

# Annual Governance Report 2025

FSA 25-12-08 - Report by Timothy Riley, Deputy Chair of the FSA Board

## 1 Summary

1.1 The Board is asked to:

- **Consider** the Annual Review of Board Effectiveness.
- **Consider and agree the changes to the:**
  - [Board Operating Framework](#)
  - Terms of Reference for the FSA Audit and Risk Assurance Committee (Annex 2)
- **Reaffirm the:**
  - Terms of Reference for the FSA Business Committee (Annex 3)
  - Terms of Reference for the FSA Board (Annex 4); and
  - Standing Orders for FSA Board Meetings (Annex 5).

## 2 Introduction

2.1 The Food Standards Act 1999 provides that the Agency may regulate its own proceedings. Good governance requires that the Board and its Committees operate to clear, agreed Terms of Reference (ToR) and in accordance with Standing Orders (SOs). Since 2014, the Board has reviewed its suite of ToR and SOs annually.

2.2 In line with the ToR, the Board delegates to Committees certain functions mainly associated with implementation and corporate governance of the Agency. Committees currently constituted under this power are the Audit and Risk Assurance Committees and the Business.

2.3 The Board agrees and reviews the ToR of the Audit and Risk Assurance and Business Committees annually, together with the ToR and SOs for the Board.

2.4 We also annually consider the effectiveness of the Board either internally or with external input.

## 3 Annual Review of Board Effectiveness

3.1 The Cabinet Office [Corporate Governance Code for Central Government Departments 2017](#) and [Board effectiveness reviews: principles and resources for arm's-length bodies and sponsoring departments](#) both require that a Board effectiveness evaluation is carried out annually and with independent input at least once every three years.

3.2 This year we have consolidated the recommendations that came out of last year's Internal Review such as ensuring non-Business Committee members are better sighted on Business Committee papers in the lead up to Board meetings and adding cover sheets for Board Members to Board papers which describe prior history, which Committees and decisions have been engaged earlier and set out a clear objective in terms of decision required (Annex 1).

3.3 We have also started the procurement process of engaging external input into the three yearly Effectiveness Review due this year in line with best governance practice. Plans for the Government Internal Audit Agency (GIAA) to have completed a Review for us by the end of March 2026, are proceeding to the timetable.

3.4 The GIAA will evaluate the Board in line with the key principles of Board effectiveness outlined in the [Cabinet Office Code](#) and guidance covering:

Key Line of Enquiry	Description
Leadership and culture	Addressing whether the Chair and Board lead the organisation in an open, transparent, impactful and effective way, including learning from past successes and failures.
Board composition	Addressing whether the Board has the right mix of skills and experience, with clear roles & responsibilities and succession plans in place.
Board decision making	Addressing whether the Board makes appropriate decisions, with relevant, timely information and support that contributes to effective discussions.
Board committees	Addressing whether the appropriate committees are in place to support the Board, with clear delegations and information flows.
Risk management	Addressing whether the Board has clear risk management processes in place, with risk considered within decision making.
Partnership working/stakeholder engagement	Addressing whether the Board is effectively engaging and working with key partners and stakeholders.

3.5 The Board will be kept updated on progress of the External Board Effectiveness Review ahead of the Report and any recommendations from it being presented to the Board for consideration by their June 2026 meeting.

## 4 Board Governance

4.1 Every year the Board considers the ToR of the Audit and Risk Assurance and Business Committees together with the ToR and SOs for the Board, all of which sit within the [Board Operating Framework](#).

4.2 An amendment to the [Board Operating Framework](#) is requested:

*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 Ministers in Wales and Northern Ireland~~.*

4.3 If the Board is content with the proposed amendment to the [Board Operating Framework](#), it will be adopted and incorporated with immediate effect. The Board will review the Board Operating Framework again in December 2026.

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

4.4 The 2024 ToR for ARAC were most recently reviewed by the Committee, on the Board's behalf, in September 2025 when the following changes were made:

*Attendance section:*

- *Inclusion of: General Counsel as a Standing Attendee.*
- *Amendment of: Director of People and Resources to Director of Corporate Services*

*Information Requirements section:*

- *Inclusion of: Periodic updates of the procurement pipeline and commercial activity*

4.5 If the Board is content with the updated ARAC ToR (Annex 2), they will be adopted as ARAC agreed them in September 2025. ARAC, and then the Board, will review the ARAC ToR again as of September 2026.

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

4.6 No changes are proposed to the [Terms of Reference for the FSA Business Committee](#) (Annex 3) and subject to the Board reaffirming them, they shall remain as the Board last affirmed them in December 2024.

