Risk Assurance Committees.

**Transparency:** The Board meets in the open so that it is clear to interested parties and the public on what basis it has taken its decisions and what evidence it has taken into account in reaching them, unless there are particular reasons why something cannot be considered in public. Committees of the Board will also be held in public or will have their minutes published - unless there are particular reasons why specific issues cannot be considered in public.

**Membership:** In line with the 1999 Food Standards Act the Board will consist of a Chair, Deputy Chair and between 6 and 10 other members of whom 1 shall be appointed by the Welsh Government and 1 shall be appointed by the Department of Health for Northern Ireland; the others shall be appointed by the Secretary of State.

**Chair:** The Chair and Deputy Chair of the FSA are appointed by Ministers in England, Wales and Northern Ireland acting jointly.

**Quorum:** Five Board Members, of whom one to be one of the Members from Northern Ireland or Wales plus the Chair of the meeting.

**Attendance:** Members of the Executive shall also be required to attend and participate in Board meetings.

**Reporting:** The Board will approve an annual report of our activities and performance which will be laid before the Westminster Parliament, the Welsh Government and the Northern Ireland Assembly

**Effectiveness:** The Board will undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual members in line with best practice outlined in the Corporate Governance in Central Government Departments: Code of Practice 2017.

**Meetings:** The Board shall meet at least 4 times a year. As part of their meetings the members of the Board will meet three times each year in closed session to discuss issues related to governance, the performance of the Chief Executive, and the functioning of the relationship with the Executive from the perspective of the Board.

### **Responsibilities:**

The Board:

- sets strategy, strategic priorities and strategic outcomes
- identifies and monitors strategic, reputational and corporate risk; determines the FSA risk appetite
- takes major decisions on the regulatory and controls framework
- takes major decisions on policy and key issues of principle
- informs advice to Ministers, and on more prominent issues provides advice to Ministers
- has collective responsibility for FSA activities and discharge of our statutory duties
- through the Chair, appoints the CEO and holds him/her accountable; and
- approves the Annual Report

(Reaffirmed by the Board December 2023)

## **Standing Orders for FSA Board Meetings**

### **Preamble**

1. These Standing Orders apply to all Committees exercising powers or functions delegated by the Board (currently the Business and Audit and Risk Assurance Committees). They do not apply to the Scientific Advisory Committees.

2. Unless otherwise stated, any action required by these Standing Orders to be undertaken by the Chair may, in his/her absence, also be undertaken by the Deputy Chair.

### **Date and Time of Meetings**

3. The FSA Chair (Chair) shall, by the end of March, annually determine the dates, times and places of ordinary Open and Business Committee meetings for the year following, but the Board shall meet at least four times in each calendar year. The Chair may re-arrange the date, time and place of any ordinary Board meeting, convene an additional meeting or cancel any meeting where there are no matters for decision or discussion.

4. The locations for Board meetings shall be set so as to ensure that at least one meeting every year is held in Wales or Northern Ireland.

5. Any Board meeting may be conducted wholly or in part by electronic means including by video conference, an internet video facility or telephone conference.

6. The location of a meeting held by electronic means shall be deemed to take place where the largest group of those Board members participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting is located.

### **Agenda**

7. The Board Secretary shall send an agenda for each Board meeting by email and/or by post to every Board member at least ten clear working days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity.

8. Failure to send or deliver an agenda to any Board member shall not invalidate the proceedings.

9. A copy of the agenda for each Board meeting shall be published on the FSA website at least three clear working days before the meeting

### **Business to be Transacted**

10. The Board Secretary shall maintain a list of future agenda items for the year ahead. This list shall be compiled following discussion with the Chair, other Board members and the Chief Executive. However, the Board Secretary shall additionally consult the Chair and the Chief Executive on the business to be transacted at each meeting prior to the distribution of the agenda.

11. Any Board member may request the Chair to consider including an item on an agenda provided he or she has given at least 15 clear working days' notice before the meeting to the Chair or the Board Secretary.

12. Only the business specified in the agenda for the meeting may be transacted save that business of an urgent nature that is not included in the agenda may also be discussed and determined at any meeting.

### **Chairing of Meetings**

13. Board meetings shall be chaired by the Chair of the FSA or, in his/her absence, the Deputy Chair. In the event that neither the Chair nor Deputy Chair is present, the Board members present may appoint one of their number to chair the meeting. The decision of the meeting Chair on any question of procedure raised at a meeting shall be final.

### **Quorum**

14. The quorum for Board meetings shall be the Chair of the meeting plus five other Board members of whom one must be one of the members for Wales or Northern Ireland.

15. If there is no quorum within 30 minutes of the scheduled start of a Board meeting, or if the meeting becomes inquorate during the proceedings, the meeting shall be adjourned and the business postponed either to: a. a date, time and place fixed by the Chair of the meeting at the adjournment; or b. the next ordinary Board meeting.

16. Where Board members are not able to attend a meeting, they shall send their apologies in advance to the Board Secretariat. A Board member shall not be absent from more than two consecutive meetings without the prior agreement of the Chair.

### **Interests to be Declared at Meetings**

17. A Board member shall notify the Chair (or the Deputy Chair in the case of the Chair having an interest) in advance of the meeting of any interest that they may have in any agenda item and declare the nature of the interest at the meeting before the matter is discussed. In accordance

with the provisions of the Code of Conduct, the Chair shall decide whether the Board member may remain present at the meeting for the discussion on that item and any decision thereon.

