

COMMISSION BOARD

TERMS OF REFERENCE

Chairman: The Chairman, or Vice-Chairman, or in the absence of both a Commissioner nominated by the Chairman.

Should the office of Chairman become vacant, arrangements will be agreed with the Lord Chancellor for an Acting Chairman to be chosen to serve during the relevant period.

Members

Helen Pitcher (<i>Lay Chairman</i>)	Mark Warby (<i>Vice Chairman- Lord Justice of Appeal</i>)
Anuja Dhir (<i>Circuit Judge</i>)	Andrew Kennon (<i>lay member</i>)
Emir Feisal (<i>non-legally qualified judicial member</i>)	Sarah Lee (<i>solicitor</i>)
Jane Furniss (<i>lay member</i>)	Barry Morgan (<i>lay member</i>)
Sue Hoyle (<i>lay member</i>)	Brie Stevens-Hoare (<i>barrister</i>)
Adam Johnson (<i>High Court Judge</i>)	Greg Sinfield (<i>Senior Tribunal Judge</i>)
	Simon Wessely (<i>lay member</i>)

Terms of Office: No member shall hold office as a Commissioner for any period totalling more than 10 years.

Executive:

• Chief Executive	• Head of Operations and Digital	• Head of Selection Policy
• Deputy Chief Executive Officer	• Head of Operational Delivery	• Head of Secretariat

Quoracy: For a Board meeting to be quorate, three Commissioners must be present, of which at least one must be a lay member and one a judicial member.

Guests: Guests may be invited to address the Board on particular matters throughout the year at the Chairman's discretion.

Observers: JAC staff who do not routinely attend the Board, may, at the Chairman's discretion, observe the Board's consideration of particular items where they have a professional interest. Non-JAC staff may be invited to observe meetings with the Chairman's permission.

The JAC Framework document sets out the specific responsibilities and accountabilities of:

- The Commission
- The Chairman
- Individual Board Members
- The Chief Executive

Secretariat: The Executive includes the Secretariat who are responsible for planning the yearly schedule of meetings, preparation and briefing of the Chairman, quality assurance of papers presented and record of the minutes of Board meetings.

Purpose of Board meetings: It is the Board's role to:

- Establish the overall strategic policy direction of the JAC.
- Decide matters of policy.

- Determine the selection process to be applied in individual selection processes where a departure from agreed Commission selection policy is under consideration.
- Ensure statutory functions and duties are fulfilled, whilst ensuring an effective and efficient Executive Non-Departmental Public Body.
- Ensure the JAC is resourced to achieve its objectives effectively and efficiently.
- Monitor performance against targets.
- Ensure compliance with corporate governance principles and review effectiveness of governance arrangements.
- Ensure effective arrangements are in place to monitor the organisation's appetite for risk through the framework of governance, risk management and controls received from regular reports by the Audit and Risk Committee.
- Engage Commissioners in the wider work of the JAC, drawing widely from their professional experiences.

Frequency: The Board meets eight times a year on the second Thursday of the month. It does not meet in January, May, August and November. An additional meeting may be held in January, May, August or November, should the need arise.

Timings: 12:00 until 16:30, unless an alternative timing has been authorised in advance by the Chairman. Where changes to the timings are made, sufficient notice will be provided.

Location: Meetings may be held in person or remotely at the discretion of the Chairman. When meetings are designated as being in person all participants must attend in person.

Circulation of Papers: Papers for each meeting are issued electronically to members via a Board portal five working days prior to the meeting. Cleared papers for the Board meeting should be sent to the Secretariat for the D/CEO's final approval 10 working days prior to the date of the meeting.

Priority: Papers on urgent and important matters requiring a Board decision or approval of an action, which cannot be considered out of Committee nor delegated to a sub-group of Commissioners, will be given priority.

Monthly standing agenda items:

- Apologies and matters arising from previous meeting (includes approval of the previous meetings' minutes and consideration of the Register and Declarations of Interest)
- Chairman's Report (including updates from other Commissioners also)
- Chief Executive's Report (including consideration of Management Information Pack)
- Feedback from Committees and working groups:
 - Audit and Risk Committee
 - Advisory Group
 - Digital Board
 - Welsh Matters Committee
 - Other time limited JAC project steering groups
 - Any other business

Delegation: Only with the Board's prior agreement can a sub-group of Commissioners meet separately in order to make decisions on the Board's behalf.

This approach will only be taken where a decision is needed ahead of the next Board meeting, or where a decision is needed on a point of detail best handled by a smaller group with specialist knowledge/Commissioners leading on particular issues or selection exercises.

Commissioners agree to abide by the decisions that sub-groups have been authorised to make on the Commission's behalf. As such, it is of vital importance that there is no discrepancy between the nature of the decisions that the Commission authorises sub-groups to make on its behalf, and the decisions that sub-groups make consequently.

The following will ensure that sub-groups operate within the oversight of the Commission:

- The Commission's decision to delegate shall be recorded in the relevant meeting's minutes. Sub-groups will only make decisions on the Commission's behalf with the Commission's prior approval. Selection decisions may not be delegated and will continue to be made by the Selection Character and Committee only.
- All Commissioners will be invited to be part of each sub-group, should they wish. Sub-groups should include those Commissioners leading on a particular project or exercise, and will meet the quoracy requirements of the Board, as specified above, wherever possible.
- Relevant papers will be supplied to all Commissioners ahead of a sub-group meeting, in order that the sub-group may be provided with the wider views of the Commission.
- If Commissioners agree to delegate a decision to a sub-group which is due to meet ahead of the next Board meeting, a note will be circulated promptly, setting out the matters to be delegated.
- At the next Board meeting following a sub-group meeting, the Commission will note the decisions that have been made by the sub-group and the relevant details shall be recorded in the minutes of the Board meeting.
- The JAC Chairman will attend two Welsh Matters Committee meetings each year and will also undertake a visit to Wales on an annual basis.

Decision-making and updates out of Committee:

The Commission will not be asked to make decisions out of Board unless the Chairman agrees that there is an exceptional business need to do so. Any correspondence entered into may become subject to public scrutiny. Any decision reached via correspondence will be noted and recorded at the next Board meeting.

The Executive may engage with Commissioners on matters not requiring a specific decision to be made, out of Board, via electronic correspondence (including the Board Secretary).

Should Commissioners be consulted or asked to make a decision out of Board, they will be invited to declare any interest in the matters under consideration.

Minutes:

Minutes of each meeting will be published on the JAC website once they have been approved by the Board at the following meeting.

Review:

Terms of Reference will be reviewed every two years.

October 2023