#### **Terms of Reference for the FSA Board**

4.7 No changes are proposed to the [Terms of Reference for the FSA Board](#) (Annex 4) and subject to the Board reaffirming them, they shall remain as the Board last affirmed them in December 2024.

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

4.8 No changes are proposed to the [Standing Orders for FSA Board Meetings](#) (Annex 5) and subject to the Board reaffirming them, they shall remain as the Board last affirmed them in December 2024.

4.9 The Board is asked to:

- **Consider and agree the changes to the:**
  - [Board Operating Framework](#)
  - Terms of Reference for the FSA Audit and Risk Assurance Committee (Annex 2)
- **Reaffirm the:**
  - Terms of Reference for the FSA Business Committee (Annex 3)
  - Terms of Reference for the FSA Board (Annex 4); and
  - Standing Orders for FSA Board Meetings (Annex 5).

#### **Board Appointments**

4.10 Appointments to the FSA Board are made by Health Ministers in Westminster, Wales and Northern Ireland. The statutory requirement for Board membership is 8-12 members, plus the Chair and Deputy Chair. This requirement reflected there being two appointees for Scotland, which are no longer required since Food Standards Scotland was created as a stand-alone department and Board north of the border. The working assumption is therefore that the Board should be between 6-10 members, plus the Chair and Deputy Chair.

4.11 Lord Blencathra stood down from the Board as of 2 December 2024.

4.12 Anthony Harbinson was re-appointed as of 1 September 2025 for a second three-year term by the Northern Ireland Minister of Health.

4.13 The Department of Health and Social Care (DHSC) ran a successful recruitment campaign which resulted in the appointment of five new Members as of 1 August 2025 and one as of 18 November 2025.

4.14 Two long-serving Members, Mark Rolfe and Margaret Gilmore, came to the end of their second terms of appointment on 17 November 2025 leaving 9 Non-Executive Directors (NEDs) plus the Chair and Deputy Chair.

## Board Membership

Name	First Term of Appointment	Duration of First Term Contract	Second Term of Appointment	Duration of Second Term of Contract
Professor Susan Jebb OBE, PhD, FRCP (Hon), FMedSci (Chair)	1 July 2021	3 Years	01 July 2024 – 31 December 2027	3 years
Dr Timothy Riley PhD FRASE (Deputy Chair)	1 January 2024	3 Years		
Fiona Gately	1 June 2021	3 Years	1 June 2024	3 Years
Anthony Harbinson	1 September 2022	3 Years	1 September 2025	3 years
Dr Rhian Hayward MBE	1 September 2023	3 Years		
Steve Ruddy	1 August 2025	4 Years		
Dr Susan Paterson	1 August 2025	4 Years		
Professor Sir Frank Atherton	1 August 2025	3 Years		
Clare Evans	1 August 2025	4 Years		
Louise Hoste	1 August 2025	3 Years		

Name	First Term of Appointment	Duration of First Term Contract	Second Term of Appointment	Duration of Second Term of Contract
Alison Austin	18 November 2025	3 Years		
Dr Timothy Riley PhD FRASE	18 November 2019	3 Years	18 November 2022	3 Years Appointed Deputy Chair as of 1 January 2024
Lord David Blencathra	1 June 2021	3 Years	1 June 2024	3 years Stepped down from Board as of 2 December 2024
Margaret Gilmore	18 November 2019	3 Years	18 November 2022	3 Years
Mark Rolfe	18 November 2019	3 Years	18 November 2022	3 Years

## Board Meetings

4.15 As planned, FSA Board meetings were held in public in on 26 March 2025, on 18 June 2025, on 17 September 2025 and on 10 December 2025.

4.16 The Board has continued to have Keeping in Touch (KIT) calls with the Chief Executive and her team in the months in which there is not a scheduled Board meeting. These are information sharing opportunities in addition to the weekly email of information circulated to the Board.

4.17 As per the Standing Orders, the dates for the 2026 Board meetings were agreed by the end of March 2025 and published on [our website](#). They are 25 March 2026, 17 June 2026, 16 September 2026, and 09 December 2026.

## 5 Conclusion And Recommendations

5.1 The Board is asked to:

- **Consider** the Annual Review of Board Effectiveness.
- **Consider and agree the changes to the:**
  - [Board Operating Framework](#)
  - Terms of Reference for the FSA Audit and Risk Assurance Committee (Annex 2)
- **Reaffirm the:**
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  - Standing Orders for FSA Board Meetings (Annex 5).

