

**VSS Board  
Terms of Reference  
(October 2022)**

These Terms of Reference should be read in conjunction with:

- VSS Delegated Authority Limits
- VSS Schedule of Matters
- VSS Memorandum of Association

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## **1. Membership**

- 1.1 The Victims & Survivors Service is a Company Limited by Guarantee. The sole member of the Company is The Executive Office (TEO).
- 1.2 The Executive Office is responsible for the appointment, re-appointment/extension and removal of Members.
- 1.3 The Board comprises a Chair plus 7 members.
- 1.4 The maximum term of office is normally 4 years, and each member/chair may serve a maximum of 2 terms.
- 1.5 Quorum for any meeting of the Board requires 3 Members (Chair counts as Member for purposes of quorum).

## **2. Stewardship and Accountability**

- 2.1 The principal role of the Board is the stewardship of all public resources entrusted to the Service to aid the realisation of the policies and priorities of the Ministers and the Northern Ireland Executive.
- 2.2 The stewardship responsibility means that the Board oversees the conduct of the business and management, which is responsible for the day-to-day conduct of the business within the Service. The Board must assess and ensure systems are in place to manage risks to the achievement of the VSS, TEO and Ministerial objectives.
- 2.3 The Board sets the attitude and disposition of the organisation towards compliance with applicable laws and best practice, environmental sustainability, health and safety, and financial practices and reporting.
- 2.4 In addition to its primary accountability to TEO, the Board is also accountable to employees, government authorities, other stakeholders and the public.

## **3. Roles & Responsibilities of the Board**

- 3.1 The principle responsibilities of the Board to ensure the overall stewardship of the Service are as follows:
  - The Board must ensure that there are long-term goals and a strategic planning process in place within the framework set by the Ministers and TEO. The Accounting Officer, with approval of the Board, must establish long-term strategic outcomes for the Service. The

Accounting Officer formulates the Service's strategy, policies and proposed actions, and presents them to the Board for approval. The Board brings objectivity and judgement to this process. The Board ultimately approves, on an annual basis, the strategic corporate and delivery plan which takes into account, among other things, the opportunities and risks for the Service;

- The Board must establish values and standards of the Service and ensure that it adopts and complies with established codes of practice;
- The Board must identify and have an understanding of the principal risks associated with the Service's business, and must ensure that appropriate systems are in place which effectively monitor and manage those risks;
- The Board must ensure that processes are in place to enable it to monitor and measure Management's performance;
- The Board shall review and approve certain Human Resource Policies (as detailed within the VSS Schedule of Matters);
- The Board shall satisfy itself as to the business and professional integrity of the Accounting Officer and other Executive Officers, and that the Accounting Officer and the Senior Management Team create a culture of integrity throughout the Service;
- The Board will focus on the difference that the Service is making in the outside environment, i.e. the effects of its business on its stakeholders; and
- The Board must ensure that the necessary internal controls and management systems are in place that effectively monitor the Service's operations and ensure compliance with applicable laws, regulations and policies.

3.2 A full list of matters reserved for the Board is detailed in the 'Schedule of Matters'

#### **4. Meetings**

4.1 The Board is supported by the Accounting Officer, Senior Management Team, and a Secretariat, who are responsible for organising the agenda for Board meetings, and ensuring that it is provided with timely information to support full discussion at each meeting.

- 4.2 The Minutes of the proceedings of a Board meeting will be drawn up by the Board Secretariat and submitted for agreement at the following Board meeting. A draft of these Minutes will be distributed to the Chair within 10 days of the meeting having taken place. When the final Minutes are approved at the next Board meeting as a correct record they will be signed. Any amendment to the Minutes must be agreed and recorded in the Minutes of the Board meeting at which they are submitted for agreement
- 4.3 The Minutes of Board meetings, other than Minutes containing confidential information will be available to the public via the VSS website. The Board will also receive the Minutes of its Committees (Audit & Risk, and Health & Wellbeing) for information.
- 4.4 Quarter-end Board Meetings - The Board will meet in the month following a Quarter-end (i.e. January, April, July and October) in 'Quarter-end' format. These meetings will cover a range of standing items, including updates from the Audit & Risk, and Health & Wellbeing Committees. A sample agenda for these quarter-end Board meetings is attached at Annex A.
- 4.5 In addition to 'Quarter-end' Board meetings, the Board will meet in 'Strategic Session' format, to focus on pre-identified strategic issues. The topic for each meeting will be provided sufficiently in advance, to allow Members to prepare as necessary. Such meetings will also include an update from the Accounting Officer (by exception) on strategic risks and progress against Delivery Plan outcomes. It is expected that the Board will meet in Strategic Session format at least 6 times per year.
- 4.6 Other Board meetings will be held as needs arise.

## **5. Rights**

- 5.1 The Board may:
- Procure specialist ad-hoc advice at the expense of the VSS, subject to budgets agreed by the Accounting Officer/Board.

## **6. Information requirements for meetings**

- 6.1 For each relevant meeting the Board will be provided, at least 5 working days in advance, with all papers pertaining to the agenda (see Annex A for quarter-end sample agenda)
- 6.2 As and when appropriate the Board may request any other update reports as required.

6.3 The Secretariat will provide appropriate support to the Chair as necessary.

**7. Review / Self Assessment**

7.1 The Chair will carry out an annual appraisal of Board members.

7.2 The Board will also review its own effectiveness annually using the NAO Board Effectiveness Questionnaire, and prepare a report on the results including action points to be addressed.

7.3 The Board ToR will be subject to an annual review alongside the review at 7.2 above.

## Annex A – Sample ‘Quarter-end’ Board Meeting Agenda

A	Apologies
B	Minutes of Previous Meeting
C	Action Points
D	Conflict of Interest
D1	Supplier List / Agenda Items
D2	Declaration Form
E	Chairman’s Report
F1	CEO/AO Exception Report
F2	Quarterly ALB Performance Report
F3	Quarterly Assurance Statement
F4	Quarterly Outcomes Based M&E
G	Reports from Sub-Committees (Audit & Risk, Health & Wellbeing)
H	Board Workplan and Development
I	Standing Agenda Items
I1	Compliance Update (inc Complaints, appeals, Data Protection)
I2	Client Risk Update
J	Any Other Business
K	Date of Next Meeting