18. The Board Secretary or such other person present to take the minutes of the meeting shall record the declaration of interest, its nature and whether the individual left the room in the minutes of the meeting. Minutes of Board Meetings

19. The Board Secretary shall arrange for minutes to be prepared for all Board meetings. The minutes of a meeting shall be confirmed as a correct record at the next following Board meeting. When the next meeting is an additional meeting, the minutes may be confirmed at the next ordinary Board meeting. Once confirmed, the minutes are conclusive evidence of the decisions of the Board.

20. A copy of the minutes of Board meetings shall be published on the FSA website.

### **Decisions and Voting**

21. Decisions of the Board shall be taken by such method as the Chair chooses to ascertain the views of those present at the meeting. Where any matter is voted upon, it shall be decided by a majority of those present.

22. In the event that a vote is tied, the Chair shall have a second or casting vote.

23. Any Board member may request that his or her vote or abstention is recorded in the minutes.

24. The Board Secretary or such other person present to take the minutes of the meeting shall record all Board decisions in the minutes of the meeting.

### **Written Resolutions**

25. A written resolution signed by at least three quarters of appointed Board members shall be as valid as if it had been agreed at a Board meeting. Such a resolution may consist of several documents in the same form each signed by one or more Board members including electronic signatures

### **Delegation of Powers and Inter-Sessional Work**

26. The Board has authorised the Chair to discharge such powers of the Board as he/she deems necessary in order to deal with the business of the Agency between Board meetings. Where, in the opinion of the Chair, significant operational or other matters require approval by the Board between meetings papers shall be circulated for approval by written resolution. Where, in the opinion of the Chair, full Board consideration is not justified or when circumstances make it impractical or unnecessary to consult the Board collectively, the Chair shall report to the Board at the earliest opportunity on any action that he or she may take.

### **Variation or Suspension of these Standing Orders**

27. The Board shall review these Standing Orders annually, along with the terms of reference for the Board and each of its Committees, to ensure their continued effectiveness.

28. These Standing Orders shall not be varied or suspended unless a majority of those present at the meeting where the matter is considered so agree.

### **Committees of the Board Which Exercise Powers or Functions On Its Behalf**

#### **Application to Committees - General**

29.Standing Orders 7, 9, 11, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25 and 26 shall apply to Committees with any necessary modifications and subject to the provisions of Standing Orders 31 to 36 below.

### **Date and Time of Meetings**

30.Each Committee shall annually determine the dates, times and places of its ordinary meetings for the year ahead but shall meet at least once each year or on such number of occasions as the Board might specify in terms of reference for each Committee.

31.The Committee Chair may re-arrange the date, time and place of any ordinary meeting, convene an additional meeting or cancel any meeting where there are no matters for decision.

### **Agenda**

32.The Board Secretariat shall send an agenda for each Committee meeting by email and/ or by post to every Committee member at least five clear working days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity. Chairing of Meetings

33.The Chair of each Committee shall be appointed by the FSA Chair for such term as he/she may determine, but ordinarily to run concurrent with the remainder of a Board member's term of office.

34.Business Committee meetings shall be chaired by the Deputy Chair of the FSA or, in his/her absence, the FSA Chair. In the event that neither the Deputy Chair nor the FSA Chair is not present, the Board members present may appoint one of their number to chair the meeting. The decision of the meeting Chair on any question of procedure raised at a meeting shall be final.

35.Audit and Risk Assurance Committee (ARAC) meetings shall be chaired by the Chair of ARAC as appointed by the FSA Chair. In his/her absence, the Deputy Chair of ARAC will chair the meeting. The decision of the meeting Chair on any question of procedure raised at a meeting shall be final.

### **Membership**

36.Membership of each Committee shall be in accordance with the terms of reference for each Committee.

### **Quorum**

37.Unless otherwise stated the quorum for any Committee meeting shall be a minimum of three or such greater number as the Board may state in the terms of reference for the Committee.

### **Definitions**

**Agenda** – means the reports or papers for the meeting together with the cover sheet listing the items for consideration at a meeting.

**Clear Working Days** – excludes the day on which the agenda is distributed, the day of the meeting, Saturdays, Sundays and Public Holidays

(Agreed by the Board December 2023)

## **Code of Conduct for Members of the Board of the FSA**

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## **1. Introduction**

1.1 This Code of Conduct sets out standards of conduct and probity that members of the FSA Board are expected to meet at all times.

1.2 Alongside the provisions set out in this document the provisions of the Cabinet Office 2019 Code of Conduct for Board Members of Public Bodies, which is complementary to this FSA Code, must be observed. Any breach of the Cabinet Office (CO) 2019 Code of Conduct should be viewed as a breach of the Terms of Appointment.

## **2. Responsibilities of Board Members**

2.1 Board Members are responsible for upholding the values and principles of the FSA and for contributing their personal skills, knowledge and experience to the work of the Board. In addition to the CO 2019 Code of Conduct, FSA Board Members must comply with this Code of Conduct at all times.

