

# Terms of Reference for the FSA Board and Standing Orders for FSA Board Meetings - Board Operating Framework

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 2024)

## **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

(Reaffirmed by the Board December 2024)