

HTA Board meeting, 26 June 2025

Agenda item	4.1 - Review of Board Standing Orders, Committee ToR and supporting documents
For information or decision?	Decision
Decision making to date?	Two-year review / approval cycle
Recommendation	N/A
Which strategic risks are relevant?	Risk 1: Operational Risk 2: Reputational Risk 3: Financial Risk 4: Strategy Risk 5: People Risk 6: Security
Strategic objective	Efficient and Effective
Core operations / Change activity	Core operations
Business Plan item	Private Office – facilitating Board, Committee, and Senior Management functions, providing good governance support and compliance with Government requirements
Committee oversight?	N/A
Finance and resource implications	N/A
Timescales	N/A
Communication(s) (internal/ external stakeholders)	N/A
Identified legislative implications	N/A

Review of Board Standing Orders, Committee ToR and supporting documents

1. Issue

- 1.1 Board review and update of the suite of documents currently published as [*Standing orders of the Human Tissue Authority with regard to the meetings of the Board and Committees*](#).
- 1.2 The review is routine and planned and does not reflect fundamental changes to the HTA's governance arrangements. There are, however, a number of updates and clarifications to incorporate. With these documents having evolved by accretion from generic source materials with 'catch-all' textual formulations, there are also opportunities to resolve ambiguities and remove unnecessary and duplicated material.

2. Ask

- 2.1 For Board to:
 - a) **AGREE** the proposed changes to the Standing Orders set out at [Annex 1](#).
 - b) **AGREE** the proposed changes to the HTA Board Member Code of Conduct set out at [Annex 2](#).
 - c) **AGREE** the proposed changes to the ARAC ToR set out at [Annex 3](#).
 - d) **AGREE** the proposed changes to the RemCo ToR set out at [Annex 4](#).
 - e) **Note** that the "Nolan Principles" and "Addison Rules" sections are now dealt with by reference to source documents rather than inclusion as they stand into the HTA's suite of governance documents.

3. Consideration

- 3.1. We have secured independent legal advice on the suite of "standing orders" documents which has provided us with:
 - a) Assurance that the documents are generally of a good standard, aligned with the Act, Framework Agreement and Members T&Cs, and covers the essential areas expected of such documents under best practice;
 - b) Advice on some 'must do', and could do' amendments for currency, clarity and consistency.
- 3.2 In reviewing these documents we have also had in mind:

- a) **Proportionality and relevance** What is right for the HTA, given its size; mission; business activities; public profile; and risks. Are we realistic about what the documents can and should set out against current practice, and can we avoid mandating spuriously precise process?
 - b) **Single authoritative definitive sources** Can we minimise duplicated (and sometimes multiplied) content which then falls out of line with source or parallel documentation? And are we sure that we're referring to the best source documents?
 - c) **Future-proofing** Can we avoid over-specificity when we refer to things that we know are likely to change where these changes won't materially affect how the Board or committees operate? Will the documents 'bend in the wind'?
 - d) **Clarity, Presentation and Accessibility** Action under (a), (b) and (c) will take us closer to user-need oriented documents. But are we duly informed by the HTA Branding and Style Guidance, especially part 2 (writing style). Acknowledging that these are technical governance documents primarily for a specialist audience, are we using the plainest English we reasonably can? Is there potential for supplementary material in other user-friendly formats (e.g. process flowcharts or FAQs?)
- 3.3 Amendments to the core Board **Standing Orders** document (tracked with commentary at [Annex 1](#)) have been discussed and are supported by the Chair and AO. There are no fundamental changes to the role or function of the Board, but we have removed some duplication and text which is no longer relevant. In places we have been less prescriptive about process.
- 3.4 Amendments to the **Board Member's Code of Conduct** (tracked what at [Annex 2](#)) have been discussed and are supported by the Chair and AO. Amendments are minor – the document is based on and refers to the generic Cabinet Office Code of Conduct for public appointees
- 3.5 Minor amendments to the **ARAC Terms of Reference** (at [Annex 3](#)) reflect discussion at that Committee's June meeting and are supported by its Chair. No changes to the Committees role or remit are proposed.
- 3.6 Amendments to the **RemCo Terms of Reference** (at [Annex 4](#)) are primarily to clarify the process around its formal decision-making role. They include a new annex to contextualise the Committee's role in the pay setting process. However, the role and remit of the Committee remains unchanged. These amendments were at the request of the Committee, have been brought to the Committee's June meeting, and are supported by the RemCo Chair.
- 3.7 To reduce the bulk of the Standing orders we propose removing the annexes iterating the "Nolan Principles" and "Addison Rules". Both clearly remain

important documents for Members to be aware of, but are already included in members Terms and Conditions of appointment and are published on Gov.UK (with additional interpretative material).

- 3.8 The role of Board members in Live Organ Donation casework was out of scope for this exercise, but governance arrangements and training for this are kept under review by Regulation Teams.

4. Next Steps

- 4.1 Adoption and publication of the revised Standing Orders suite of documents and Committee Terms of Reference.
- 4.2 In the intervening two-year review period before then next full Board consideration, it is anticipated that individual documents comprising the Standing Orders suite will be updated and approved as appropriate so as to ensure that the HTA maintains our corporate compliance and so that the formal Board review exercises are as efficient as possible when they are necessary.

5. Recommendation

- 5.1 It is recommended that the Board **agrees** to the changes proposed in this paper to the Standing Orders, Committee ToRs and supporting documents

Annex 1:

Standing orders of the Human Tissue Authority with regard to the meetings of the Board and Committees

Final Document will be in line with HTA style guidelines.

Current text with proposed deletions and insertions	Commentary
<p>1. Introduction</p> <p>1.1. These standing orders are made pursuant to Section 13(2) and Schedule 2 of the Human Tissue Act 2004 (“the HT Act”). Subject to the provisions of the HT Act and Regulations made under it, these standing orders will regulate the operations of the Board of the Human Tissue Authority and of its Committees.</p>	<p>Addition suggested by legal review</p>
<p>2. Interpretation</p> <p>2.1 Any expression to which a meaning is given in the HT Act or in Regulations made under it shall have the same meaning in these standing orders, unless the context otherwise requires. In addition:</p> <ul style="list-style-type: none"> a) “the Authority” means the whole of the body corporate the Human Tissue Authority established under section 13 of the HT Act; b) “the Board” means the appointments made to the Human Tissue Authority under Schedule 2 paragraph 1 of the HT Act; c) “the Chair” means the Chair of the Board appointed in accordance with Schedule 2 of the HT Act; d) “Member” means a Member of the Board (including the Chair) appointed in accordance with Schedule 2 of the HT Act; e) “the Chief Executive” means the Chief Executive Officer of the Authority; f) “the Department” means the Department of Health and Social Care; g) “Accounting Officer” means the officer responsible and accountable for the resource entrusted to the Authority and who shall be responsible for the stewardship of any and all public funds or assets in the Authority’s possession. For the Human Tissue Authority, the Accounting Officer is the Chief Executive; h) “Committee” means a Committee established by the Board; i) “Committee Chair” means the Chair of a Committee, as the context requires, whether or not they are also a Member of the Board; <p>“Lay Member” means a Member of the Board who does not have and has not had a professional interest in any of the kinds of activity within the remit of the Authority;</p>	<p>Deletion on Chair’s steer reflecting advice from Department. This distinction in principle applies to the mix of appointees made by the department. But in practice need not of</p>

<p>“Non–lay Member” means a Member of the Board who has or has had a professional interest in any of the kinds of activity within the remit of the Authority;</p> <p>2.2 “Officer” means an employee of the Authority. In certain circumstances, “officer” may include a person who is employed by a third party contracted to the Authority who carries out functions on behalf of the Authority; and</p> <p>“Senior Management Team” means the Executive of the Human Tissue Authority.</p> <p>In these standing orders, unless the contrary intention appears, words in the singular include the plural and words in the plural include the singular.</p>	<p>itself affect how roles (Committee membership) and member responsibilities are determined</p> <p>Deletion: “Senior Management Team used throughout”</p> <p>Deletion: not necessary.</p>
<p>3. Rulings under standing orders</p> <p>3.1 The Chair shall decide on the interpretation of these standing orders and their application to any proceedings of the Board. The Chair Shall, subject to paragraph 5 Below subject to paragraph five below, decide on the application of these standing orders to any proceedings of the Board.</p> <p>3.2 The Chair shall preserve order at meetings of the Board and ensure that members have sufficient opportunity to express their views on matters under consideration The decision of the Chair under this standing order, or under any other power contained in these standing orders when notified to the Board shall take effect immediately, unless two Members of the Board disagree, in which case the Chair’s decision shall be treated as a proposal to be effective only if confirmed by the Board on a vote. One Member shall be entitled to explain the cause of the disagreement following which the ruling will be put to the vote without further discussion; any alternative decision of the Chair necessary for the proper conduct of business shall be treated in the same way.</p> <p>3.3 Where the Chair of the Authority has died, has ceased to hold office or where they are is unable to perform their duties as Chair owing to illness, absence from the United Kingdom or any other cause, another lay Member nominated by a majority of the Members shall act as stand in Chair, until a new Chair, or Interim Chair is appointed by the Secretary of State. Reference to Chair in these standing orders shall, so long as there is no Chair to perform their duties, be taken to include references to the stand-in Chair.</p>	<p>Simplifications and alignment to typical meeting practice suggested in legal review.</p> <p>Simplifications and alignment to typical meeting practice suggested in legal review.</p> <p>Simplifications and alignment to typical meeting practice suggested in legal review.</p>
<p>4. Orders in respect of meetings of the Board</p> <p>Calling meetings</p> <p>4.1 Ordinary meetings of the Board will be held at such times and places as the Authority may decide.</p>	

