

# Terms of Reference for the FSA Business Committee

FSA BC 23-03-03 - Report by Ruth Hussey, Deputy Chair of the FSA Board and Chair of the FSA Business Committee

## 1. Summary

1.1 The Business Committee is asked to:

- Review the Business Committee Terms of Reference, in particular the amendments suggested in light of the FSA Board discussion in December 2022
- Agree that the changes to the Business Committee Terms of Reference be presented to the FSA Board on 22 March 2023 for approval.

## 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 Business, and the Audit and Risk Assurance Committees. ????

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

## 3. December 2022 Board Review of Terms of Reference and Standing Orders

3.1 At the December 2022 Board meeting the Board reviewed and agreed the Audit and Risk Assurance Committee ToR and agreed there were no amends to the FSA Board Terms of Reference (see [FSA 22-12-08 Annual Governance Report](#)).

3.2 The Board also accepted the response to a recommendation from the external Board Effectiveness Review to reconfigure the Business Committee. The changes to the Business Committee require amends to the ToR for the Business Committee and to the SOs for FSA Board Meetings. The Board agreed that the proposed ToR for the reconfigured Business Committee should be refined.

## 4. Refinements to the FSA Business Committee Terms of Reference

4.1 Following the December 2022 Board discussion of the proposed ToR for the Business Committee, the following refinements (shown below by strike through or bold and italics), have been suggested:

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.***

The Committee will, on behalf of the Board:

1. Scrutinise the ~~quarterly~~ performance information, ***specifically***, including operational performance, use of resources – people and financial – relating to the FSA ***delivery***.
2. Identify and monitor operational and delivery risks, ***ensuring that ARAC is informed if these risks could become a strategic concern.***

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.***

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. ***Papers on these issues may not be published.***

4.2 The full version of the proposed refined ToR for the Business Committee is at Annex A.

4.3 The Business Committee is asked to review these amendments and the proposed ToR for the Business Committee in their entirety.

4.4 These refinements to the ToR for the Business Committee do not impact the original amendments to the SOs which arise from changes to the Business Committee as identified to the Board in December 2022 and reproduced for reference at Annex B.

4.5 The Business Committee is asked to agree that the refinements to the ToR for the Business Committee be presented to the FSA Board on 22 March 2023 for approval.

## Annex A

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

(To be agreed by the Board March 2023)

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.***

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. ***Papers on these issues may not be published.***

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 the ***quarterly*** performance information, ***specifically***, including operational performance, use of resources – people and financial – relating to the 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 such other matters as may from time to time be delegated to the Committee by the main Board.

## **Annex B**

### **Proposed Standing Orders for Food Standards Agency Board Meetings**

(To be agreed by the Board March 2023)

#### **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.
- ~~3. Any reference to a Board meeting means an Open Board meeting and a Business Committee meeting, unless otherwise stated.~~

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

- ~~????~~4. 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.
5. 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.
6. Any Board meeting may be conducted wholly or in part by electronic means including by video conference, an internet video facility or telephone conference.
7. 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**

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

10. 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**

11. 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.

12. 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.

13. 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**

14. 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**

15. 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.

16. 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.

17. 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**

18. 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.

19. 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**

20. 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.

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

### **Decisions and Voting**

22. 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.

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

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

25. 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**

26. 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**

27. 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**

28. 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.

29. 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**

30. Standing Orders 7, 9, 10, 11, 14, 15, 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**

31. 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.

32. 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**

33. 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**

34. 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.

35. In the absence of the Chair, the other Committee members present shall appoint one of their number to chair the meeting.

36. Business Committee 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 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.

### **Membership**

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

~~38. All members of the Board are members of the Business Committee. The Chief Executive and members of the Executive Team are also members of the Business Committee up to a number equivalent to the Non-Executive members of the Board excluding the Chair.~~

## **Quorum**

39. 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.

~~40. The quorum for the Business Committee shall be five non-Executive members, of whom one to be one of the members from Northern Ireland or Wales plus the Chair of the meeting, plus three Executive Team members including the Chief Executive or their nominated deputy.~~

## **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.