



## VSS Board Operating Framework

<b>Version</b>	<b>Approved By</b>	<b>Approval Date</b>	<b>Scheduled Revision Date</b>
1.0	CEO	September 2025	September 2026
1.0	Board	September 2025	September 2026

## Contents

<b><i>Introduction</i></b> .....	<b>3</b>
<b>Purpose and Scope of this Document</b> .....	<b>3</b>
<b><i>Purpose</i></b> .....	<b>3</b>
<b>Purpose of VSS</b> .....	<b>3</b>
<b>Trauma Informed Principles</b> .....	<b>4</b>
<b>Purpose and Responsibilities of The Board of Directors</b> .....	<b>6</b>
<b>Board Accountability</b> .....	<b>8</b>
<b><i>Meetings</i></b> .....	<b>8</b>
<b><i>Membership</i></b> .....	<b>9</b>
<b>Non-Executive Members</b> .....	<b>9</b>
<b>Conflicts of Interest</b> .....	<b>9</b>
<b><i>Roles and Responsibilities</i></b> .....	<b>10</b>
<b>Role of the Chairperson</b> .....	<b>10</b>
<b>Role of Non-Executive Board Members</b> .....	<b>11</b>
<b><i>Committees of the Board</i></b> .....	<b>12</b>
<b>The Audit and Risk Committee (ARC)</b> .....	<b>12</b>
<b>The Health and Wellbeing Committee</b> .....	<b>13</b>
<b><i>Decisions and Reporting</i></b> .....	<b>13</b>
<b>Matters Reserved for the Board</b> .....	<b>13</b>
<b>Information Requirements for Board Meetings</b> .....	<b>17</b>
<b><i>Effectiveness of and Support to The Board</i></b> .....	<b>17</b>
<b>Board Effectiveness</b> .....	<b>17</b>
<b>Board Support</b> .....	<b>18</b>
<b><i>Annex A Sample Quarter-end Board Meeting Agenda</i></b> .....	<b>19</b>
<b><i>Annex B Principles of Public Life</i></b> .....	<b>20</b>

## 1. Introduction

### 1.1 Purpose and Scope of this Document

This document is based upon the guidance contained within the [Corporate governance in central government departments: code of good practice NI](#) (“the Code”). The Code provides the primary reference source for corporate governance good practice in central government departments in Northern Ireland, and ALBs are encouraged to adopt the principles in the code where relevant and practical.

The Victims and Survivors Service (VSS) is required to have an effective Board of Directors which supports the Accounting Officer and Senior Management Team in directing the business of VSS. The Board’s role and responsibilities should be documented in a Board Operating Framework. This document sets out in further detail the role of the VSS Board, its membership, its operating procedures and its sub-committees.

The VSS Board should ensure that the Board Operating Framework is updated regularly including when there is a change of circumstances or a change of key personnel, and review and update the document at least every two years.

## 2. Purpose

### 2.1 Purpose of VSS

VSS is classified as an executive non-departmental public body (NDPB) and is an Arm’s Length Body (ALB) of The Executive Office (TEO). VSS is a legal entity in its own right and was established under The Companies Act 2006 as a private company limited by guarantee. As a legal entity, VSS must comply with all associated legislation including legislation relating to its employer status.

VSS was established in 2012 to provide support and services to victims and survivors of the Troubles/conflict. In October 2020, TEO appointed VSS to provide Health and Wellbeing Services to survivors of Historical Institutional Abuse (HIA). In January 2022, TEO further appointed VSS to deliver Health and Wellbeing Services to those impacted by Mother and Baby Institutions, Magdalene Laundries and Workhouses (MBMLW).

As set out in the VSS Corporate Plan, the organisation’s Vision is **“to improve the health and wellbeing of victims and survivors,”** and its mission is:

- To work in partnership with others to enable the provision of community-led, trauma informed support and services for victims and survivors.

- To connect victims and survivors with effective support at the right time and place, in line with individual needs.
- To improve, evolve and develop services, co-designed with victims and survivors and others, and to ensure continuous learning and growth.