<p>The Chair may call a meeting of the Board at any time, provided 10 clear calendar days' notice is given. If a request for a meeting, signed by at least five Members is presented to the Chair, then the Chair must call a meeting within 21 calendar days of receiving such a request. If the Chair refuses to call a meeting or without so refusing, does not call a meeting within 21 calendar days after the requisition has been presented to him/her call a meeting, those Members that requested it may call a meeting.</p>	<p>Deletion: para 5.3 retains the power for a quorum of board members to call an extraordinary meeting at any point.</p>
<p>4.2 Extraordinary meetings of the Board may be called at any time by the Chair.</p>	
<p>4.3 Extraordinary meetings of the Board may also be called at the request of a Member, if supported by at least one third of the Members of the Board.</p>	
<p>Notice of meetings</p>	
<p>4.4 The dates of Board meetings and any Committee meetings of the Authority will be notified to all Members for the forthcoming calendar year.</p>	
<p>4.5 Before each meeting of the Board, an agenda agreed by the Chair (or by an officer authorised by the Chair to agree it on their behalf) will be circulated to members and other attendees. A public notice of the meeting, and the public part of the agenda, will be displayed on the HTA website a notice of the meeting which specifies the principal business proposed to be transacted at it and is agreed by the Chair, or by an officer of the Authority authorised by the Chair to agree it on their behalf, shall be delivered to each Member via e-mail or post to their last known address, at least seven calendar days before the day of the meeting. Supporting papers, whenever possible, will accompany the agenda.</p>	<p>Simplification reflecting typical practice.</p>
<p>4.6 The business of the meeting shall not be invalidated where any Member fails to receive notification.</p>	
<p>4.7 At least seven days before each meeting of the Board, a public notice of the time and place of the meeting, and the public part of the agenda, will be displayed on the HTA website.</p>	<p>Incorporated into para 4.5</p>
<p>Chairing meetings</p>	
<p>4.8 At any meeting of the Board or the Authority's Committees, the Chair, if present, shall preside. If the Chair is absent for all or part of the meeting, the Chair shall nominate a Member to preside in their place. If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Chair will nominate a Member to preside in their place.</p>	<p>Simplification: arrangements for Members to nominate a chair when this not possible remain covered under paras 3.3.</p>
<p>Quorum for meetings</p>	
<p>4.9 No business shall be transacted at a meeting of the Board unless there is a quorum of at least one third of the Members plus the Chair or the person chairing the meeting. Where the quorum is only one third of the Members, at</p>	<p>Requirement for lay/professional membership removed</p>

	least two Members, excluding the Chair or person chairing the meeting, will be lay.	at Chair's direction, reflecting advice form Department.
4.10	If a quorum of members is not attained the Chair of the meeting shall adjourn any formal decision-making to a later meeting, or (for more routine matters), consider a Board decision by correspondence. Alternatively, the Urgent Action provision (section 14) may be used. A quorum of Members must be present throughout the Board meeting. Should the Chair of the meeting declare there is not a quorum, the meeting shall be adjourned and the remaining business postponed to the next ordinary meeting, unless the Chair of the meeting indicates an earlier date or is able to conduct the business under the urgent action provision (see paragraphs 81–84).	Amendment to introduce more flexibility, including the option to secure decisions by correspondence.
4.11	If a Member has been disqualified from participating in the debate on any matter and/or from voting on any question by reason of the declaration of interest, they shall no longer count towards the quorum in respect of that matter. If a quorum is then not available for the discussion and/or decision on any matter, that matter may not be discussed further or voted upon at the meeting. Such a position shall be recorded in the minutes of the meeting.	This is covered above; is generally understood as good practice; and doesn't need reiteration.
4.12	Where the Board is considering the appointment of a Chief Executive, the Authority is not quorate unless the Chair is present.	
	Closed meetings	
4.13	The Board may convene closed meetings as required. If the Chair is absent, the remaining Members shall choose one of their number to preside. No officers will attend unless requested to do so.	Deleted. Arrangements for Chair's stand-in are at para 4.8 and 3.3
	Record of attendance	
4.14	Attendance will be recorded in the minutes of any meetings.	
	Notices of motion	
	Any motion proposed must be seconded before it is considered.	
	A Member who wishes to move a motion will send a written notification of this to the Chair at least seven clear calendar days before the meeting. The Chair will insert this notice in the agenda, subject to the notice being permissible under any appropriate Regulations. This does not, however, prevent any motion or amendment being moved during the meeting, without notice, on any business mentioned on the agenda.	
	When a motion is under discussion, or immediately before discussion, it will be open to a Member to move:	
	a) an amendment to the motion;	
	b) the adjournment of the discussion or the meeting item;	
		Deletions: duplication and irrelevance. The Board does not operate in this way, and it would be unusual for an ALB Board to do so. How to bring relevant matters to the Board's attention; and how to manage any disagreement between Members over what should or shouldn't be considered remains covered at section 9.

- c) that the meeting proceed to the next business;
- d) the appointment of an ad hoc Committee to deal with a specific item of business;
- e) that the motion be now put; and
- f) a motion that certain members of the public and representatives of the press be excluded from the meeting.

No amendment to the motion will be allowed if, in the opinion of the Chair, the amendment negates the substance of the motion.

A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the consent of the Chair.

Voting

4.15 The normal practice of the Board will be to achieve consensus on all issues.

4.16 When necessary, a question at a meeting will be decided by a majority of the votes of the Chair and Members present (in person or remotely) and voting on the question, with the Chair having a Casting vote. In the case of the number of votes for and against the question being equal, the Chair will have a second or casting vote.

4.17 Where a decision is sought of the Board by Correspondence by correspondence that question will be decided by a majority of the votes of the Chair and all Members within a reasonable time limit set by the Chair with the Chair having a Casting vote.

All questions put to the vote will, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Members present so request.

At the request of at least one third of the Members present, the voting (other than by paper ballot) on any question may be recorded in the minutes to show how each Member present voted or abstained.

In no circumstances may an absent Member vote by proxy. Absence is defined by being absent at the time of the vote.

Admission of public and press to designated public meetings

4.18 Members of the public and representatives of the press may attend designated public meetings of the Board, as the Authority deems necessary. At least one such meeting will be held in each calendar year. However, they may be excluded from any the part of the meeting that deals with business of a confidential nature, or about which publicity would be prejudicial to the public interest.

4.19 The Chair will give such directions as they think fit in regard to the

Simplifications, to reflect most likely practice should this eventuality occur.

Additional text setting out decision making with regard to non-emergency decisions by correspondence

Simplifications, to reflect most likely practice should this eventuality occur.

Wording updated as

	<p>arrangements for meetings and accommodation (remotely or in person) of the public and representatives of the press, such as to ensure that the business of the Board may be conducted without interruption and disruption. The Board may instruct members of the public or representatives of the press to withdraw from part of the meeting if a confidential matter or matter about which publicity would be prejudicial to the public interest arises in discussion, or if it appears necessary to do so to suppress or prevent disorderly conduct or other misbehaviour. However, the Board may resolve that the public and press are required to withdraw to suppress or prevent disorderly conduct or other misbehaviour at a meeting.</p>	<p>advised in Legal review plus Insertion of reference to remote attendance. Text included under “orders in respect of meetings of the Board” rather than treatment of disruption having its own section.</p>
4.20	<p>Members of the public and representatives of the press shall not photograph, transmit, audio-record or video-record proceedings of the Board without the prior authorisation of the Chair. Members of the public, or representatives of the press, shall not record proceedings in any manner whatsoever, other than in writing, or make any oral report of the proceedings as they take place, without the prior agreement of the Authority.</p>	<p>Wording updated as advised in Legal review</p>
4.21	<p>The Chair may, at their discretion, set time aside for statements or questions to be made by members of the public or representatives of the press. Board may set aside time at the end of its agenda for members of the public to ask questions.</p>	<p>Amendment to make less prescriptive.</p>
4.22	<p>Members of the public and representatives of the press are not admitted to meetings of other Committees, except by specific invitation.</p>	
5.	<p>Appointment of Members and Board Chairs</p>	
5.1	<p>Appointment of the Chair and Members of the Board, as laid out in Schedule 2 of the HT Act, are made by the Secretary of State, or the Minister in the devolved governments of Wales or Northern Ireland, for periods of up to three years. Members may be reappointed, and may serve a maximum of two terms.</p> <p>The Chair of the Board is an ex-officio Member of all Authority Committees and should be regarded as additional to any specified maximum Membership.</p>	<p>Delete at Chair's request: overly prescriptive and at odds with good practice in respect of ARAC independence, plus contradicts ARAC ToR.</p>
6.	<p>Senior Independent Director</p>	
6.1	<p>Subject to the agreement of the Department, the Chair will may nominate a Member of the Board to act as a Senior Independent Director (SID), with this appointment to be ratified by the Board. The Board will be responsible for appointing the SID. The SID shall be available for Members to raise concerns with, if those concerns have not been resolved through other channels (such as the Chair or Chief Executive) or where it would be</p>	<p>Amended at Chair's direction, reflecting advice from Department.</p>

<p>inappropriate to use these established channels. In addition, the SID shall provide a sounding board for the Chair and serve as an intermediary for other Members as necessary.</p> <p>6.2 In line with recommendations from the Department regarding Board governance, Any concerns regarding the Chair should be raised with the SID. The SID should take responsibility for informing the Director General of Public Health at the Department about any concerns which they believe to have foundation. They should liaise with the Department throughout any investigation and follow-up actions.</p>	Simplification
<p>7. Resignations</p> <p>7.1 If any Member wishes to resign from the Board, they must give notice in writing to the Secretary of State and, if applicable, the Minister in the devolved government from which they are appointed.</p> <p>7.2 A Chair of the Board may resign at any time during their term of office by giving notice in writing to the Secretary of State. Resignation as Chair constitutes resignation from the Board.</p> <p>7.3 In accordance with paragraph 6 of Schedule 2 of the HT Act, previous service as a Chair or other Member of the Board does not affect a person's eligibility for appointment to either office.</p>	.
<p>8. Review and revocation of Board or Committee Membership</p> <p>8.1 The Board may revoke the appointment of any Board or Committee Member to a Committee or the office of Chair of a Committee.</p> <p>8.2 Board Members will be expected to attend every Board meeting and every meeting of any Committee of which they are a member. If a Member is not able to attend a meeting, they mustshould provide apologies to the Chair and HTA Private Office to the appropriate Executive Assistant in advance of the meeting if possible.</p> <p>8.3 If a Member does not attend more than two consecutive meetings, the Board or Committee Chair, as applicable, will arrange a meeting with the Member to discuss their attendance and whether they wish to continue their membership of the Board or Committee. If a Member's attendance is approaching the trigger point of three missed Board meetings, the Chair will schedule a meeting to discuss their attendance and whether they wish to continue their membership of the Board and/or Committee. The Chair will then write to the Member to outline their future position on the Board.</p> <p>8.4 Where required in circumstances other than non-attendance at meetings, the Chair will meet with a member to explore whether the members role on the board could be terminated by mutual agreement. organise a meeting between the Chair and a Member in order to agree to terminate a Member's role on the Board by way of mutual agreement.</p>	<p>Remove prescription</p> <p>Remove unnecessary specificity</p> <p>Allows for alternative outcomes</p>