2.2 Board Members must:

- act in good faith and in the best interests of the FSA.
- ensure that high standards of corporate governance are observed at all times.
- conduct the business of the FSA in accordance with its Code of Practice on Openness.[\[1\]](#)
- ensure that they understand the functions and role of the FSA and their own responsibilities.
- be accountable to the 'appropriate authorities' (in practice, Health Ministers) for the effective discharge of their duties and responsibilities.
- be aware of and abide by FSA policy on information management, personal data and confidentiality - Board Members must undertake to store and dispose of papers in the securest possible way.
- ensure that the Board operates sound environmental policies and practices, within the framework of the FSA's Environmental Sustainability Strategy.
- register and declare any interests in accordance with Section 4 of this Code.
- comply with the restrictions on acceptance of gifts and hospitality as set out at Section 5 of this Code.
- comply with the requirements on confidentiality and disclosure of information as set out in Section 6 of this Code.
- exercise proper discretion when engaging in any political activities (see Cabinet Office 2019 Code of Conduct sections 3.11-3.15); in case of doubt, Board Members should seek advice from the FSA Chief Executive.

- comply with the provisions of equality legislation and value diversity; and treat others with respect.

### 2.3 Board Members must not

- act in a way that brings the FSA into disrepute.
- speak on a public platform or in the media or on social media (see Cabinet Office 2019 Code of Conduct sections 7.1-7.2) and present themselves as an FSA Board Member unless that has been agreed by the Chair or Chief Executive. Where Board Members speak on a public platform in other capacities, they must ensure that there is no reasonable possibility that their comments could be seen to be attributed to, or represent the view of, the FSA.
- use their position improperly for their own advantage or disadvantage or that of any connected person, firm, business or other organisation.
- bully any person including other Board Members, officials or stakeholders.
- be members of any of the FSA scientific advisory committees which advise the Board.

## 3. Attendance at Board Meetings and Standing Committees

3.1 A Board Member is expected to attend all Board meetings and standing Committees of which they are a member. A Board Member may be removed from office if he/she is absent from more than two consecutive meetings [or more than three meetings in any twelve-month period] unless the absence is due to illness, or some other reason approved by the Chair.

## 4. Interests

4.1 Where a Board Member has a private financial or non-financial interest which might influence, or be perceived to influence, their judgement, a conflict of interest may arise. It is important for potential conflicts of interest to be properly managed

4.2 The FSA must ensure that Board Members are supported to make good decisions about the probity of their actions and how those actions might be perceived by others. This Code of Conduct is an important part of that support. The Code reflects best practice and the FSA's ways of working. It sets out the standards of behaviour that are expected of Board Members. Following the advice and requirements in this Code will help avoid misunderstandings about actions or behaviour.

### Register of Interests

4.3 The Food Standards Act 1999 requires the Agency to maintain a register of Board Members' private interests. Board Members must register with the Board Secretariat on appointment the following interests that may affect or be affected by the work of the Agency:

Personal Interests including Consultancies and/or direct employment; Unpaid roles; Fee-paid work; Shareholdings; Clubs and other organisations; Other personal interests.

Non-personal interests including Fellowships; Indirect support; Trusteeships; Land and property; Other public appointments; Other non-personal interests.

Board Members must inform the Board Secretariat within 28 days of any changes to their registered interests. New interests with the potential for actual or perceived conflict should be discussed with the Board Secretariat in advance of accepting them. Changes to declared interests will be shared with the appropriate appointing authority.

4.4 The known interests of a Board Member's close family members must also be registered. Close family members include a partner (i.e., spouse, civil partner or someone else with whom the Board Member lives in a similar capacity), parents and parents-in-law, children and

stepchildren, brothers and sisters of the Board Member and their partner, uncle and aunt, nephew and niece and the partners of any of these people.

4.5 The Board Secretariat is responsible for making the Register of Interests available for public scrutiny and for its publication on the Agency's website.

### **Declaration of Interests at Board Meetings and Standing Committees**

4.6 Board Members with an interest in a matter on the agenda for a Board or Committee Meeting should notify the Chair (or the Deputy Chair in the case of the Chair having an interest) in advance of the Meeting and declare the nature of the interest at the Meeting before the matter is discussed. The interests to be notified to the Chair and declared at the Meeting include:

- any which must be registered
- any other interest which affects the wellbeing or financial position of the Board Member (or a close family member)
- any other interest which the Board Member considers may affect or be affected by the matter to be discussed.

4.7 After a Board Member has declared the nature of their interest at the Meeting, the Chair (or Deputy Chair in the case of a declaration by the Chair) will decide whether the Board Member should participate in the discussion and decision on an issue. If a Board Member has a direct financial interest in a matter under discussion, the Chair will require that the Board Member leave the meeting. If the Chair considers that an observer who knows the facts might reasonably think that any other declared interest is so significant as to prejudice the Board Member's judgement, the Board Member will be required to leave the meeting. In any other case, the Chair may agree that the Board Member may remain and participate in the meeting.

4.8 All interests declared at a Board or Committee Meeting, including the nature of the interest and the reasons why the Chair decides a Board Member may remain present at the Meeting, shall be recorded in the Minutes of the Meeting.

4.9 In the event of the Chair having an interest that requires them to leave the Meeting, the Deputy Chair will chair the discussion of the relevant item.

### **Gifts and Hospitality**

5.1 Board Members should not accept or offer a gift, hospitality or any other benefit as a reward, either for doing or not doing something in their official capacity, or for showing advantage to someone or to an organisation.

