NATIONAL INSTITUTE FOR HEALTH AND CARE EXCELLENCE

**Executive Team**

**Terms of reference and standing orders**

# Terms of Reference

1. The Executive Team is responsible for providing leadership to the organisation within the authority delegated by the Board. It will:
* develop strategic options for the Board's consideration and approval
* prepare an annual business plan for approval by the Board and Department of Health and Social Care
* oversee delivery of the objectives set out in the business plan and organisational transformation set out in the transformation plan through delegation of specific responsibilities and meeting with the senior responsible officers to discuss challenges and issues
* approve the standing orders, standing financial instructions and high-level delegations that ensure the proper and effective control of NICE’s resources alongside a culture of empowerment and accountability
* ensure effective relationships with partner organisations and maintain good communications with the public, the NHS, social care and local government and with the life sciences industries
* approve proposals for material changes to NICE’s outputs, including proposals for discontinuing products or establishing new areas of work
* approve proposals for organisational change where these exceed the delegations to the Operational Management Committee (OMC)
* approve significant expenditure where this has not been delegated to the OMC or an individual director (including expenditure above £250k outside the business plan, and any consultancy or professional services spend over £250k)
* approve significant changes to staff terms and conditions (including any substantive deviation from Agenda for Change and staff contracts)
* review the integrated performance report
* review the financial position and planning for future years
* review the strategic risks and mitigations in the strategic risk register
* review serious incidents and the lessons learnt
* review and approve the annual revalidation report on behalf of the Board
* receive quarterly reports from the prioritisation board and approve the prioritisation board’s annual forward plan
* consider any other strategic issues with an organisation-wide impact escalated by directors or the OMC.

# Standing Orders

## General

1. These standing orders describe the procedural rules for managing the work of the Executive Team. Nothing in these standing orders or terms of reference shall limit compliance with the NICE’s standing orders so far as they are applicable to the Executive Team. Members of the Executive Team must also abide by the standards of conduct required by contracts of employment and NICE’s policies.

## Membership

1. The membership of the Executive Team is:
* Chief Executive (chair)
* Chief Medical Officer, Deputy Chief Executive and Interim Director – Centre for Guidelines (deputy chair)
* Director – Medicines Evaluation
* Director – Medical Technology and Digital Evaluation
* Director – Finance
* Chief Information Officer
* Director – Communications
* Director – Impact and Partnerships
* Chief Scientific Officer
* Chief People Officer
1. The chair of the Executive Team is the Chief Executive. In his/her absence the meetings will be conducted by the deputy chair, or in their absence, another director nominated by the Chief Executive.
2. If a member is unable to attend, whenever possible apologies should be sent to Executive Team administration at least 5 working days in advance of the meeting. A deputy will be invited to attend the meeting if an Executive Team member is unable to attend.

## Other attendees

1. Other members of staff may also be invited to attend at the discretion of the meeting chair.

## Quorum

1. The quorum for each meeting is 4 members. Deputies and other attendees do not count towards the quorum, unless formally appointed to act up for a director (usually for absences over 4 weeks).
2. No business should be transacted unless the meeting is quorate. If a member is excluded because of a conflict of interest and membership falls below the quorum, no business may be formally transacted. If the meeting is not quorate, the chair may decide that the meeting should proceed and decisions be ratified by the next quorate meeting or by email communication to members after the meeting.

## Conflicts of interest

1. During the course of the meeting, if a conflict of interest arises with matters under consideration, the member concerned must withdraw from the meeting, or part of the meeting, as appropriate. This will be recorded in the minutes.

## Chair’s action

1. When urgent decisions are required and it is impracticable to convene a special meeting of the Executive Team, the Chief Executive may take action on behalf of the Executive Team outside of the scheduled cycle of meetings. Such actions will be reported to the ET at the next meeting.

## Interpretation or suspension of standing orders

1. During the course of the meeting, the chair has the final authority on the interpretation of standing orders.
2. Except where this would contravene any statutory provision, any one or more of the standing orders may be suspended at any meeting providing a simple majority of those present and eligible to participate vote in favour of the suspension.
3. Any decision to suspend standing orders shall be recorded in the minutes of the meeting.
4. No formal business may be transacted while standing orders are suspended.

## Voting

1. The decisions of the Executive Team will normally be arrived at by a consensus of those members present. Before a decision to move to a vote is made, the chair will always consider whether continuing the discussion at a subsequent meeting is likely to lead to a consensus.
2. Voting, where required, will be by show of hands and decisions determined by a simple majority of those members present at a quorate meeting. Deputies and other attendees are not entitled to vote, unless formally appointed to act up for a director.
3. The chair of the meeting will be included in the vote and in the event of there being an equality of votes the chair will have a second, casting vote.

## Arrangements for meetings

1. The Executive Team will meet at least monthly.
2. The meeting chair shall determine what matters shall appear on the agenda in advance of each meeting.
3. No other business shall be discussed at the meeting other than at the discretion of the meeting chair.

## Minutes

1. The minutes of the Executive Team meeting will be submitted to the next meeting for approval.
2. Approved minutes will be published on the NICE website 6 months after the meeting, subject to the redaction of any confidential or otherwise exempt material.

## Other matters

1. The Corporate Office will provide support to the meetings.

## Review of terms of reference and standing orders

1. These terms of reference and standing orders will be reviewed every 3 years. The next review date is September 2026.