Within VSS, organisational and governance structures have been established to ensure delivery of the organisational vision and mission whilst adhering to the following organisational values:

- **Trauma-informed:** Building an understanding of trauma into everything we do to help victims and survivors.
- **Compassionate:** Caring for others and taking action to help.
- **Connected:** Forming close relationships with others to ensure joined up and effective provision of services.
- **Trusted:** Building and maintaining the trust of those we support, and those we are in partnership with.

VSS actively promotes trauma-informed standards of leadership and governance. This policy has been reviewed for adherence to the Trauma Informed Principles as outlined below.

## 2.2. Trauma Informed Principles

One of the key areas where VSS has become more responsive to the impact of trauma is through policies and procedures, including our contribution to trauma informed leadership and governance

VSS is committed to encouraging a culture that promotes the six-core trauma informed principles: empowerment, safety, choice, collaboration, trust and inclusivity.

This is done by ensuring that our approach to the VSS Board Operating framework fosters all six principles outlined in **Table 1** below:

**Table 1: Principles in Practice to VSS Board Operating Framework**

<b>Trauma Informed Principle</b>	<b>Principles in Practice Board Operating Framework</b>
<b>Empowerment</b>	Empowerment is modelled in organisational practice through capacity building and participation at all levels of governance. This enhances resilience in leadership and service delivery, encouraging adaptive and informed responses to trauma
<b>Safety</b>	Psychological and organisational safety is promoted through clear governance structures, regular monitoring of clinical and operational risk, and ensuring staff and service users operate within a secure and well-managed environment. Acknowledging health and wellbeing as part of governance aligns with creating safe spaces, both for staff and survivors
<b>Collaboration</b>	Shared power and decision making foster a culture of mutual respect. By institutionalising co-design and valuing inter-agency collaboration, VSS ensures that both strategic leadership and service delivery are grounded in good relationships.
<b>Choice</b>	Acknowledging individual choice, both for service users and staff through flexible and responsive mechanisms respects autonomy and supports recovery. Offering avenues for confidential feedback or concern raising allows for safe expression and reinforces agency.
<b>Trustworthiness</b>	Trust is cultivated through clear communication, transparency in decision making, and ethical governance. These practices model consistency and predictability, which are critical for survivors who often mistrust institutions.
<b>Inclusivity</b>	Inclusion of marginalised survivor groups in strategic vision, governance processes that reflect diverse experience, and safeguards against bias collectively demonstrate commitment to equity and cultural humility, core tenets of trauma informed care

## 2.2 Duties, Purpose and Responsibilities of The Board of Directors

VSS is a company limited by guarantee with no shareholding and so its Directors duties are set out within the Companies Act 2006, specifically Chapter 2, Section 170-177. The general duties of a director of a company are as follows:

- Duty to act within powers;
- Duty to promote the success of the company;
- Duty to exercise independent judgement;
- Duty to exercise reasonable care, skill and diligence;
- Duty to avoid conflicts of interest;
- Duty not to accept benefits from third parties; and,
- Duty to declare interest in proposed transaction or arrangement

The general duties are based on certain common law rules and equitable principles as they apply in relation to directors and have effect in place of those rules and principles as regards the duties owed to a company by a director.

The purpose of the VSS Board is to provide effective leadership and strategic direction to the organisation and to ensure that the policies and priorities set by the First Minister and deputy First Minister, for TEO, are implemented. In achieving this purpose, the Board is responsible for the stewardship of all public resources entrusted to the organisation. It is responsible for ensuring that the organisation has effective and proportionate governance arrangements in place and an internal control framework which allow risks to be effectively identified and managed. The Board will set the culture and values of the organisation, and set the tone for the organisation's engagement with stakeholders and customers.

The Board's role is to provide collective scrutiny and advice across five main areas:

- 1) **Strategic Clarity** – setting the vision and mission and ensuring all activities, either directly or indirectly, contribute towards it; long-term capability and horizon scanning, ensuring strategic decisions are based on a collective understanding of policy issues; using outside perspective to ensure that the organisation is challenged on the outcomes.
- 2) **Commercial Sense** – approving the distribution of responsibilities; advising on sign-off of large operational projects or programmes; ensuring sound financial management; scrutinising the allocation of financial and human resources to achieve the plan; ensuring organisational design supports attaining strategic objectives; setting the organisation's risk appetite and ensuring controls are in place to manage risk; evaluation of the Board and its members, and succession planning.