5.2 Hospitality is defined as meals or functions such as cocktail parties, receptions, presentations, and invitations to social, cultural and sporting events. It includes overnight accommodation and travel to and from a venue at which the event is held. Hospitality does not include light refreshments, working lunches or meals provided at conferences particularly if the FSA has paid for attending such events.

5.3 Gifts of cash should **always** be refused. Gifts of a trivial nature or minor seasonal items such as calendars or diaries may be accepted.

5.4 Board Members must inform the Board Secretary of all gifts and hospitality that they receive in the course of their official FSA duties where the nominal value exceeds £25 so that the details may be recorded in the Gifts and Hospitality Register. Notification should be made within 28 days of receipt of the gift or hospitality. Gifts and hospitality captured within the Register will be published as open data on a quarterly basis.

### **Discussions Outside the Meeting**



6.1 A Board Member may consult external colleagues or advisers on any issue to be discussed by the Board in advance of meetings but should make clear in any discussion that policy decisions can only be made by the Board as a whole in open session. Board Members should not give those advising them the impression that views expressed will carry any more weight than views expressed by others, and members must reach their own view of matters at the Board meeting having heard all the arguments. Should Board Members wish to discuss specific papers with others prior to wider publication of those papers, they should ensure that those whom they consult are made aware of the status of papers and the information they contain (for example, where research results are preliminary rather than final). Board Members are responsible for the acts of any person whom they consult and should therefore ensure that they are made aware of the draft, sensitive or confidential nature of any information and behave accordingly.

6.2 Board Members should treat papers for Business Meetings and other confidential information that may be circulated as confidential to them and not for discussion outside the FSA. Board Members must take responsibility for the safe keeping of such information.

### **Collective Responsibility**

7.1 The Board will take collective responsibility for its decisions. Board Members are therefore expected, if questioned on a matter on which the Board has taken a view, to represent the views of the Board. If Board Members are questioned on a matter that falls within the remit of the FSA but on which the Board has not taken a view, they are free to give their own personal view but should stress that this does not necessarily represent the view of the Board.

### **Attendance at Conferences and Industry/Stakeholder Events**

8.1 All invitations to attend or speak at conferences and industry or stakeholder events as an FSA Board Member should be referred to the Chair, who will consult with the FSA's External Stakeholder Engagement Team before advising on whether the invitation should be accepted.

### **Failure to Observe the Code of Conduct**

9.1 The following paragraphs of this Code of Conduct apply where any Board Member is the subject of allegations that they have failed to comply with this Code. The nature of such allegations can vary widely, and the procedure for handling them needs to be flexible, to reflect the circumstances. In all cases of allegations concerning the conduct of Board Members the following principles should be followed:

a. Board Members of the FSA are not employees and the relationships between a Board Member and the Board and between any Board Member and the FSA are not the same as the relationships between an employee and their employer. Allegations against a Board Member will be dealt with in accordance with this Section of the Code and not through the policies adopted by the FSA for dealing with matters concerning its employees.

b. Allegations must be dealt with fairly, thoroughly and as quickly as practicable, and in a manner which upholds the reputation of the FSA, and of its Board Members and employees.

c. The Chair (or, if the allegations concern the Chair, the Deputy Chair) is responsible on behalf of the Board for determining in any case the detailed process for handling an allegation, including the timescales within which any actions are to be taken and the appointment of any person to conduct any investigation (In the remainder of this Section 9 references to the Chair are references to the Chair or, if the allegations concern the Chair, the Deputy Chair as appropriate).

d. In determining how to handle allegations the Chair will normally consult the Chief Executive and will consult with such other Board Members and seek such legal and other advice as seems to the Chair appropriate in the circumstances.

9.2 On becoming aware of any allegations concerning the conduct of a Board Member, the Chair will first consider their seriousness and decide whether they can be dealt with informally by the Chair with the Board Member(s) concerned, or whether further action is required including referral to the appropriate appointing authority. If allegations are dealt with informally the Chair will advise the person who has made the allegations as to how the matter has been dealt with.

9.3 In the case of serious allegations, where the Chair decides that formal action may be required, the Chair will arrange for the allegations to be investigated by someone independent of the FSA. In such cases the Chair will write to those involved – including the Board Member against whom the allegation has been made and any person who has made the allegation – and explain the nature of the allegations and how they will be dealt with (including the timescales for dealing with them). The Chair may request that the Board Member concerned play no part in the proceedings of the FSA until the allegations have been finally disposed of.

9.4 The result of any investigation into allegations that a Board Member has breached this Code of Conduct will be considered and decided by a panel of three Board Members appointed by the Chair for that purpose. The Board Member against whom the allegations have been made will have an opportunity at a meeting with the panel to put to the panel any matters which that Board Member wishes to be taken into account before deciding what, if any, action is appropriate. The Board Member concerned may be accompanied at that meeting by another person of their choice. Any such meeting also will be attended by an advisor to the panel and a note-taker.

9.5 The panel will determine, taking into account the nature of the allegations, the outcome of any investigation carried out and any representations made by the Board Member, the appropriate action to take. That action may include a recommendation to the Chair on behalf of the Board that the Chair seek the Board Member's removal from the Board of the FSA on the basis that the conduct of the Board Member has been such that the Board Member is unfit to carry out their duties. Where the panel makes such a recommendation the Chair shall first offer the Board Member an opportunity to have the matter referred to a special meeting of the Board members.

