



Unitary Board Terms of Reference

May 2026

1. Purpose

- 1.1 The purpose of Unitary Board is to:
 - put in place appropriate arrangements for good governance and financial management
 - determine and promote organisational strategic aims and values
 - provide support and advice to the Director General in carrying out their functions.
- 1.2 The role, remit, membership and quorum of Unitary Board is set out in the Standing Orders and Code of Practice. What follows captures agreed ways of working, not prescribed in statute. It should be read in conjunction with the Standing Orders and Code of Practice and defers to both.
- 1.3 The focus of these terms of reference is on how the Board approaches its work in order to be as effective as possible in dispensing its duties of advising and supporting the Director General and formulating strategy, ensuring accountability and shaping culture.

2. Responsibilities

- 2.1 To undertake induction and training as required to understand the work of the IOPC and operate within the parameters set out in the Standing Orders and Code of Practice.
- 2.2 To establish and direct the work of committees to supplement the work of the Board in core areas. This shall include:
 - Creating clear committee Terms of Reference
 - Providing guidance on cross-committee working where input from more than one committee is proportionate in seeking assurance.
 - Establishing appropriate delegations to committees and ensuring these are reflected on the Decision Making Framework.
 - Pro-actively evaluate committee performance to ensure their effective contribution to the Board.
- 2.3 Establish task and finish groups as necessary and proportionate to ensure appropriate progress outside of Board meetings. This shall

include:

- Determining membership which may draw on colleagues outside of Unitary Board.
- Setting a brief and timeframe for delivery which shall be recorded in the minutes establishing any such group.

- 2.4 To undertake and act on the outcomes of an annual self-assessment Board Effectiveness Review process which shall be facilitated by the Governance team.

How Unitary Board dispenses its responsibilities

- 2.5 Unitary Board shall carry out its responsibilities in accordance with the IOPC's values, mission, strategies and policies, underpinned by the Principles of Governance for all Public Body NEDs.
- 2.6 All members, whether non-executive, or executive shall share equal voice and collective responsibility in Unitary Board discussions and decisions.
- 2.7 Unitary Board shall conduct its business transparently and welcomes visibility:
- A process to appropriately facilitate staff observers shall be owned by the Governance team.
 - Opportunities to proactively communicate with staff shall be sought
- 2.8 The approach to the Board's external transparency and visibility shall be reviewed over the next 12 months.
- 2.9 Outside of the formal meeting programme, Unitary Board members will maintain dialogues with key stakeholders as appropriate, representing the work of the IOPC in line with any briefing material provided.
- 2.10 Unitary Board members shall operate collectively as a high challenge, high support Board.

3. Meetings and Attendance

- 3.1 Unitary Board shall meet at least six times in each financial year with a bias towards meeting in person.
- 3.2 Meetings shall be formal business meetings with structured agendas and published formal minutes.
- 3.3 The Board can agree to hold additional meetings beyond the six programmed meetings to discuss matters of particular focus or strategy. This includes a Board Effectiveness Review annually, facilitated externally every third year.

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- 3.4 In line with the Standing Orders, any one-third of the Board members may requisition a Special meeting of the Board, in writing and signed by those members.

4. Notice of Board meetings

- 4.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with a meeting agenda and papers shall be forwarded to each member no later than five working days before the date of the meeting. All documents shall be sent to the members in electronic form.

5. Agenda and Minutes of Meetings

- 5.1 The agenda for the meeting shall be agreed by the Director General as Chair of the Board.
- 5.2 The Governance Manager shall minute the proceedings, actions, and decisions of all meetings of the Board, including recording names of those present and in attendance.
- 5.3 Draft minutes of meetings shall be prepared within five working days and circulated to the Director General.
- 5.4 Minutes of meetings will be reviewed for accuracy and approved at the next meeting.

Review date May 2026

Next review date May 2027