- 3) **Talented People** – ensuring the organisation has the capability to deliver and to plan to meet current and future needs.
- 4) **Results Focus** – approving the operational business plan, including strategic aims and objectives; monitoring and steering performance against plan.
- 5) **Management Information** – ensuring clear, consistent, comparable performance information is used to drive improvements.

The principal responsibilities of the Board to ensure the overall stewardship of the organisation 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 VSS. The Accounting Officer formulates the organisation'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 organisation;
- The Board must establish values and standards of the organisation 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 organisation'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 organisational policies as detailed within Matters Reserved for the Board below.
- 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 organisation;
- The Board will focus on the difference that VSS is making in the outside environment, i.e. the effects of its business on its stakeholders;

- The Board must ensure that the necessary internal controls and management systems are in place that effectively monitor the organisation's operations and ensure compliance with applicable laws, regulations and policies; and
- The Board must operate in accordance with trauma-informed standards of leadership, and actively promote adherence to trauma-informed practice within the organisation.

Where necessary, the Board may procure specialist ad-hoc advice at the expense of VSS, subject to budgets agreed by the Accounting Officer and Board.

### **2.3 Board Accountability**

The Board is appointed by the First Minister and deputy First Minister and is accountable to The Executive Office.

In addition to its primary accountability, the Board is also accountable to employees, government authorities, other stakeholders and the public.

## **3. Meetings**

The Board will normally 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**.

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 matters of current significance to the organisation. It is expected that the Board will meet in Strategic Session format at least 6 times per year.

Other Board meetings will be held as needs arise.

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 timely information is provided to support full discussion at each meeting.

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

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. Membership**

### **4.1 Non-Executive Members**

The Board is comprised of a Chair plus seven members.

The First Minister and deputy First Minister are responsible for the appointment, re-appointment/extension and removal of Members.

The maximum term of office is normally four years, and each member/Chair may serve a maximum of two terms.

Quorum for any meeting of the Board requires three members (the Chair counts as a member for the purposes of quorum).

### **4.2 Conflicts of Interest**

In accordance with the VSS Conflict of Interest Policy, Board members are required to notify the VSS Risk and Governance Manager of any issues on which they might have a conflict of interest. The Chair shall require members to declare any issues on which they might have a conflict of interest at the beginning of each meeting.

Board Members are also required to formally complete an annual declaration of interests form. It is the responsibility of the individual to ensure any potential conflicts of interest are brought to the attention of the VSS Risk and Governance Manager.

When a conflict of interest or perceived conflict of interest is identified, this will be managed in accordance with the VSS Conflict of Interest Policy.

The VSS Register of Interests for senior officials and Board members is required to be made available for public inspection, and the VSS website will state that this is available upon request.

## 5. Roles and Responsibilities

### 5.1 Role of the Chairperson

The Chair of the VSS Board is appointed by the First Minister and deputy First Minister. The term of office is for a period of not exceeding four years and on such terms and conditions as may be specified in the letter of appointment, and a Chair may serve a maximum of two terms.

The Chair is responsible for setting the agenda and managing the Board to enable collaborative and robust discussion of issues. The Chair's role is to develop and motivate the Board and ensure effective relationships in order that the Board can work collaboratively to reach a consensus on decisions. To achieve this, the Chair should ensure that:

- The Board has an appropriate balance of skills appropriate to its business;
- Board members are fully briefed on terms of appointment, duties, rights and responsibilities;
- Board members receive and maintain appropriate training, including induction training and training on the financial management and reporting requirements of public sector bodies;
- The First Minister and deputy First Minister are advised of VSS needs when board vacancies arise, with a view to ensuring a proper balance of appropriate expertise;
- There is a Board Operating Framework in place setting out the roles and responsibilities of the Board in line with relevant guidance;
- There is a code of conduct for Board members in place, consistent with relevant guidance;
- There are processes in place to provide Board members with accurate and timely information of good quality to allow the Board to properly consider all matters brought before it;
- The Board, in reaching decisions, takes proper account of guidance provided by the First Minister and deputy First Minister;
- A Board effectiveness review is performed annually. The Chair will discuss the outcome of the annual review of Board Effectiveness with the TEO Lead Official and will ensure that outcomes are acted upon;
- An independently facilitated external review of Board effectiveness is completed once every three years. The Chair will liaise with TEO to identify a suitably skilled facilitator and will share the finding with TEO on completion of the review; and,