<p>8.5 In accordance with paragraph 9 of Schedule 2 of the HT Act, a Chair or other Member of the Board may be removed from office by the Secretary of State if that person is satisfied that they:</p> <ul style="list-style-type: none"> a) has have been absent from meetings of the Board for six consecutive months, or longer, without the permission of the Chair; or b) is unable or unfit to carry out their function as Chair or other Member 	Correction of existing typo
<p>9. Arrangements for compiling the agenda of meetings</p> <p>9.1 Any member may suggest to the Chair (or Committee Chair) items to consider including in Board (or Committee meeting) agendas. The Chair shall be advised in such cases by the CEO (or lead officer for the Committee) and HTA's Private Office. If requested by at least one third of the Members of the Board (or Committee) such an item must be scheduled irrespective of the Chair's views.</p> <p>9.2 Board or Committee Members wishing to put forward agenda items should notify the Chair (or Committee Chair) and relevant staff appropriate Executive Assistant or the designated lead officer (in the case of a Committee) at least 14 calendar days before the date of the meeting.</p> <p>The Chair, in consultation with the Chief Executive or the Committee Chair, in consultation with the Executive Assistant or the designated officer (for Committees), shall decide whether and when any particular item shall be included in the final published agenda.</p> <p>In the event that the Chair of the Board or the Chair of a Committee is not willing to include an item on the final published agenda, any Member shall be entitled to have a notice of motion included on the agenda, provided this is submitted in writing to the appropriate Executive Assistant or the designated lead officer (for Committees) at least five calendar days before the meeting.</p> <p>9.5 It is in the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the relevant Chair.</p>	Same requirements, simplification of procedural description.
<p>10. Agenda, minutes and papers</p> <p>10.1 The minutes of every Board or Committee meeting will be submitted to the following meeting and, once confirmed as a correct record, agreed by the Chair of the meeting. Copies are retained for reference and may be available for public inspection. Minutes of confidential discussions will be considered and approved in private session. Any amendment to the minutes shall be agreed and recorded at the following meeting.</p>	

<p>10.2 Copies of the agenda, minutes and papers will be made available to the public for ordinary and open meetings of the Board, excluding confidential elements, at the time they are circulated to Members.</p> <p>10.3 Board Members will receive the minutes of the its Committees on request. The circulation of any confidential minutes of the Committees will be at the discretion of the Committee Chair and will not be unreasonably withheld. Any Board Member who is not on a Committee will have a right to consult any confidential minutes of that Committee on approval of the Chair.</p>	
<p>11. Officer Attendance at meetings</p> <p>11.1 In addition to Board members (paragraph 8.2 refers) The Chief Executive and Senior Management Team will be in attendance at Board meetings along with any other officers the Chief Executive deems appropriate.</p> <p>Observers</p> <p>11.2 Up to two observers from the Department will normally be invited to attend all meetings of the Board.</p> <p>11.3 The Chair may invite other external observers or speakers observers from other Government Departments and agencies to attend Board meetings as necessary.</p> <p>11.4 An officer secretary (usually provided by HTA's Private Office) shall attend to ensure the meeting is appropriately recorded.</p> <p>11.5 Attendance at Committee meetings is set out at section 19 and in the terms of reference of those committees.</p>	<p>Combine sections related to attendance ("officer attendance", "Attendance of observers") add new reference to secretariat; and cross reference to Committee ToR.</p>
<p>Co-optees</p> <p>The Board may co-opt participants to provide specialist skills, knowledge and experience, subject to the agreement of at least one-third of the Members. Co-optees will not be entitled to vote</p>	<p>Deletion. Co-optees, in this sense, would effectively be covered under paragraph 11.3. The Board is not otherwise empowered to co-opt full members.</p>
<p>12. Declaration Managing conflicts of interest</p> <p>12.1 In line with the principles set out in the Code of Conduct for Board members of the Human Tissue Authority, Members will comply at all times with the HTA's Policy on conflict of Interest and Gifts and Hospitality. In particular</p> <p>a) If a Member has a clear and substantial personal or material interest in a specific matter, they should not participate in its discussion or determination and withdraw from the meeting whilst it is being considered.</p> <p>b) Every Member shall make a written declaration in the public register of Members' interests , and make an annual written declaration of their</p>	<p>This section covers the same ground (in slightly different words) text that is in the Code of Conduct for Board members and in the Policy on Interests and Gifts and Hospitality.</p> <p>The current text is also silent on Gifts and Hospitality</p>

<p>interests for annual accounting purposes, when requested by the appropriate Executive Assistant, or the designated lead officer (for Committees).</p> <p>Declaration of interests</p> <p>8 Each Member is responsible for ensuring that when they attend a Board or Committee meeting at which a matter in which they have either a personal or material interest is to be discussed or voted upon, the existence and nature of their interest is disclosed at the beginning of that meeting, or when the interest becomes apparent.</p> <p>9 Members may consider themselves as having a material interest in a matter if they have a pecuniary interest, direct or indirect, in any contract, proposed contract or other matter being considered by the Board. In the case of couples living together, the interest of one partner shall, if known to the other, be deemed also to be an interest of the other.</p> <p>10 A Member has an indirect pecuniary interest in a contract, proposed contract or other matter if:</p> <p>a. they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or</p> <p>b. they are a business partner of, or are in the employment of, a person with whom the contract was made or who has a direct pecuniary interest in the other matter under consideration.</p> <p>11 However, a Member will not be considered as having a pecuniary interest in any contract, proposed contract or other matter if:</p> <p>a. they are a Member of a company or other body, but have no beneficial interest in any securities of that company or other body; or</p> <p>b. they have an interest in any company, body or person with which they are connected as mentioned above (in paragraphs 66-67) which is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in consideration or discussion of, or in voting on, any question with respect to that contract, proposed contract or other matter.</p> <p>12 If any Member is in doubt as to whether to declare a material interest, they should discuss this with the Chair, Committee Chair or the Chief Executive before the meeting. The final decision as to whether a Member has a conflict of interest lies with the Chair of the Board or Committee.</p> <p>13 A Member should consider that they have a personal interest in a contract, proposed contract or other matter if the decision being taken is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the Member's judgement of the public interest.</p> <p>14 If a Member has a clear and substantial personal or material interest in a specific matter, they should not participate in its discussion or determination and withdraw from the meeting whilst it is being considered.</p>	<p>Therefore delete to avoid triplication and replace by cross reference to Policy on interests and Gifts and Hospitality reference to</p>
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<p>15 Every Member shall make a written declaration in the register of Members' interests of relevant pecuniary interests, including:</p> <p>a. main employment or business and any subsidiary employment or business directly or indirectly related to the Authority's work;</p> <p>b. any directorship, consultancy or shareholding in any organisation or partnership concerned with the employment or provision of any procedures, education services, research or any other matters within the remit of the Authority; and</p> <p>c. any contracts with the Authority.</p> <p>16 Members must make the declaration within one month from the date of their appointment and shall report any material changes to the declaration within one month of such changes.</p> <p>17 In addition, Members are required to make an annual written declaration of their interests for annual accounting purposes, when requested by the appropriate Executive Assistant, or the designated lead officer (for Committees).</p> <p>18 The Chief Executive shall maintain a register of interests to be kept available at all reasonable hours for public inspection. The register shall be updated at least annually.</p>	
<p>13. Orders in respect of delegation and reporting</p> <p>13.1 The Chief Executive is accountable through the Chair to the Members of the Board and also, as Accounting Officer, through the Permanent Secretary at the Department, to Parliament.</p> <p>13.2 The relationship between the Department and the HTA is laid down in the Framework Agreement.</p> <p>13.3 The day-to-day management of the HTA is delegated to the Chief Executive by the Board within the framework for delegation and reporting set out in <u>Appendix 1</u>.</p> <p>13.4 The Board may delegate authority to Committees to make decisions and/or take action on its behalf. The Board may also delegate specific action to the Chair or to the Chief Executive at any time. The Chair of the relevant Committee or the Chief Executive will report to the Board on the use of any specific delegated authority in a timely manner. A schedule of delegation of powers is set out in <u>Appendix 1</u>.</p> <p>The HTA's Code of Conduct for Members of the Human Tissue Authority sets out:</p> <p>a) the seven principles of public life – <u>Appendix 1</u>;</p> <p>b) evidence to select or scrutiny committees – <u>Appendix 2</u>;</p> <p>c) the HTA's governance structure – <u>Appendix 3</u>;</p> <p>d) the Terms of Reference for the Audit and Risk Assurance Committee – <u>Appendix 4</u>;</p>	<p>The Code of Conduct and related documents listed are important documents for Board member to know about: But they don't really fit under "delegations".</p> <p>Code of Conduct is published separately, with references to Seven principles of public life (Nolan rule ; and Addison rules, and</p>

<p>e) the Terms of Reference for the Remuneration Committee – Appendix 5; and</p> <p>f) the Addison rules – Appendix 6.</p>	<p>rules on participating in parliamentary Committee work.</p> <p>ARAC ToR also published separately,</p> <p>“The HTA’s governance structure” is a illustrative diagram of Committees etc, reflecting the whole suite of governance documentation and does not need Board approval</p> <p>Evidence to select Committees Annex absorbed into separate code of conduct (also presented for Board approval)</p>
<p>14. Matters of an urgent nature</p> <p>14.1 The Chair of the Board, the Chair of a Committee and the Chief Executive are authorised to take urgent action in respect of matters which would normally be determined by the Board or one of its Committees which arise between meetings. Such urgent action will be reported to the next meeting of Board or Committee together with an explanation for the grounds of urgency.</p> <p>14.2 In all cases where the Chief Executive decides to take such urgent action, the Chair of the Board and/or the Committee Chair will be given the opportunity and the responsibility for deciding whether to call a special meeting to determine the matters at issue.</p> <p>14.3 The Board may appoint two or more Members authorised to act on its behalf on grounds of urgency and whose decision will be reported to the Board as soon as possible thereafter. Likewise, a Committee may appoint two or more Committee Members authorised to act on its behalf on grounds of urgency and whose decisions will be reported to that Committee as soon as possible thereafter.</p> <p>14.4 Consultations with the Chair of the Board and relevant Committee Chairs will be dealt with by the CEO or Committee lead officer (supported by Private Office) the appropriate Executive Assistant in writing, explaining the reason for the urgent action and the necessary background information.</p>	

<p>15. Audit matters</p> <p>15.1 The audit service (whether this be internal or external audit) via an audit manager shall report directly to the Chair of the Audit and Risk Assurance Committee between meetings, in the following circumstances:</p> <ul style="list-style-type: none"> a) where matters of propriety need to be reported, and to do so through line management would be inappropriate in the opinion of the audit manager; and b) where circumstances prevent or jeopardise the ability to meet the terms of reference of the audit. 	
<p>16. Corporate seal</p> <p>16.1 The seal of the Authority shall be kept by the Chief Executive in a secure place.</p> <p>16.2 The seal of the Authority shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a Committee thereof or where the Board has delegated its powers.</p> <p>16.3 The affixing of the HTA's corporate seal to a formal contract or other document must be accompanied by the signature of the Chair or another nominated Member of the Board and the counter-signature of the Chief Executive or their nominee</p>	
<p>17. Licensing decisions</p> <p>17.1 The Board hereby delegates authority to the Chief Executive and to appropriately qualified members of staff authorised by the Chief Executive (normally from the Regulation Directorate) to grant, revoke, vary and suspend licences issued under the Authority's remit in accordance with the framework of delegation set out in Annex 1.</p> <p>17.2 This power of delegation will also extend to the hearing of representations from applicants against a decision made by a member of staff.</p>	<p>Rewording and deletion as suggested in legal review</p>
<p>18. Appointment of Committees</p> <p>18.1 The Board may establish or dissolve any Committee for such purpose as it considers appropriate. It will determine the powers of any such Committee and agree Terms of Reference for them.</p> <p>18.2 Chairs of Committees will be appointed by the Board for a set term which does not exceed the Member's remaining tenure. This appointment will be reaffirmed annually. The appointment of Committee Chairs will take place as the need arises. Committees shall determine the Membership of any working parties they may establish.</p> <p>18.3 In the event of there being a vacancy in a Committee Chair, the Chair of the Board will propose, and the Board will appoint a new Chair at its next meeting. The Chair of the Board is authorised to appoint an interim Chair in</p>	