9.6 If a Board Member elects to have the question of their suitability to remain a Member of the Board of the FSA reviewed by the Board Members a special meeting for this purpose shall be convened as quickly as practicable. The Board Member concerned shall be entitled to address the meeting and to be accompanied when doing so but shall not otherwise attend or play any part in the meeting. The Board's decision on behalf of the FSA in relation to the allegations shall be final. Where the Board decides that the Board Member is unfit to carry out their duties the Chair shall forthwith write to the relevant ministers requesting that the Board Member be removed from the Board of the FSA. Where the Board reaches any other decision in relation to the allegations that decision shall be communicated in writing to the relevant Board Member by the Chair.

9.7 The Chair will ensure that all involved in the matter, including the Board and the person or persons who made the allegations, are kept informed and notified of the Chair, or Board's decision in relation to the allegations

(Revised and agreed at FSA Board Meeting, Wednesday 13 December 2023.

For review in December 2026)

## **Committees of the FSA Board**

### **Terms of Reference for the FSA Business Committee**

**Purpose:** The Business Committee ('the Committee') is a body to which the FSA Board has delegated functions as detailed below. It exists to provide appropriate high-level oversight of operational matters, including performance and use of resources (financial and human

resources), at Board level and to hold the Executive to account on delivery of its plans and policies.

**Meetings, Reporting, and Transparency:** The Committee will not be held in public, but a report of each meeting will be included on the agenda for each FSA Board meeting and published so that it is clear to interested parties and the public on what basis it has taken its' recommendations to the Board to approve and what evidence it has considered in reaching them. Papers considered by the Business Committee will be published as an annex to the report to the Board unless there are particular reasons, such as those listed below, why specific papers cannot be published.

There are some issues that need to be discussed in private, because they relate to issues that are embargoed, commercial in confidence, are the subject of live negotiations with other countries or administrations or relate to individuals, confidential legal or criminal proceedings. This list is not exhaustive.

**Membership:** A minimum of six Members of the FSA Board appointed by the FSA Chair under delegated powers following consultation with the Committee Chair. At least one of those appointed will be the Board Member for Wales or Northern Ireland. The Deputy Chair will continue to attend ARAC to ensure effective communication and co-ordination between the committees.

**Chair:** The Deputy Chair of the FSA Board.

**Quorum:** Three Non-Executive Board Members in addition to the Committee Chair.

**Terms of Reference Review:** The Terms of Reference for the Committee will be reviewed annually by the Board together with the Terms of Reference and Standing Orders for the Board.

**Meetings:** The Committee shall meet at least four times a year. The meetings will be scheduled to ensure that a report and record of each meeting can be submitted to the FSA Board and published at the same time as the public meeting papers.

#### **Responsibilities:**

The Committee will, on behalf of the Board:

1. Scrutinise quarterly performance information, specifically, operational performance, use of resources – people and financial – relating to FSA delivery.
2. Identify and monitor operational and delivery risks, ensuring that ARAC is informed if these risks could become a strategic concern.
3. Approve the annual budget and business plan and maintain oversight of major resources decisions in line with that plan.
4. Consider strategic Human Resource issues such as but not limited to wellbeing, health and safety, industrial relations, staff surveys, and reward.
5. Consider such other matters as may from time to time be delegated to the Committee by the main Board

(Reaffirmed by the Board December 2023)

## **Terms of Reference for the FSA Audit and Risk Committee**

**Purpose:** The Audit and Risk Assurance Committee (ARAC) is an advisory Committee of the FSA Board with no executive powers. It is responsible for reviewing, in a nonexecutive capacity, the comprehensiveness and reliability of assurances on governance, risk management and the control environment. The ARAC will approve the Annual Reports and Accounts (ARAs) on behalf

of the FSA Board, with the recommendation that the Accounting Officer sign the accounts on approval. It shall additionally have responsibility for reviewing the integrity of financial statements.

**Membership:** A minimum of four Members of the FSA Board appointed by the FSA Chair under delegated powers following consultation with the Committee Chair. At least one of those appointed will be a Board Member for Wales or Northern Ireland.

The term of appointment will normally be coterminous with an individual's term of appointment to the FSA Board and will automatically cease if an individual ceases to be a Board Member.

At least one of the Committee members should have recent and relevant financial experience.

All new members will be provided with induction training and the FSA will provide for any additional development which is deemed necessary for the member to fulfil their role on the Committee. The Chair of the ARAC will hold an annual review with each member and any training or development needs will be taken forward with the agreement of the Chair and Accounting Officer.

**Committee Chair:** Appointed from the membership of the Committee by the Chair of the FSA under delegated powers. The term of appointment will normally be coterminous with an individual's term of appointment to the FSA Board.

**Co-option:** The Committee may co-opt additional members (whether members of the FSA Board or not) for a period of up to one year to provide specialist skills, knowledge or experience. Co-opted members will have a right to speak, but not vote. Co-opted members will not be included in any calculation of the quorum.

**Quorum:** Three Non-Executive Board Members.

**Attendance:** The Chief Executive, as Accounting Officer, the Director of People and Resources, the Deputy Director of Finance and Planning, the Head of Planning and Performance, the Head of Internal Audit, the Head of Delivery Assurance and a representative of the external auditors would normally be invited to attend. Directors and other officials will be invited to attend as required.