## Annex 1

### 2024 FSA Internal Board Effectiveness Review - Progress Against Recommendations

## Board

Recommendation	Status
1. Strategy: Address inertia where there is opportunity for timely and proactive communication of ideas/policy. Get the FSA more on the front foot.	Deputy Chair discussed with FSA Chair and agreed to keep under continual review.
2. Membership: New appointments for NEDs to include skills and expertise in Public Health, Food Business and Production, and an understanding of Commercial Finance.	Complete Jan 25 - included in persons specification for 2025 DHSC Board recruitment campaign.
3. Membership: Look for opportunity to accommodate representative diversity in the new appointments NEDs.	Complete Jan 25 - Board advert shared with Diversity Networks during 2025 DHSC Board recruitment campaign.
4. Secretariat: Revisit the recommendation from the 2022 Review to rationalise the detail and length of papers between the different Committees. Produce more concise papers in plain language. Add cover sheets which describe prior history, and which Committees and decisions have been engaged earlier. Set out a clear objective for the specific Committee in terms of decision required and leave explanation of complications/hurdles to the main paper.	Complete June 25 - Board Sec added cover sheets for Board Business Committee and Board papers.
5. Aim to allow more than one week between ARAC or Business Committee and the Board to allow their recommendations to come to Board in time.	Complete March 25 - Board Sec set dates for 2026.
6. Engage Board in feedback on the value and effectiveness of IT solutions and improve where possible.	Under continual review - Board Sec works with FSA IT to tailor IT equipment and service to meet each Board Member's needs
7. Make KIT calls less formalised without the need for teams of officials to attend.	Deputy Chair discussed with FSA Chair and FSA CE and all agreed to keep under continual review to ensure best use of officials' time.

## Business Committee

Recommendation	Status
8. Prior to Business Committee meetings, papers re-shared with non-BC member NEDs to engage and input more effectively leading up to Board meetings.	Complete March 25 – as part of process Board Sec routinely share Business Committee papers with non-Business Committee Board Members
9. Keep the agenda under review to avoid potential duplication with Board and to maintain the focus on high level operational performance.	Under continual review - maintaining and consulting Forward Look ahead of compiling each Board and Business Committee meeting agenda

## ARAC

Recommendation	Status
10. Review case examples of risks that merit being passed forward from ARAC to the wider Board. Specifically, risks that are unmitigated or unresolved and which impede delivery of FSA strategy or operations at a significant level. The purpose being to assure that outstanding risks are being reported to Board and effectively resolved/mitigated.	Deputy Chair to discuss with ARAC Chair.
11. Dedicate Committee time to horizon scanning strategic and operational risks to anticipate and plan to minimize risk and reactive mitigations.	Deputy Chair to discuss with ARAC Chair

## Scientific Advisory Committees

Recommendation	Status
12. Formulate a simple framework to represent to Board how the Science Council and Science Advisory Committees feed into or are commissioned to inform risk evaluation on innovative or unevaluated food technologies.	To be taken forward by the incoming Chief Scientific Adviser

## Annex 2

### Terms of Reference for the FSA Audit and Risk Assurance 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 non-executive 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 Deputy Chair, Chair of the Business Committee, will attend ARAC to ensure effective communication and co-ordination between the committees.

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 Corporate Services, the Deputy Director of Finance and Planning, the Head of Planning and Performance, the Head of Internal Audit, the General Counsel 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:

- Any changes to the organisation's Corporate Risk Register that are relevant to the responsibilities of the Committee
- The risk management strategy
- 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
- A bi-annual overview of external complaints and related data
- An annual report of FSA's Senior Civil Servant's declarations of interest
- An annual report on and the performance of the FSA's arrangements for counter fraud, bribery and corruption
- An annual overview of the Business Appointment Rules
- Information Security annual report and periodic updates
- Environmental, climate change and net zero annual update
- Periodic updates summarising significant Projects and Programmes
- Periodic updates of the procurement pipeline and commercial activity
- A bi-annual overview of current litigation and associated risks

- 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
- Progress reports from the External Audit representatives summarising work done and emerging findings
- External assurance and compliance reports in relation to the FSA's activities
- Internal audit and regulatory audit strategies and annual plans
- The Head of Internal Audit's Annual Opinion and Report
- Quality Assurance reports on the internal audit and regulatory audit functions
- An annual overview of the FSA's assurance map
- The draft accounts of the organisation
- The draft Governance Statement
- Any changes to accounting policies
- Proposals to tender for audit functions
- Summary of findings of every internal audit and regulatory audit report
- External Audit's management letter; and
- 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

## Annex 3

### 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 2024)

## Annex 4

### 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)

## **Annex 5**

### **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)