<p>cases of urgency.</p> <p>18.4 The frequency of Committee meetings will be defined in the Terms of Reference, which must be agreed by the Board.</p> <p>18.5 The Board will keep under review the structure and remit of its Committees. The current Committee structure and the Terms of Reference for each Committee are set out at Annex 2, Appendix 4 and Appendix 5.</p>	<p>Still important, but file and present them as separate documents rather than integral annexes (has led in past to duplication and version control issues as ToR are updated separately)</p>
<p>19. Appointment of Members to Committees</p> <p>Terms of appointment</p> <p>19.1 Recruitment of Members to Committees will be through expressions of interest. Expressions of interest will be reviewed by the Board Chair, Chief Executive and Committee Chair, who will jointly decide on appointments.</p> <p>19.2 Should an insufficient number of expressions of interest be received to fill an available role, the Board Chair will appoint the Member who has the most appropriate skills and experience to fulfil the requirements of the role.</p> <p>19.3 Board Members who become members of Committees will be appointed for a set term of three years, which will not exceed their tenure as Board Members. Board Members may be reappointed to Committees in accordance with the HTA's business needs.</p> <p>19.4 The Board may at any time alter a Committee's Membership.</p> <p>19.5 The Chair and the Chief Executive have final approval of all the Committee appointments.</p> <p>Appointment of sub-Committees</p> <p>19.6 The Board may delegate authority to a Committee to establish and appoint Members to a sub-Committee. Any such sub-Committee must be chaired by a Member of the Committee and a majority of sub-Committee Members must be Members of the Committee. In establishing a sub-Committee, the Terms of Reference and delegated powers will be determined by the relevant Committee.</p> <p>Appointment of expert, external practitioners to Committees</p> <p>19.6 Committees may co-opt for up to a maximum of one third of the total number of Members of the Committee or invite other participants to contribute to their meetings and consideration of issues. An example of such occasions would be meetings of a Committee to consider a particular issue relating to the Committee's remit and where expert contributions would enhance the quality of any such considerations.</p>	

<p>20. Orders in respect of Committees</p> <p>20.1 Those standing orders contained in the section of the management scheme headed Section 4 “Orders in respect of meetings of the Board” also apply to Committees, except where the Committee may agree to vary those orders. Any such variation must be agreed by the Board.</p> <p>20.2 Members of the Board shall be entitled to attend meetings of Committees of which they are not Members. Members attending meetings of which they are not Members shall be entitled to speak with the permission of the Chair of the meeting but in no case shall they be entitled to vote.</p>	Simplification
<p>21. Variation or suspension of standing orders</p> <p>21.1 These standing orders may at any time be amended or replaced by a formally recorded decision of the Board.</p> <p>21.2 The following amendments to the standing orders may be made with the agreement of the Chair and CEO only:</p> <ul style="list-style-type: none"> a) amendments consequential to decisions made elsewhere by the Board b) amendments to reflect direction from the Sponsor department c) amendments determined as minor by the Chair and CEO (including, for example, changes to officer job titles, updated cross references to documents , correction of typographical and presentational issues) <p>21.3 In no instance must any change contravene any rule of law, legislative provision or direction (including the Framework Agreement) made by the Secretary of State.</p> <p>20 These standing orders may not be amended or replaced by the otherwise than by a motion passed at a meeting at which at least two-thirds of the Members are present.</p> <p>21 Notice of a motion to vary these standing orders must be given to all Members of the Board five calendar days before the meeting.</p> <p>22 Provided that at least two thirds of Members are present at a meeting including the Chair, any one or more of these standing orders, except the standing orders on declaration of interests in paragraphs 65-75, may be varied or suspended for the duration of that meeting, unless that would contravene any rule of law, legislative provision or direction made by the Secretary of State.</p> <p>23 With the exception of any standing order which reflects the provisions of the HT Act, the quorum of meetings or the declaration of interests, all or any of these standing orders may be suspended at any meeting provided that at</p>	Simplified text, with allowance for minor amendments to be made without full board sign off at a formal meeting.

<p>least two-thirds of the Members are in favour. Any Member can move to suspend standing orders.</p> <p>24 A decision to suspend standing orders shall be recorded in the minutes of the meeting.</p>	
<p>Appendix 1: Framework of delegation to the Chief Executive and officers reporting to the Authority on that delegation</p> <ol style="list-style-type: none"> 1. The Chief Executive will prepare each year a three-year strategic plan and annual business plan for approval by the Board and agreement between the Authority and the Department. Alongside these plans, the Chief Executive will prepare a budget for the financial year showing proposed expenditure under main headings and against main activities. 2. Once approved by the Board, the Chief Executive will be responsible for putting these plans into effect and has authority to take such decisions as are necessary relating to the employment of staff and the engagement of financial or other services. 3. The Board may agree policies in relation to its statutory functions and the Chief Executive will be responsible for ensuring that those policies are followed. The Chief Executive may propose to the Board policies in relation to any of its functions and once approved by the Board, shall act in accordance with those policies. 4. The Chief Executive must act within any overall limits and conditions set in relation to the Authority's expenditure as informed to the Authority by the Department and may: <ol style="list-style-type: none"> a) approve and certify expenditure; b) authorise payments and accept receipts; c) negotiate, organise and review banking arrangements; d) vire money between budgets; e) make any arrangements necessary relating to the employment of staff, their terms, conditions and pay; and f) sub-delegate his/her powers to Members of the Authority's staff. 5. These delegated authorities shall be subject to the limits set by the Department of Health and Social Care effective from 1 April 2021. The HTA's delegated authorities are issued to it by the Department of Health and Social Care, including those areas where the Authority must obtain the Department's written approval before proceeding. The HTA will adhere to these delegated authorities. 6. The Chief Executive will report to the Board and advise the Board in a timely manner of all material matters currently or prospectively affecting the Authority and its performance. 	

7. In particular, the Chief Executive will report each quarter to the Board on the achievement of key targets set out in the business plan and on the Authority's expenditure and income against its budget.
8. The Chief Executive will report to the Board any significant proposal to vary the staffing structure of the Authority.
9. The Chief Executive or other officer authorised by ~~them~~him/her is authorised to apply and authenticate by his or her signature the seal of the Authority.
10. The Board delegates the power to grant, revoke, vary and suspend licences issued under the Authority's remit to the Chief Executive who may then delegate decisions to authorised members of staff (usually from the Regulation Directorate).
11. This delegation extends to the hearing of representations from applicants against decisions made by members of staff.
12. The Board delegates to the Chief Executive the power to assess and make decisions on applications for living organ donation, except those which are retained by the Board as a result of Regulations and those which it has decided to retain as a matter of policy.
13. The Chief Executive may make any decision delegated by the Board. Delegation by the Chief Executive to the Senior Management Team is set out in the Onward Delegation Scheme.

Framework of Delegation to Committees reporting to the Authority on that delegation

14. A Committee can take decisions on matters contained within its Terms of Reference unless the matter is reserved for decision by the full Board on the recommendation of that Committee.

Onward Delegation Scheme

Decision class	Decision description	Delegation level
Decisions relating to the licensing of establishments	Grant of a licence	Regulation Manager
	Varying a licence	Regulation Manager or Officer
	Extending a licence	Regulation Manager
	Issuing general directions	Director of any function or Head of Regulation
Post-inspection decision-making	Major and minor shortfalls	Regulation Manager with a Head of Regulation
Enforcement decisions	Critical shortfalls or collection of major shortfalls	Regulatory Decision Meeting (Director of any function or Head of Regulation)

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(significant regulatory activity)	Some or all of the licensable activity at the establishment ceasing with immediate effect until a corrective action plan is developed, agreed by the HTA and implemented	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	Directions being issued requiring specific action to be taken straight away	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	Additional conditions being proposed	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	A notice of suspension of licensable activities	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	A notice of a proposal to refuse, revoke, vary or impose conditions on a licence	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	Decisions made following a notice proposing a decision to refuse, revoke, vary or impose conditions on a licence	Decision proposer (Director of any function or Head of Regulation)	
	Decisions on appeals made following a decision to refuse, revoke, vary or impose conditions on a licence	Panel of five Board Members	
	Approval of non-panel cases	Officers	
	Refusal of cases	Panel of three Board Members via a Regulatory Decision Meeting	
	Panel cases	Panel of three Board Members	
	Reconsiderations	Panel of three Board Members not associated with the original decision	
	Decisions on action following receipt of information from outside the HTA	Regulation Manager with a Head of Regulation	
	Enforcement decisions	Regulatory Decision Meeting (Director of any function or Head of Regulation)	
	Decisions on referral to the police	Senior Management Team	
	Decisions on duly authorising a warrant	Senior Management Team	

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	connection with a suspected offence)		
Decisions on the interpretation of our legal remit (policy decisions)	Policies for external audiences	Senior Management Team	
	Internal policies	Appropriate Director	
Other decisions of strategic significance		Senior Management Team	

Annex 2:

Code of Conduct for Members of the Board of the HTA

Current text with proposed **deletions** and **insertions** and *[DN drafting notes]*

Introduction

1. This Code of Conduct should be read with the Code of Conduct for Board Members of Public Bodies, which is also referenced in the Terms and Conditions of appointment. All in this Code of Conduct that applies to Members applies to the Chair as well.
2. The HTA is an executive Non-Departmental Public Body (NDPB) of the Department of Health and Social Care (the Department) and covers England, Wales and Northern Ireland.
3. The Board will oversee the implementation of: the Human Tissue Act 2004 (HT Act) in England, Wales and Northern Ireland; and the Human Tissue (Quality and Safety for Human Application) Regulations 2007 and the Quality and Safety of Organs Intended for Transplantation Regulations 2012 across the UK. The Authority will work towards achieving a balance between the rights and expectations of individuals from all stakeholder communities, including: individuals, families, medical practitioners and those involved in research, education, training, pathology and public health surveillance to the population as a whole.
4. **The HTA is subject to the public sector equality duty under section 149 of the Equality Act 2010.** Members of the Board, in carrying out their responsibilities, **shall** **must** have due regard to **the need to –**
 - a) **eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Equality Act 2010;**
 - b) **advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;**
 - c) **foster good relations between persons who share a relevant protected characteristic and persons who do not share it.**

Equal Opportunities generally, the general duty of the Race Relations Act 2000 [link] and the requirements of any other diversity legislation.