**Reporting:** The ARAC Chair will provide the Chair of the FSA and the Board with a written update on the key elements of Committee meetings. The ARAC will report formally in writing to the Board, annually, to support the finalisation of the accounts and the Governance Statement and to update the Board on the work of the Committee, internal and external audit and any areas requiring specific attention.

**Meetings:** The ARAC will meet at least four times a year. The Chair of the Committee will convene additional meetings as necessary. The Committee has the right to sit privately without any non-members present for all or part of a meeting. Additionally, the members of the Committee will meet with the Head of Internal Audit and, separately, the External Auditors, annually, in closed meetings when the efficacy of the processes, trust, co-operation and any other issues can be discussed, and future action agreed. The FSA Chair, the Board or the Accounting Officer may ask the ARAC to convene further meetings to discuss specific issues on which they want the Committee's advice.

### **Responsibilities:**

The ARAC will advise the FSA Board and Chief Executive on:

1. The strategic processes for risk management, the high-level control and governance framework and the effectiveness of its operation in practice.
2. The contents of the Governance Statement.

3. The accounting policies, the accounts, and the annual report of the FSA, including the judgements used in producing the accounts, the adequacy of disclosures, the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.
4. The effectiveness of the design and operation of financial systems and controls.
5. The planned activity and results of internal, regulatory and external audit and the results of other, external assurance reports.
6. The resourcing and effectiveness of the internal audit function.
7. Provide independent scrutiny of the audit process of the regulatory audit system.
8. The adequacy of the management response to issues identified by audit activity, including external audit management letters.
9. Assurances relating to the corporate governance requirements for the organisation.
10. Proposals for tendering for either internal or external audit services or for the purchase of non-audit services from contractors who provide audit services.
11. Counter-fraud and internal whistle-blowing policies and processes, and arrangements for special investigations; and
12. The Committee's effectiveness having reviewed its own performance, constitution and terms of reference and recommending any changes it considers necessary

**Information Requirements:** The ARAC will be provided with, where appropriate:

1. Any changes to the organisation's Corporate Risk Register that are relevant to the responsibilities of the Committee.
2. The risk management strategy.
3. Management assurance reports, and reports on the management of major incidents (which are relevant to governance, risk management and internal control) 'near misses' and lessons learned including those from serious case reviews.
4. A bi-annual overview of external complaints and related data.
5. An annual report of FSA's Senior Civil Servant's declarations of interest.
6. An annual report on and the performance of the FSA's arrangements for counter fraud, bribery and corruption.
7. Information Security annual report and periodic updates.
8. Environmental, climate change and net zero annual update.
9. Progress reports from both the Head of Internal Audit and Head of Delivery Assurance summarising:
  - work performed (and a comparison with work planned)
  - key issues emerging from their respective audit work
  - management action in response to issues identified and agreed
  - changes to their respective audit plans
  - any resourcing issues affecting the delivery of their objectives
10. Progress reports from the External Audit representatives summarising work done and emerging findings.
11. External assurance and compliance reports in relation to the FSA's activities.
12. Internal audit and regulatory audit strategies and annual plans.

13. The Head of Internal Audit's Annual Opinion and Report.
14. An annual report summarising the results of regulatory audits including an overall assessment / opinion on the effectiveness of official controls.
15. Quality Assurance reports on the internal audit and regulatory audit functions.
16. The draft accounts of the organisation.
17. The draft Governance Statement.
18. Any changes to accounting policies.
19. Proposals to tender for audit functions.
20. Summary of findings of every internal audit and regulatory audit report.
21. External Audit's management letter; and
22. A report on cooperation between the FSA auditors and external auditors.

The ARAC will work with the FSA's Executive Management Team to ensure that the Board can be confident that risk management processes, content, mitigating and recovery actions are appropriate and correctly resourced.

#### **Notes**

1. The Chair of the ARAC will have free and confidential access to the Chair and Chief Executive of the FSA whenever appropriate.
2. The Head of Internal Audit and the representatives of External Audit will have free and confidential access to the Chair of the Committee.
3. The Committee may procure specialist ad-hoc advice at the expense of the FSA, subject to the cost being agreed by the Chief Executive as Accounting Officer.

(Agreed by the Board December 2023)

## **Advisory Committees**

### **Northern Ireland Food Advisory Committee**

The Northern Ireland Food Advisory Committee acts as an independent advisory body to the Food Standards Agency. It is chaired by the Northern Ireland Board member. Its role is to advise the Agency on food safety and standards issues, with emphasis onto Northern Ireland.

### **Welsh Food Advisory Committee**

The Welsh Food Advisory Committee (WFAC) advises us about food policy relating to Wales. We are required to take the advice of WFAC into account when carrying out our functions or advising Ministers.

WFAC is committed to acting in an open and transparent way and will publish the advice it provides on food policy and its implementation within the minutes of each meeting.

### **Scientific Advisory Councils and Committees**

Scientific Advisory Councils and Committees (SACs) help government departments (and their arms-length bodies) to access, interpret and understand the full range of relevant scientific information, and to make judgements about its relevance, potential and application.

The FSA is advised by the following independent FSA committees of scientific experts:

- Science Council
- Advisory Committee on Novel Foods and Processes
- Committee on Toxicity
- Advisory Committee on Animal Feedingstuffs
- Advisory Committee for Social Science

Further information on our Scientific Advisory Committees can be found on our Science Advisory Committees Hub. The Code of Practice for Scientific Advisory Committees and Councils is [here](#).