The Chair is also responsible for:

- Ensuring 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 Board members;
- Ensuring that the business of Board meetings is conducted efficiently and effectively, that there is open debate and that all views are heard;
- Summing up Board debates and seeking agreed decisions;
- Controlling the order of Board meetings
- Promoting the efficient, economic and effective use of staff and other resources;
- Encouraging and delivering high standards of regularity and propriety;
- Maintaining a presence within the organisation and cultivating external relationships which provide useful links for the organisation; and,
- Representing the views of the Board to VSS stakeholders and the general public.

The Chair is responsible for assessing the performance of individual Board members. Board members will be subject to ongoing performance appraisal, with a formal assessment being completed by the Chair of the Board at the end of each year and prior to re-appointment of individual Members taking place. Members will be made aware that they are being appraised, the standards against which they will be appraised, and will have an opportunity to contribute to and view their report. The Chair will engage with the VSS CEO/TEO Lead Official as appropriate on improvements identified through the appraisal process and the annual training/development programme.

The Chair of the Board will also be appraised on an annual basis by the TEO Deputy Secretary. The appraisal will take account of the Key Characteristics of a good chairperson (particularly for the Chair to have well developed interpersonal skills) set out in the NIAO Good Practice Guide on Board Effectiveness available on the NIAO website. There will be close engagement between the Chair and the lead official on improvements identified through the appraisal process.

The Chair may, on occasion, be called to give evidence to the Public Accounts Committee on relevant issues arising from reports or studies issued by the Northern Ireland Comptroller and Auditor General.

## **5.2 Role of Non-Executive Board Members**

The appointment process for non-executive Board members is conducted in the spirit of the Code of Practice on Public Appointments in Northern Ireland. Members are appointed based on merit, taking into account their experience and ability. Members are appointed for an initial period of four years which may be extended by further defined periods by agreement. The maximum total term of appointment is eight years.

The primary role of non-executive Board members is to provide strategic advice, contribute to decision making and support good governance of the organisation in an objective and independent manner. To achieve this, Board members should:

- Prepare for and attend the VSS Board, ensuring that the Board obtains and considers all appropriate information required for the discharge of its responsibilities;
- Undertake appropriate training, including induction training and training on the financial management and reporting requirements of public sector bodies, and ongoing training and development as necessary to perform their roles;
- Actively participate in the formulation of business planning, strategy development and risk management;
- Actively participate in the process of monitoring the organisation's progress towards meeting agreed objectives and targets;
- Actively participate in the process of monitoring the organisation's financial planning and financial management;
- Maintain a critical overview of the organisation's financial controls and procedures for assessing and managing risk, drawing on their wider experience;
- Form an Audit and Risk Committee, a Health and Wellbeing Committee, and any other sub-committees of the Board as considered appropriate;
- Represent VSS at events as required; and
- Keep up to date with developments in relation to non-executive Board members.

All members are expected to contribute constructively to the business of the Board and to follow the seven principles of public life as outlined in [Annex B](#).

## 6. Committees of the Board

The Board has established the following Committees to oversee and provide advice to the Board on specific areas of work.

### 6.1 The Audit and Risk Committee (ARC)

The ARC is responsible for providing advice and support to the Board and Accounting Officer on corporate governance matters. The Committee supports the Board and Accounting Officer by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the internal control environment and the integrity of financial statements and the Annual Report (including leading the assessment of the

Governance Statement for the Board). The Committee also oversees the internal audit strategy and progress against audit plans.

The Committee is comprised of at least three Members with at least one Member having recent and relevant financial experience. The Chair provides regular feedback and assurance to the Board on the work of the Committee, including any particular concerns and/or recommendations raised at meetings, through written and verbal reports at Board meetings.