[amendments to para 4 as advised by legal review]

Public service values

5. The Board will, at all times:
 - a) observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds and the management of the bodies concerned;
 - b) maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources, and with independent validation of performance achieved wherever practicable. Value for money is not the lowest price: it is the optimum combination of whole life costs and quality to meet the user's requirement;
 - c) be accountable to Parliament, users of services, individual citizens and staff for the activities of the bodies concerned, their stewardship of public funds and the extent to which key performance targets and objectives have been met; and
 - d) in accordance with Government policy on openness and accountability, comply fully with the Freedom of Information Act 2000.

The Role of the Department

6. The Secretary of State for Health and Social Care or the relevant Minister is answerable to Parliament for the policies and performance of all public bodies sponsored by the Department, including their use of resources and the policy framework within which they operate. The respective roles of the Authority and the Department (its sponsor department) are set out in the Management Statement and Financial Memorandum, which specifies the terms on which the HTA receives and spends its funds and conducts its relations with the Department.

The role of the Chair

7. The Chair has particular responsibility for providing effective strategic leadership on matters such as:
 - a) formulating the Authority's strategy for discharging its statutory duties;
 - b) encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout the organisation;

- c) ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the responsible Minister or sponsor department;
 - d) representing the views of the Authority to the general public; and
 - e) providing performance assessments for individual Members when necessary and in line with any Directions issued by the Secretary of State for Health and Social Care; and
 - f) dealing with the appraisal of Members' performance and objective setting.
8. The Chair should ensure that the Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Members.
9. Communications between the Authority and the Minister of the sponsor department will normally be through the Chair except where the Authority has agreed that an individual Member should act on its behalf. Nevertheless, an individual Member has the right of access to Ministers on any matter which he or she believes raises important issues relating to their duties as a Member of the Board. In such cases, the agreement of the rest of the Board should normally be sought. The main point of contact between the HTA and the sponsor department on day-to-day matters will normally be the Chief Executive or another Member of staff who is authorised by the Chief Executive to act on behalf of the Authority.
10. The Chair should ensure that all Members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The Chair and other Members of the Board should each have a copy of the Code of Conduct for Members of the Board of the Human Tissue Authority; Management Statement and Financial Memorandum and other relevant background material such as the Chair sees fit. The Chair should encourage new Members to attend an induction course on the duties of Members of public bodies or some other suitable form of induction programme.

Corporate responsibilities of Members

11. Members have corporate responsibility for ensuring that the Authority complies with any statutory or administrative requirements for the use of public funds. Other important responsibilities of Members include:
- a) ensuring that high standards of corporate governance are observed at all times;
 - b) establishing the overall strategic direction of the organisation within ghte policy and resources framework agreed with the responsible Minister;
 - c) ensuring that the Authority operated within the limits of its statutory

- authority and any delegated authority agreed with its sponsor department and in accordance with any other conditions relating to the use of public funds;
- d) ensuring that in reaching decisions, the Authority has taken into account any guidance issued by the sponsor department
 - e) formulating a strategy for implementing the Freedom of Information Act 2000, including prompt responses to public requests for information and meeting other requirements as set out in Chapter 8: Policy – Openness and Accountability of the Cabinet Office’s guidance entitled, ‘Public Bodies: A Guide for Departments (“the Cabinet Office Guide”) for public bodies.
 - f) ensuring that the Authority has specific responsibility for sustainable development and operates within the framework for the Sustainable Development Strategy, following the priorities set by the sponsoring department; and
 - g) ensuring that the Authority manages its estate in line with advice provided by Government Estates Management.
12. The Authority is responsible for the production of a three-year strategic plan. The process of preparing such a document provides an opportunity for agreeing, with the responsible Minister, or officials on their behalf, the policy and resources framework within which the Authority will discharge its duties and for determining its key strategic objectives and targets.

Delegation

13. To the extent permitted by the originating legislation or other provisions under which the Authority was established, responsibility for day-to-day management matters should be delegated to staff so far as is practicable, within a clearly understood framework of strategic control. The Authority will put in place internal guidance covering those matters delegated to staff and those reserved for decision by the Board.
14. The Board may decide to delegate responsibility for specified matters, where it has power to do so, to individual Members or Committees of the Authority. Decisions taken by individual Members or Committees of the Authority under delegated powers should be recorded in written minutes available to the Board as a whole.

Responsibilities of individual Members

[DN: at para 15, link to gov.uk website is proposed (front page for Nolan Principles, plus explanatory material) rather than incorporating the principles and definitions verbatim as part of the HTA documentation.]

15. Individual Members should be aware of their wider responsibilities as Members of the Board. Like others who serve the public, they should follow the [Seven Principles of Public Life set out by the Committee on Standards in Public Life \(The Nolan Principles\)](#). The principles can be found at Appendix 1. The Members must:
- a) undertake, on appointment, to comply at all times with the Code of Conduct that is adopted by the Authority and with rules relating to the use of public funds;
 - b) act in good faith and in the best interests of the Authority;
 - c) not misuse information gained in the course of their public service for personal gain or for political purpose, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations; and to declare publicly any private interests which may be perceived to conflict with their public duties; and
 - d) ensure that they comply with the Authority's rules on the acceptance of gifts and hospitality.
16. Members are expected not to occupy paid party political posts or hold particularly sensitive or high-profile unpaid roles in a political party. Subject to that, part-time Members are free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise proper discretion, particularly in regard to the work of the Authority. On matters directly affecting the work of the Authority, Members should not make political speeches or engage in other political activities.
17. The restrictions in paragraph 16 do not apply to Members who are Members of Parliament (MPs) (in those cases where MPs are eligible to be appointed), to local councillors or to Peers in relation to their conduct in the House of Lords. The position of Peers in this regard is covered by a statement made by Lord Addison in 1951 in relation to Peers who are Members of public bodies ([s4.83 to 4.85 of the Companion to the Standing Orders and Guide to the Proceedings of the House of Lords](#)).
[DN: updated cross reference at para 17]
18. Failure to meet the requirements of holding public office as set out in the Cabinet Office Code may be grounds for removing a Chair or Member from office if the legal criteria for removal of the person from office are met.

Handling conflicts of interests

19. The Chair and other Members must declare any personal or business

interests which may conflict with their responsibilities as Board Members. The Authority, in consultation with the sponsor department, will draw up rules of conduct for Members which ensure that such conflicts are identified at an early stage and that appropriate action can be taken to resolve them.

20. The rules will include the keeping of a register of interests appropriate to Authority activities. The register will, as a minimum, list direct or indirect pecuniary interests which Members of the public might reasonably think could influence Members' judgement. Members are strongly encouraged to register non-pecuniary interests which relate closely to HTA activities and interests of close family Members and persons living in the same household as the Board Member.
21. The register of interests will be open to the public and updated regularly. The Authority will ensure that details of how access can be obtained are available widely and include such details in annual reports.
22. In the absence of specific statutory provisions, the common law requires:
 - a) that Members of public bodies should not participate in the discussion or determination of matters in which they have a direct pecuniary interest and;
 - b) that when an interest is not of a direct pecuniary kind, Members should consider whether participation in the discussion or determination of a matter would suggest a real danger of bias. This should be interpreted in the sense that Members might either unwittingly or otherwise unfairly regard with favour or disfavour, the case of a party to the matter under consideration. In considering whether a real danger of bias exists in relation to a particular decision, Members should assess whether they, a close family member, a person living in the same household as the Board Member, or a firm, business or organisation with which the Board Member is connected are likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a decision to invite tenders for a contract where a firm with which a Member was connected was significantly better placed than others to win it. This paragraph does not preclude the Authority deciding to issue an indemnity in the terms of paragraph 30 below.
23. Indirect pecuniary interests arise from connections with bodies which have a direct pecuniary interest or from being a business partner of, or being employed by, a person with such an interest. Non-pecuniary interests include those arising from Membership of clubs and other organisations. Close family Members include personal partners, parents, children (adult and minor), brothers, sisters and the personal partners of any of these.

24. Where, in accordance with the above, Members do not participate in the discussion or determination of a matter, they should normally withdraw from the meeting, even if it is held in public. This is because the continued presence of someone who had declared an interest might be thought likely to influence the judgement of the other Members present.
25. In cases where Members are authorised by law to represent a group likely to be affected by Authority decisions, the relevant statutory framework may permit Members to be involved, notwithstanding any direct pecuniary interest that they may have in the decision. However, the possibility that specific statutory provisions may impose restrictions that are stricter than those described in paragraph 22-24 for interests that are not of a direct pecuniary kind should not be overlooked and the Authority should obtain legal advice to ensure clarity in their considerations.
26. Whether or not Members are able, in the light of the considerations above, to participate in the discussion or determination of a matter, they must declare as soon as practicable after a meeting begins if they have an interest, pecuniary or other, in a matter being considered. They must also disclose any interests in it of which they are aware on the part of close family members and persons living in the same household as the Board Member. In addition, Members should consider whether they need to disclose relevant interests of other persons or organisations which members of the public might reasonably think could influence the Member's judgement.
27. Unless it is an exceptional circumstance, the Authority like all executive NDPBs, is required to follow generally accepted accounting practice. Members must facilitate compliance with the need for material transactions with related parties to be disclosed in financial statements. "Related parties" include (in addition to business contacts) close members of the family of an individual, who are defined for the purposes of the standard as those family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity.
28. The Authority should adopt safeguards to prevent conflicts of interests arising from the acceptance of outside appointments during or after tenure as a Board Member. Advice can be sought from the sponsoring department's team.

Personal liability of Members

29. Although any legal proceedings initiated by a third party are likely to be

brought against the Authority, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chair or other individual Members. For example, a Board Member may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider-dealing legislation.

30. However, the Government has indicated that individual Members who have acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability, which is incurred in execution, or purported execution, of their Authority functions, save where the person has acted recklessly. Subject to its own specific statutory powers, the Authority will therefore issue to its Members suitable indemnities consistent with this paragraph.

31. Members who need further advice should consult the HTA's Chief Executive.

Openness and accountability

32. Members and their staff should conduct all their dealings with the public in an open and responsible way and ensure full compliance with the Freedom of Information Act 2000. They must make publicly available annual reports, and, where practical and appropriate, will hold open meetings, release minutes of meetings, and invite evidence from Members of the public on matters of public concern. The Authority will seek to follow best practice in making available information to the public and co-operate with other bodies to place relevant information in the public domain. The Authority should consult on a wide range of issues by means of questionnaires, public meetings, or other forms of consultation, whenever possible and in the most appropriate manner. The Authority will make all efforts to adhere to the nine principles of public service delivery.

33. The Authority must ensure it can demonstrate that it is using resources to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes. It will act consistently with the nature of the Authority's business and any need for confidentiality on commercial or other grounds, always subject to the rights of Parliament and the Comptroller and Auditor General to obtain information. The Authority will also put in place a well-publicised and easy-to-use complaints procedure which covers both maladministration and failure to provide access to information.