## Scheme of Delegations from Board to Executive

This Scheme of Delegations provides a general explanation of how the functions of the FSA are discharged, and the roles which the Board, Chair, Chief Executive and Executive Management Team play on a day-to-day basis. The guidance below does not supersede our official delegations, as outlined in the [FS Act 1999 Schedule 1, paragraph 12](#). This Scheme complements and does not replace the more detailed guidance already in place, including our [risk analysis process](#), [our regulatory approach](#), and [our framework for science governance](#). Each decision will be assessed in context to determine the correct handling.

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## Introduction

### The Board

The Board has overall collective accountability for the activities of the Food Standards Agency in England, Wales and Northern Ireland. The Board is responsible for ensuring that the FSA's statutory functions are carried out in a way which meets its main objective to protect public health from risks which may arise in connection with the consumption of food and otherwise to protect consumers' interests in relation to food.

The Board has outlined our FSA ways of working in the [Statement of General Objectives and Practices](#) (required by the FS Act 1999, and to which the Board is required by the Act to pay due regard in carrying out its functions) and our [Policy on Openness](#).

The Board has delegated certain functions to its committees: the Business Committee and the Audit and Risk Assurance Committee. The Board has also delegated its powers to the Chair to deal with the business of the Agency between Board meetings.

### The Chair

The Chair's responsibilities are outlined in the Board Terms of Reference and Standing Orders. The Chair provides leadership for the Board to fully discharge its governance, assurance and strategic responsibilities as a non-Ministerial department, including scrutiny of and support to the Executive. The Chair represents the views of the Board to the general public and to Ministers.

### **The Chief Executive**

The Board, through the Chair, appoints the Chief Executive of the Food Standards Agency, subject to the approval of Ministers **in England, Wales and Northern Ireland**. The Chief Executive is responsible for ensuring that the activities of the Agency are carried out efficiently and effectively, and is accountable to the Board for the exercise of their powers.

The Treasury appoints the Chief Executive as the Accounting Officer (AO). The Chief Executive as AO is personally responsible for safeguarding the public funds for which they have charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of the FSA. The FSA's financial delegations, business plan deliverables and headcount limits are set out in annual delegation letters from the Chief Executive to the Directors.

### **The Chief Scientific Adviser**

The Chief Scientific Adviser (CSA) brings senior scientific oversight to the FSA and provides independent, objective challenge to the way that we use science and evidence. They are a key member of our senior leadership, reporting to the Board and with a direct line to the Chair, while being line managed by the CEO and closely supporting the work of the Executive Team. In addition, the CSA is a conduit for the department to the rest of Government as part of the wider CSA Network and plays a key role in communicating our science to consumers, businesses and the public.

## **Guidance on responsibilities for functions and decisions in the FSA**

The Board is ultimately accountable for all of the FSA's activity, except for responsibilities of the Accounting Officer. However, the functions of the FSA can be carried out by the Chief Executive or other staff on behalf of the Board. The Chief Executive in turn delegates functions and decision-making responsibilities to members of the Executive Management Team of the FSA and to other individuals or committees, and supervises the exercise of such delegated functions and responsibilities.

Part 1 of this document, below, sets out functions which are generally exercised by the Board itself, according to its terms of reference.

Part 2 sets out guidance on the functions which the Board expects will generally be carried out by the Chief Executive or other staff on behalf of the Board.

Part 3 sets out guidance about when the Board expects to be engaged in decision-making. It provides examples of the circumstances in which the Board expects to be informed about or consulted on a decision which might usually be left to the Executive.

All functions and decision-making responsibilities which usually rest with the Chief Executive or other staff can be re-assumed by the Board should the need arise.

## **Part 1: Functions of the Board (from the Board Terms of Reference)**



The Board has overall collective responsibility for the activities of the Food Standards Agency in England, Wales and Northern Ireland, and for ensuring that the FSA discharges its statutory duties to protect public health and consumers' interests in relation to food. The Board provides visible leadership of the FSA to the public, representing the FSA's position to the media and key stakeholders, and providing assurance to the appropriate authorities (in practice, health ministers) on the effective discharge of the FSA's duties and responsibilities.

The Board:

- Sets strategy, strategic priorities and strategic outcomes,
  - *For instance our five year corporate strategy and three-year plan*
- Identifies and monitors strategic, reputational and corporate risk; determines the FSA risk appetite
- Takes major decisions on the regulatory and controls framework
- Takes major decisions on policy and key issues of principle
  - *For instance providing policy direction on major issues or principles to be followed in policy-making, or providing the framework within which officials will conduct fast-moving activity such as trade negotiations*
- Provides advice to Ministers on prominent issues
- Has collective responsibility for FSA activities and discharge of our statutory duties
- Through the Chair and subject to approval from the appropriate authorities (ie. relevant ministers), appoints the CEO and holds them accountable; and
- Approves the Annual Report

## **Part 2: Responsibilities of the Chief Executive**

The Board generally expects the Chief Executive to carry out a substantial number of the functions of the FSA and take related decisions, either personally or through other staff in the FSA. Examples of these are set out below.