Accountability for public funds

34. Members have a duty to ensure the safeguarding of public funds – which for this purpose should be taken to include all forms of receipts from fees, charges and other sources and the proper custody of assets which have been publicly funded. They must take appropriate measures to ensure that the Authority at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in Government Accounting.
35. Members of the Board are responsible for ensuring that it does not exceed its powers or functions, whether defined in statute or otherwise, or through any limitations on its authority to incur expenditure. Advice on such matter should be provided by the Authority's Chief Executive and legal advisers.

Annual report and accounts

36. As part of its responsibilities for the stewardship of public funds, the Authority must ensure that it includes a full statement of the use of such resources in its Annual Report and Accounts. Such accounts should be prepared in accordance with the Accounts Direction issued by the responsible Minister and such other guidance as may be issued, from time to time, by the sponsor department and the HM Treasury, including the Financial Reporting Manual.
37. Subject to any existing statutory requirements, the Authority should aim to produce an Annual Report and Accounts as a single document and should give it appropriate publicity. If the Annual Report is published separately, it should normally contain at least a summary of the Annual Accounts and, in any case, give details of how to obtain the full accounts. A statement by the auditors should be included in the summary to confirm that it is consistent with the Annual Accounts. It should also state whether the report on the Annual Accounts was qualified and provide details if this was the case.
38. The Annual Report and Accounts should provide a full description of the Authority's activities; state the extent to which key strategic objectives and agreed financial and other performance targets have been met; list the names of the current Members of the Board and senior staff; and provide details of remuneration of Members and senior staff in accordance with Treasury guidance. The Annual Report should contain information on access to registers of interests in accordance with paragraph 21 above.

The role of the Chief Executive

39. The Chief Executive has responsibility, under the Board, for the overall organisation, management, and staffing of the HTA and for its procedures in

financial and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values embodied in the Seven Principles of Public Life. Members should support the Chief Executive in undertaking this responsibility.

40. The Chief Executive will be designated as the Accounting Officer for the HTA. NDPB Accounting Officers are responsible to Parliament and the Accounting Officer of the responsible department for the resources under their control. The essence of the role is a personal responsibility for the propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and effective use of all the resources in their charge. The Accounting Officer has a responsibility to see that appropriate advice is tendered to the Authority. Satisfactory performance of these responsibilities is fundamental to the role of the Chief Executive.
41. More detailed guidance on the role of an Accounting Officer is set out in [Chapter 6, Financial Management – Accountability of the Cabinet Office's Public Bodies: A Guide for Departments](#) [Guide](#), which covers appearances before the Committee of Public Accounts of the House of Commons. All Members should ensure that they have a copy of this document. The contents of the memorandum apply to the senior full-time official of an NDPB in cases where there is no formally designated Accounting Officer. The Treasury's handbook, Regularity, Propriety and Value for Money, describes what these concepts mean in a financial context. Although the handbook is intended primarily for Accounting Officers, Members should also familiarise themselves with it.
[DN: updated cross reference at para 41]

Audit and Risk Assurance Committee

42. Unless agreed otherwise with the sponsor department, the Authority will establish an Audit and Risk Assurance Committee as a Committee of the Authority. The Committee should consist of Members and should be chaired by a lay Board Member, other than the Board Chair, and who preferably has experience of financial matters. The Chief Executive, the Director of Resources, and any other officer at the discretion of the Chair, will normally attend all meetings of the Audit Committee, unless, exceptionally, their own performance is being discussed.
43. The Authority should ensure:
 - a) that it complies with all relevant legislation and that it employs suitably

- qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by such bodies. All staff should be familiar with the Authority's main aims and objectives;
- b) that the organisation adopts management practices which use resources in the most economical, efficient and effective manner;
 - c) that the Authority's rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff. In filling senior staff appointments, the Authority should satisfy itself that an adequate field of qualified candidates is considered, and should always consider the merits of full and open competition; and
 - d) that its staff, and Board Members, have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively (in line with wider Government commitments on training strategies).
44. The Authority should adopt a staff Code of Conduct in line with the Model Code for Staff of Executive Non-departmental Public Bodies as set out in **Annex A of Chapter 5 – Public Body Staff of Public Bodies – a Guide for Departments**. The adopted Code of Conduct should be subject to any modifications from the model code that may be necessary – and that are agreed with the sponsor department – to take account of their own particular characteristics and circumstances. The model code covers arrangements enabling Members of staff to raise concerns about propriety with a nominated official or Board Member of the Authority in the first instance and subsequently, if necessary, with a nominated official in the sponsor department. There should be safeguards to prevent conflicts of interests when staff leave.

[DN: updated cross reference at para 44]

45. The Board has a responsibility to monitor the performance of the Chief Executive and other senior staff. Where the terms and conditions of employment of the Chief Executive and other senior staff include an entitlement to be considered for performance related pay, and where such payments are assessed by an Authority Committee (specifically the Remuneration Committee) comprising of Members, the Committee should ensure that they have access to the information and advice required to make the necessary judgements.

[DN: The short Appendix covering Evidence to Parliamentary Committees is now consolidated in the main body of the Code of Conduct. As paras 46-xx]

Evidence to select or scrutiny committees

46. Departmental Select or Scrutiny Committees have an important role in examining the expenditure, administration and policies of the Authority. The Government fully supports this role. Lords Committees and other Committees may also seek evidence from NDPBs from time to time.
47. Board Members may, on occasion, be invited to give evidence to Select or Scrutiny Committees. When they do so, they should be as helpful as possible in providing accurate, truthful and full information, **taking care to ensure that no information is withheld which would not be exempted if a parallel request were made under the Freedom of Information Act 2000.** **refusing to provide information only when disclosure would not be in the public interest. This should be decided in accordance with the relevant statutes and Freedom of Information Act 2000.** Members should bear in mind in this context the need to respect legitimate Authority confidences.

[DN: amendments at para 47 as advised by Legal review] T

48. Before giving evidence, Members may find it helpful to see **Departmental Evidence and Response to Select Committees** (also known as the Osmotherly Rules). This gives general advice on dealing with Select Committees including their powers to summon witnesses and papers and responses to Select Committee reports.

[DN updated link to the Osmotherley Rules]

49. Similarly, the Chief Executive of the Authority may be called, as an Accounting Officer, to give evidence to the Public Accounts Committee (PAC). **The Public Accounts Committee operates slightly differently because of the special position of Accounting Officers in relation to that Committee and the direct access of the NAO to departmental records. More detailed guidance on the arrangements is set out in Managing Public Money. Further advice giving evidence to the PAC is set out in the Accounting Officer Memorandum which can also be obtained from the Treasury Officer of Accounts.**

[DN: amendments at para 49 as advised by Legal review]

50. Members wishing to give evidence should, as a matter of courtesy, advise their Chair and colleagues and the HTA and its sponsoring department of their intention. They should discuss with them the handling of any oral or written evidence they want to submit and whether they expect to be giving evidence on behalf of the Authority or in a personal capacity. The Select Committee should be advised of the status of the witness.

51. Subject only to a Committee's power to decide to require the attendance of a witness, the decision on whether to give evidence is solely for the individual concerned. There must be no pressure placed on individuals to deter them, or action taken against them as a consequence of giving evidence to a Select Committee. Any such actions might be regarded as contempt of the House, with potentially serious consequences for those involved.

Annex 3: Audit and Risk Assurance Committee (ARAC)

Terms of Reference

Current text with proposed deletions and insertions and [DN drafting notes]

Constitution

1. The Authority has established an Audit and Risk Assurance Committee (known to Human Tissue Authority (HTA) staff as ARAC) to support it in its responsibilities for risk management and governance. The ARAC will achieve this by advising the Board and the Accounting Officer on the exercise of their responsibilities, ensuring the comprehensiveness of assurances that these responsibilities are being met and reviewing the reliability and integrity of these assurances.
2. The ARAC will make recommendations to the Board regarding the adoption of the Annual Report and Accounts.

Duties and functions

3. The ARAC will advise the Accounting Officer and Board on:
 - a) the strategic processes for risk, control and governance and the Annual Governance Statement;
 - b) the accounting policies, the accounts, and the annual reports of the HTA. This includes the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to External Audit;
 - c) the planned activity and results of both Internal and External Audit;
 - d) adequacy of management response to issues identified by audit activity, including External Audit's audit completion report;
 - e) assurances relating to corporate governance requirements for the HTA;
 - f) ensuring that the remuneration report for staff in the Annual Report and Accounts reflects the approach to remuneration agreed by RemCo Ensure that the remuneration report for staff and Members in the annual report and accounts reflects the strategy (permanently delegated to ARAC by the Remuneration Committee);

[DN: wording aligned with that to be used in remCo ToR]

- g) (where appropriate) proposals for tendering for either Internal or External Audit services or for purchase of non–audit services from contractors who provide audit services; and
- h) where necessary, anti–fraud policies, whistle–blowing processes, organisational culture and arrangements for special investigations.
- i) Shall also periodically review (at least annually) its own effectiveness and report the results of that review to the board. The Chair may consider commissioning an external review if considered necessary.

[DN: removed as duplicates para 11]

Rights

- 4. The ARAC has the following rights:
 - a) it may co-opt additional participants, for a period not exceeding a year, to provide specialist skills, knowledge and experience (these additional participants must be recruited in line with paragraph 15 of this document);
 - b) it may procure independent specialist ad–hoc advice, at the expense of the HTA, subject to budgets agreed by the Board; and
 - c) it may seek any information it requires from HTA staff, who are expected to assist the Committee in the conduct of any enquiries.

Access

- 5. Internal and External Audit will have free and confidential access to the Chair of the ARAC. In addition, a confidential session with Internal and External Auditors for ARAC members will be scheduled each year.

Information requirements

- 6. As appropriate to the meeting the ARAC will be provided with:
 - a) a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic/corporate risk register;
 - b) a progress report (written or verbal) from the head of internal audit summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from Internal Audit work;
 - Management response to audit recommendations
 - Changes to the agreed internal audit plan; and
 - details of any resourcing issues affecting the delivery of Internal Audit objectives.

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- c) Requests for work and reports received will be channelled through the Accounting Officer, to whom Internal Audit reports;
 - d) a progress report (written or verbal) from the external audit representative summarising work done and emerging findings (this may include, where relevant to the HTA, aspects of the wider work carried out by the National Audit Office, for example, Value for Money reports and good practice findings;
 - e) progress reports from the Executive, including periodic in-depth reports on areas of potential uncontrolled risk as identified by the ARAC.
7. As and when appropriate the ARAC will also be provided with:
- a) the Internal Audit Plan;
 - b) Internal Audit's annual opinion and report;
 - c) External Audit's annual report and opinion
 - d) the draft accounts of the organisation;
 - e) the draft Annual Governance Statement;
 - f) a report on any changes to accounting policies;
 - g) a report on any proposals to tender for audit functions;
 - h) a report on co-operation between Internal and External Audit; and
 - i) a report on any fraud or financial misdemeanour and any whistleblowing.

Reporting to the Authority

8. The Board will receive the minutes of meetings of the ARAC for information. The circulation of any confidential minutes will be at the discretion of the Committee Chair.
9. The ARAC will formally report back (either verbally or in writing) to the Board after each of its meetings.
10. The ARAC will provide the Board with an Annual Report, timed to support the finalisation of the accounts and the Annual Governance Statement. The report will summarise the conclusions from the work it has undertaken during the year.

Reviewing effectiveness

11. The ARAC will use the National Audit Office's [self-assessment checklist for Audit Committees](#) and the [Audit and Risk Assurance Committee effectiveness tool - NAO insight](#) in order to undertake annual reviews of its own effectiveness and agree actions for improvement. The ARAC will report the results of the review to the Authority.

Recruitment and membership

12. The ARAC will be chaired by a **lay** Board Member, who is not the Authority Chair, and who preferably has relevant experience and expertise.

[DN: advice from Board Chair (having discussed with DHSC) is that a lay member (howsoever defined) chairing is not required]

13. All other members of the Committee should be Board Members, but not the Board Chair. Including the ARAC Chair, there will be a minimum of three Board Members and a maximum of five Board Members on the Committee at any time.
14. At least one Board Member, who is not the ARAC Chair, must be a member of both the ARAC and the Remuneration Committee, to provide assurance over remuneration and people matters.
15. Recruitment of Board Members to the ARAC will be through ‘expressions of interest’ with personal statements in application. The applications will be reviewed by the Board Chair and the Chief Executive, who will decide on the appointments. Should an insufficient number of expressions of interest be received to fill an available role, the Board Chair will appoint the Member who has the most appropriate skills and experience to the role.
16. The ARAC Chair and the other ARAC members will be appointed for a set term of three years, **which may be extended or renewed in accordance with business need, or revoked in line with Standing orders of the HTA Board (“Review and Revocation of Board or Committee Membership”)** but which will not exceed their tenure as Board Members.

It should be noted that Board Members may be reappointed to the ARAC in accordance with the HTA’s business needs.

17. **In line with the Board members code of conduct [insert link] and HTA’s Conflicts of Interest and Gifts and hospitality policy,** Members of the ARAC must disclose the existence and nature of any personal or material interest before the discussion of that interest at any meeting. They must be free of any relationship that may compromise their independence or interfere with the exercise of their judgement.

[DN: added cross references to source documents in paras 16 and 17]

Attendance

18. A minimum of two members of the ARAC (including the ARAC Chair) will be present for the meeting to be deemed quorate.
19. Committee members will be expected to attend every meeting. If a member is not able to attend a meeting they must provide apologies **to the Private Office via the ARAC secretary** in advance of the meeting **if possible**. **Further absence will be addressed in line with Standing Orders of the HTA Board (Review and revocation of Board or Committee Membership).** **If a member does not attend more than two consecutive meetings the Committee Chair will arrange a meeting with the member to discuss their attendance and whether they wish to continue their membership of the Committee.** *[DN: remove duplication with requirements set out in Standing orders of the Board]*
20. Board Members who are not members of the ARAC have the right of attendance at Committee meetings. **Authority Members attending meetings shall be entitled to speak with the permission of the Chair of the meeting,** but in no case shall they be entitled to vote. *[DN: simplification and less prescription]*
21. If the ARAC Chair is not present at a meeting, an alternative Board member will be co-opted to chair that meeting.
22. The Chair of the Board may attend Committee meetings, **at the discretion of the ARAC Chair** **say once per year** and not so frequently as to compromise the independence of the Committee.
23. A Board Member who is not a member of the ARAC may be co-opted as a member of the ARAC for a specific meeting if necessary to ensure a meeting is quorate.
24. The Chief Executive in their role as Accounting Officer (as defined in the Framework Agreement **with the sponsor Department of Government**), **the** Director of **Finance and** Resources, and any other officer (at the discretion of the Chair), and Internal and External Audit (or equivalents) will also attend meetings of the Committee. *[DN: clarification of which 'framework' is referred to here]*
25. Up to two observers from the Department of Health and Social Care will normally be invited to attend meetings of the Committee.

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26. The ARAC may ask any other officials of the Board to attend to assist it with its discussions on any particular matter. (DN: removed as duplicates para 25)
27. The ARAC may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters by the Committee.

Frequency of meetings

28. The ARAC will meet three times per calendar year, with meetings timed to ensure effective and timely conduct of business and reporting to the Board.
29. The Chair of the ARAC may convene additional meetings as they deem necessary.
30. External Audit may request a meeting of the Committee if they consider one necessary.
31. The Accounting Officer or the Board may ask the ARAC to convene further meetings to discuss particular issues on which the Committee's advice is sought.

Secretariat responsibilities

32. The Private Office will have secretariat responsibility for the Committee.
33. The Secretary must ensure Committee meeting dates are scheduled, meeting venues are booked and that Committee members are invited to attend all meetings.
34. The Secretary will liaise with the Committee Chair to create the agenda and will be responsible for collating and distributing the papers relating to the meeting. The agenda, minutes from the last meeting and the meeting papers for consideration will be distributed to the Committee one week five working days before each meeting.
35. The Secretary will be responsible for taking minutes of meetings and recording action points. The draft minutes and action points from each meeting will be circulated as soon as possible, within one month of the meeting. Committee members will be asked to provide any comments on accuracy of the minutes by email within a time frame set by the ARAC Chair. This will ensure the key areas of discussion and action points are captured accurately.

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36. The minutes will be approved by the ARAC Chair prior to being published on the HTA website. The Secretary will be responsible for ensuring that minutes are published on the website no later than two months after each meeting.
37. The Secretary will provide a summary note of each ARAC meeting for internal HTA circulation. write a short summary of the issues discussed at each meeting for publication in the next staff newsletter and e-newsletter. This note will be drafted within one week of each meeting and approved by the Committee's Chair prior to being sent to the Head of Communications for publication [DN: simplification and less prescription]

Version history

38. These Terms of Reference will be reviewed annually by the ARAC and will be approved by the Board following that review.

Latest version	Date	Comments	Reviewed by	Approved by
15.0	24 Feb 2015	Updated to ensure factual accuracy, update membership information and add version control.	Sue Gallone / Amy Gelsthorpe-Hill	Authority Members
15.1	18 Oct 2016	Amendment to secretariat and updated forward plan as per May 2016 minutes	Sue Gallone / Morounke Akingbola	
15.2	2 Nov 2016	Updated per November 2016 minutes	Morounke Akingbola	ARAC Members 09-11-2017
15.3	18 Sep 2018 (reviewed again 13 July2020)	Amend role to Board Secretary	Morounke Akingbola	Board Members
15.4	Jan 2022	Updated to align with other governance documents	Morounke Akingbola	Board Members
15.5	Sep 2023	Reviewed with small amendments	Head of Finance and Governance	Board Members
15.6	21 Sep 2023	Reviewed, updated, re-committed to as part of the review of the Board's Standing Orders	Colin Sullivan	Board September 2023

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15.7	Oct 2024	Reviewed with small amendments	Finance	ARAC
15.8	26 Jun 2025	Reviewed with minor updates and amendments	CEO ARAC (10 Jun 2025)	Board, 26 June 2025

ANNEX 4: Terms of Reference for the Remuneration Committee (RemCo)

Current text with proposed **deletions** and **insertions** and *[DN drafting notes]*

1. Constitution

- 1.1 The Human Tissue Authority (HTA) has established a Remuneration Committee (**known to HTA as** RemCo) with the formal role of agreeing the **organisation's** remuneration **strategy** on behalf of the Board. **RemCo** **The Remuneration Committee** will achieve this by ensuring that the **HTA's** **approach** **strategy** is compliant with government policy on remuneration in arm's length bodies (ALBs), and that the needs of the organisation in relation to recruitment and retention are fully considered.

[DN: changes to emphasise that RemCo agree a strategic approach rather than a separate "Remuneration Strategy document". See also para 2.2)

- 1.2 In addition, separate from the formal governance responsibilities of RemCo (as set out above), the Board consider RemCo to be a suitable forum to offer informal support and act as a sounding board to the Chief Executive, on the **HTA's** wider culture and people issues.

2. Duties and functions

- 2.1 The duties of **the Remuneration Committee** **RemCo** are twofold.
- 2.2 The first, the formal responsibilities of a Remuneration Committee as determined by the Department of Health and Social Care (DHSC), are as follows:
- a) determine and agree the HTA's remuneration **strategy**, taking into account affordability, recruitment and retention, comparability with other ALBs' remuneration and Government policy on remuneration,
 - b) approve the annual pay award for the HTA **(see Annex A)**;
 - c) approve recommendations for early retirement and any other extraordinary remuneration, including non-contractual termination arrangements or compensation for all staff;
 - d) have regard to the annual civil service pay guidance, the civil service reward principles and all other relevant codes, laws, and regulations.
 - e) **ensure that the remuneration report for staff and HTA Board Members that appears in the annual report and accounts (ARA – which are overseen by**

ARAC) is consistent with the HTA's remuneration strategy; *[DN: deleted: in practice this is dealt with by ARAC under its ARA oversight role]*

- e) determine the remuneration of the Chief Executive within the Government's policy for remuneration of very senior staff;
- f) when required, have oversight of the recruitment of the Chief Executive ensuring the actions taken are fully compliant with relevant DHSC pay frameworks the DHSC 'ALB ESM Pay Framework' and ensuring all responsibilities falling to the DHSC Remuneration Committee are appropriately adhered to.
- g) Ensure DHSC Remuneration Committee prior approval is obtained for recruitment to any roles with a total salary package of a set threshold (the threshold is currently set at £150,000) and above, [and will be updated as advised by DHSC].
- h) Ensure DHSC approval is obtained prior to increasing the 'Director' level structure for the HTA. The structure should be determined by DHSC and a business case must be submitted and approved prior to such recruitment commencing.
- i) Please Note: The decision-making authority to increase headcount at the senior levels (Director and CEO) resides with the DHSC and not the HTA RemCo).

2.3 The second area of responsibility is to provide informal but informed guidance and support to the Chief Executive, as the Accounting Officer, on any matters relating to People and Culture. This includes:

- a) Being a forum for more in-depth discussions than are possible at the Board about the values, behaviours, inclusivity, and underlying culture of the organisation, including progress against the HTA's People Strategy..
- b) Considering the any HTA staff engagement and satisfaction survey scores exercises and reflecting on any issues arising from these. *[DN: reduced specificity: there are various ways of assessing staff engagement and satisfaction which RemCo might advise on]*
- a) Providing the CEO with ideas and guidance in relation to People and Culture interventions, where requested.
- b) Consider and discuss progress against the HTA's Equality Inclusion and Diversity strategy (EDI) and offer any professional support and insights to support the Chief Executive that enables objectives of the EDI strategy to be progressed equality, diversity and inclusion (EDI) within the HTA (EDI) and offer any professional support and insights to support the Chief Executive progress EDI objectives

[DN: amended to make this function more open ended, and not just in respect of a specific named strategy. Also to make clear that RemCo's role on EDI is about HTA's people (i.e. not EDI in the sector, or PSED etc.)]

d) Providing the CEO with any other ideas and guidance in relation to People and Culture interventions, where requested.