### **1. Leadership and Management**

Securing that the activities of the Agency in England, Northern Ireland and Wales are carried out efficiently and effectively, and in accordance with our Statement of General Objectives and Practices. This includes:

- I. The leadership, day-to-day operations, and management of the FSA, including fulfilling the statutory responsibility to appoint Directors for Wales and Northern Ireland (subject to approval of the appropriate authorities)
- II. Proposing annual business plans for approval by the Board, which fulfil the Board's strategic objectives for the FSA
- III. Appointment and all aspects of staff management and organisation
- IV. Approving some decisions concerning litigation (e.g. agreeing settlement), with advice from FSA Legal
- V. Providing routine advice and evidence to ministers on parliamentary business, including on their responses to written and oral Parliamentary questions, Senedd questions in Wales and Assembly questions in Northern Ireland which relate to the work of the FSA
- VI. Delivery of digital, data, and technology services to support the work of the FSA, including information management, information security incidents and compliance with relevant standards

## **2. Financial matters**

As Accounting Officer, the Chief Executive is accountable for the stewardship of public money and assets by the FSA. Their responsibilities are outlined in [Managing Public Money](#), [Managing Welsh Public Money](#) and [Managing Public Money NI](#) and include:

- I. Maintaining a robust system of internal controls including governance and risk management frameworks
- II. Setting the annual budget in order to use the FSA's resources efficiently, economically and effectively
- III. Preparing the Annual Report, Accounts and Governance Statement on the FSA's activities and performance during each financial year, and arranging for it to be laid before parliament, the Senedd and the NI Assembly
- IV. Ensuring that effective procedures for handling complaints are in place.

## **3. Regulatory functions**

Execution of the FSA's regulatory functions, including

- I. Delivery of official controls to meet domestic and exporting requirements, regulatory audit and assurance, and National Food Crime Unit functions as described in our [Manual for Official Controls](#)
- II. Setting standards for enforcement authorities' performance by advising ministers on the content of [Food and Feed Codes of Practice](#) and the [Framework Agreement on Official Feed and Food Controls by Local Authorities](#), and providing advice to enforcement authorities within the Board's risk appetite on the interpretation of those standards
- III. Taking action in relation to concerns about enforcement authorities' performance, in line with our [escalation procedure](#)
- IV. Advising government ministers on authorising regulated food and feed products for sale
- V. Conducting [risk analysis](#) which informs our regulatory decisions, for instance on regulated products authorisations or imports controls on High-Risk Foods and Feed Not of Animal Origin

## **4. Food policy and advice to ministers**

In line with the Board's risk appetite and any policy principles or specific policy decisions agreed by the Board, developing food and feed policy and providing advice and information to public authorities.

## **5. Providing information to the public**

Providing information and advice to the general public, and publishing information in the public interest. In Wales, this means providing this information bilingually, as outlined in the FSA's statutory [Welsh Language Scheme](#) necessitated by the Welsh Language Act 1993.

## **6. Conducting and monitoring evidence-gathering, analysis, and scientific research**

Monitoring developments in science and technology in relation to the FSA's functions, and commissioning research, analysis and evidence-gathering on those matters

## **7. Incidents management**

Issuing guidance to local or public authorities, in order to manage outbreaks of foodborne disease, and operational decision making in line with our [Incidents Management Plan](#)

## Part 3: How the Board expects to be engaged in decision-making

As set out in part 1, there are specific decisions which are generally taken by the Board. Some of these are clearly delineated decisions such as setting the FSA's risk appetite or agreeing a new organisational strategy. Others may require a judgement to be taken by the Board (e.g. whether something is a "major decision on policy".) The Board also sometimes sets out principles that should be followed by the executive (for example, in developing new policy).

The following guidance from the Board to the Executive sets out the circumstances in which the Board will generally expect to be engaged on a decision that the executive proposes to take. The power to make a decision can be re-assumed by the Board at any point, should the need arise. Where relevant, the Chair decides whether the full Board should be consulted, under Board Standing Order 26.

The principles complement but do not replace the specific frameworks for determining the classification of [routine and non-routine incidents](#), or of [routine and non-routine risk analysis issues](#).

### Principles for when the Chair or Board should be consulted on a decision:

- When any non-routine recommendation is being made by the FSA to government ministers and a strategic policy direction has not yet been provided by the Board; see *the [routine and non-routine risk analysis issues](#) framework for example of criteria for triaging non-routine issues*
- When there are significant political, four-nation, stakeholder or consumer sensitivities/interest; *for example when routine advice is given to ministers on a topic where there has been significant media attention and there is a risk to public trust in the FSA or the food system; or on an issue with potential for divergence within the UK with a material impact on the UK market*
- Where a decision goes beyond the stated corporate risk appetite; *for example when issuing food safety advice which facilitates the wider interests of consumers, by applying our framework of proportionate controls for risky foods*

### Principles for when the Chair or Board should be informed of an executive decision

- When there is a reasonable expectation that the Chair or Board may need to respond to ministerial or media interest in the decision, or represent the decision to the public; *for example when FSA issues consumer advice on a topical issue*
- Where a financial decision is significant, novel or contentious; *for example the awarding of contracts over the value of £5 million*
- When any policy Submissions are made by the FSA to ministers in the UK Government or a Devolved administration – *this excludes routine business matters such as routine regulated products authorisations, consultations, and biannual updates of the lists of High-Risk Foods and Feed Not of Animal Origin which are subject to increased or additional controls at entry to GB*

(Adopted ###)

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[1] [The Code of Practice on Openness is currently being reviewed and updated](#)