3. Rights

3.1 In respect of its formal areas of responsibility, the Remuneration Committee RemCo has the following rights:

- a) it may commission independent specialist advice at the expense of the HTA, subject to budgets agreed by the Board (and with the agreement of the Accounting Officer);
- b) it will be consulted in advance on the procurement of any external advice being sought on its behalf;
- c) it may secure the attendance of outsiders with relevant experience and expertise in order to discharge its formal responsibilities.

4. Information requirements

4.1 The Remuneration Committee RemCo will be provided with information about pay award proposals and any other papers deemed necessary for each meeting.

5. Reporting to the Authority

5.1 The Remuneration Committee RemCo will formally report back (either verbally or in writing) to the HTA Board after each meeting.

5.2 The Remuneration Committee RemCo will ensure the Chair of the Audit and Risk Assurance Committee is updated (either verbally or in writing) regarding identified risks from EDI, Culture or behaviour discussions or reports.

6. Reviewing effectiveness

6.1 The Remuneration Committee RemCo will undertake annual reviews of its own effectiveness and agree actions for improvement. The Remuneration Committee RemCo will report the results of the review to the HTA Board.

7. Recruitment and membership

- 7.1 The Remuneration Committee RemCo will be chaired by a lay Board Member, who is not the HTA Board Chair, and who preferably has relevant experience and expertise. *[DN: Board Chair has confirmed that DHSC advice is that 'laity' is no longer relevant in terms of Committee appointments]*
- 7.2 The Remuneration Committee RemCo will be made up of no fewer than three, and no more than five, other Board Members, one of whom will be the HTA Board Chair.
- 7.3 At least one Board Member, who is not the Chair, must be a member of both the Remuneration Committee (RemCo) and HTA's Audit & Risk Assurance Committee (ARAC).
- 7.4 Recruitment of Board Members to the Remuneration Committee RemCo will be through 'expressions of interest' with personal statements in application. The applications will be reviewed by the Chair and the Chief Executive, who will decide on the appointments. Should an insufficient number of expressions of interest be received to fill an available role, the HTA Board Chair will appoint the Member who has the most appropriate skills and experience to the role.
- 7.5 Remuneration Committee RemCo members will normally be appointed for a set term of 3 years,. This term may be extended or renewed in accordance with business need, or revoked in line with Standing Orders of the HTA Board (Review and revocation of Board or Committee Membership)
- 7.6 In line with the Board members code of conduct [insert link] and HTA's Conflicts of Interest and Gifts and hospitality policy, RemCo Members of the Remuneration Committee must disclose the existence and nature of any personal or material interest before the discussion of that interest at any meeting. They must be free of any relationship that may compromise their independence or interfere with the exercise of their judgement.
[DN: Insert cross references to Standing orders and Code of conduct. Also picks up distinction between extension and renewal of terms, and declaration of Gifts and Hospitality requirements]

8. Attendance

- 8.1 A minimum of two members of the Remuneration Committee RemCo (excluding the RemCo Chair) will be present for the meeting to be deemed quorate.
- 8.2 Committee members will be expected to attend every meeting. If a member is not able to attend a meeting, they should provide apologies via the RemCo Secretary in advance of the meeting. Further absence will be addressd in line

with Standing Orders of the HTA Board (Review and revocation of Board or Committee Membership) If a member does not attend more than two consecutive meetings the Chair will arrange a meeting with the member to discuss their attendance and whether they wish to continue their membership of the Committee. [DN: use of cross references to provisions in Standing orders and to ensure consistency]

- 8.3 Board Members who are not members of the RemCo have the right of attendance at its meetings. but they will not be entitled to vote.
- 8.4 The Chief Executive, supported by relevant staff and/or advisers form outsourced HR functions will attend RemCo meetings, except when matters relating to their own remuneration are under consideration.
- 8.5 RemCo may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

9. Frequency of meetings

- 9.1 The Remuneration Committee RemCo will meet three times a year to cover the advisory role set out at paragraph 2.3, and (if timely) its formal decision-making role at paragraph 2.2. at least twice per calendar year will be scheduled to ensure that deadlines relating to remuneration are met and to facilitate timely reporting to the HTA Board.
- 9.2 Following the expansion of the role to also consider, informally, the People and Culture of the HTA, a greater frequency is envisaged. The Chair of the Remuneration Committee may convene additional meetings as they deem necessary.
- 9.2 The RemCo Chair, Accounting Officer or the HTA Board may ask the Remuneration Committee to convene further meetings to discuss particular issues on which the Committee's advice is sought (including remuneration decisions should the formally scheduled meetings not prove timely for this purpose).

[DN: Updates at para 9.1. and 9.2 to reflect the greater frequency of meetings requests by Board/Remco to cover the Committee's advisory role. Given the unpredictability of wider government pay decision making, we suggest three meetings per year (primarily advisory on strategic people issues) with provision for one or two short notice meetings specifically on pay decision-making should that be required.]

10. Secretariat responsibilities

- 10.1 Secretariat responsibility for the Committee RemCo will fall to the HTA Private Office.
- 10.2 The agenda, minutes from the previous meeting and meeting papers for consideration will be distributed to the group at least one week five working days before each meeting.
- 10.3 Minutes and action points from each meeting will be circulated as soon as possible, within one month of the meeting. Members will be required to provide any comments on accuracy of the minutes by email. This will ensure the key areas of discussion and action points are captured accurately.
- 10.4 Minutes and papers of the Remuneration Committee are confidential and will not be published on the HTA website. Public requests for copies will be handled in line with HTA's freedom of information policy.

Version history

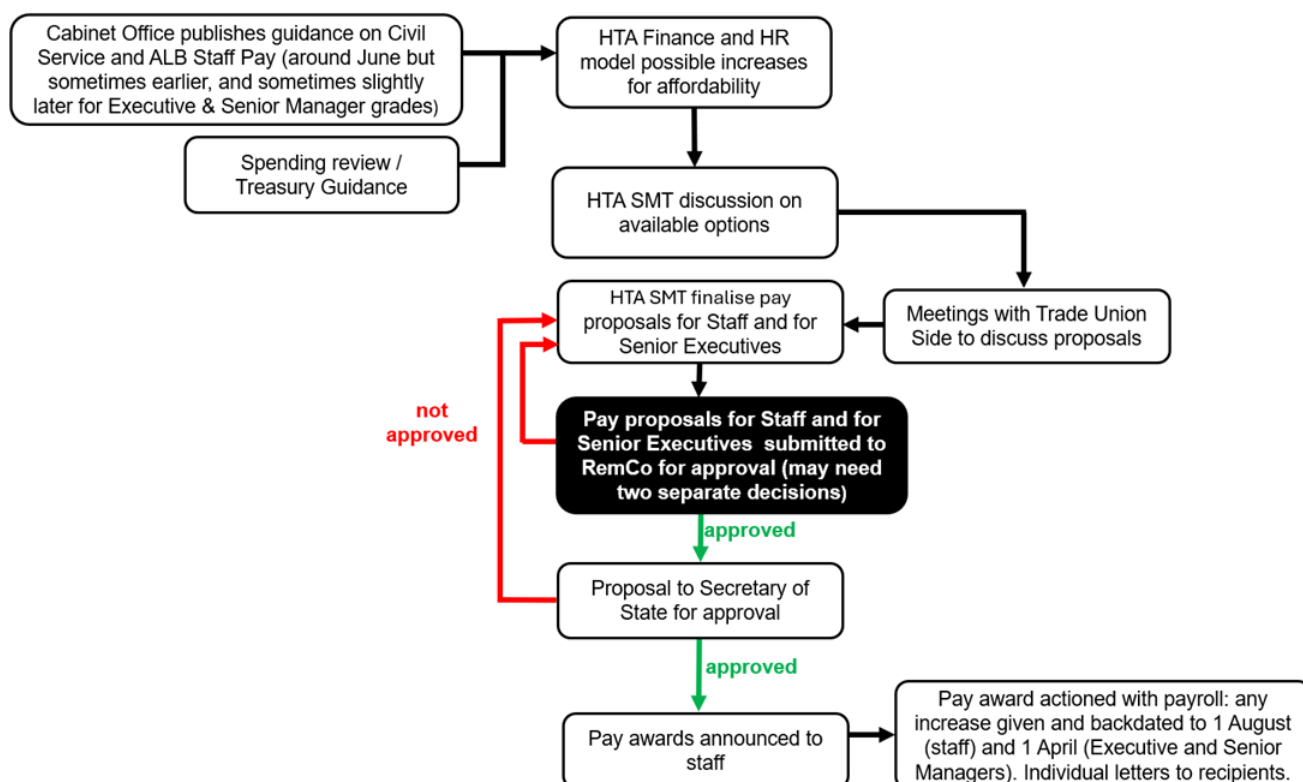
These Terms of Reference will be reviewed annually by the Remuneration Committee and will be approved by the Authority Board following that review.

Latest version	Date	Comments	Reviewed by	Approved by
15.0	24 February 2015	Updated to ensure factual accuracy, update membership information, and add version control.	Amy Gelsthorpe-Hill	Authority Members Board, February 2015
16.0	4 May 2017	Scheduled review	Diane Galbraith	Authority Members Board May 2017
21.0	1 August 2021	Fundamental review as part of the review of the Board's Standing Orders	Allan Marriott-Smith	Were held in draft and not brought to Board
22.0	10 March 2022	Minor updates to version 21.0	Colin Sullivan	Board May 2022
23	21 September 2023	Reviewed, updated, re-committed to as part of the review of the Board's Standing Orders	Colin Sullivan	Board September 2023

24	30 May 2025	Current revision	Colin Sullivan	Board June 2025
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Appendix to RemCoToR: RemCo's Role in approving pay proposals for Staff and Senior Executives

- REmCo is required to determine and agree the HTA's approach to staff remuneration with due regard to the annual civil service pay guidance, the civil service reward principles and other relevant codes, laws, and regulations.
- Remco's role in this process is summarised below.



- In practice, This means that RemCo should expect to receive:

- An annual submission from the executive seeking RemCo's agreement to proposed Staff Pay arrangements.
- An annual submission for the executive on seeking RemCo's agreement to propose Executive and senior Managers pay arrangements.

These submissions will include appropriate contextual and supporting information to support RemCo in this role, and set out clearly the parameters RemCo needs to work within.

- As well as ensuring that pay proposals are within the rules set out by Government, REmCo will need to have due regard to:

- Overall affordability in the short and longer terms;
- Impacts on recruitment and retention;
- Comparability with other ALBs' and peer organisations pay arrangements;
- Alignment with HTA's People Strategy;
- Management of people-related risks and opportunities.

5. Board members are appointed under terms set by the Secretary of State for Health and Social Care. RemCo therefore has no role in setting Board members' remuneration levels.