The detailed roles and responsibilities of the ARC are set out in its Terms of Reference, which are reviewed and approved annually by the Committee.

## 6.2 The Health and Wellbeing Committee

The Health and Wellbeing Committee is responsible for providing strategic oversight and advice on Health and Wellbeing matters. The Committee supports the Board through scrutiny of the Health and Wellbeing Services delivered by VSS, the VSS Clinical Governance Framework, and the activities undertaken by VSS to support staff health and wellbeing, employee engagement and development. The Committee also reviews the assurances provided by management in relation to clinical risk and clinical governance.

The Committee is comprised of at least two Members, and it is desirable that at least one Member have recent and relevant clinical experience. The Chair provides regular feedback and assurance to the Board on the work of the Committee, including any particular concerns and/or recommendations raised at meetings, through written and verbal reports at Board meetings.

The detailed roles and responsibilities of the Health and Wellbeing Committee are set out in its Terms of Reference, which are reviewed and approved annually by the Committee.

## 7. Decisions and Reporting

### 7.1 Matters Reserved for the Board

This section sets out the functions reserved for and to be exercised by the Board in accordance with legal and regulatory requirements and good governance obligations.

Strategy, Plans and Budgets
The overall leadership of VSS including establishing the organisation's vision, mission and values.

Approval of the organisation's Corporate Plan and Annual Delivery Plan including strategic outcomes and annual delivery targets

Approval of the annual resource and capital expenditure internal budget allocations and approval of any changes to internal budget allocation deemed significant by management during the course of the financial year.

Review of performance against VSS strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action required is taken.

Examination of plans for the expansion of VSS activities to new programme delivery areas as directed by The Executive Office (TEO).

Oversight of VSS operations ensuring:

- Competent and prudent management;
- Sound planning;
- Maintenance of sound management and internal control systems;
- Adequate accounting and other records; and
- Compliance with statutory and regulatory obligations.

Any decision to cease to operate all or any material part of VSS.

### **Structure**

Approval of changes to VSS management and control structure.

### **Corporate Governance**

Undertaking a formal and rigorous annual review of its own performance, encompassing that of its Committees and the CEO.

The review every two years of the Board Operating Framework.

The delegation of Matters considered suitable to Committees and the inclusion of these matters in Committee Terms of Reference, and approval of these Terms of Reference.

The approval of the Corporate Governance Framework, ensuring the division of responsibilities between the Chair, the Chief Executive and the VSS Board are clearly established.

Ensuring that the formal review of the VSS Partnership Agreement is undertaken with TEO at least once every three years.

The establishment and implementation of a Code of Conduct for Board Members.

Ensuring that conflict of interest is considered and managed in accordance with NIAO guidance, including review of the Register of Interests for Board Members and Staff.

Receipt of reports and recommendations on any matter which it considers significant to the operations of VSS.

Receipt of reports and consideration of recommendations of Committees.

Prosecution, commencement, defence or settlement of litigation, early stage mediation or an alternative dispute resolution mechanism in conjunction with TEO.

Approval of any decision which in the Accounting Officer's view is likely to have a material impact on VSS from any perspective, including, but not limited to, financial, operational, strategic or reputational matters.

### **Financial Reporting**

Approval of the Annual Report and Accounts, including the annual governance statement and directors' remuneration report.

Approval of any significant changes in accounting policies or practices in line with MPMI and any other TEO, NIAO or DoF guidance.

### **Risk Management and Internal Controls**

Ensuring establishment and maintenance of a sound system of internal control and risk management including:

- Approving the VSS risk appetite and Risk Management Strategy;
- Receiving reports on, and reviewing the effectiveness of, VSS's risk and control processes to support its strategy and objectives
- Approving an appropriate statement for inclusion in the annual report.

Approval of any significant changes in accounting policies or practices in line with MPMI and any other TEO, NIAO or DoF guidance.

Appointment of a GDPR lead

Receipt and approval of the Audit and Risk Committee Annual Report

Approval of appointment, reappointment or removal of the Internal Audit Service Provider, following consideration of a recommendation from the Audit and Risk Committee.

### **Communications**

Approval of any issues due to be put forward to key stakeholders that are deemed to be sensitive by the CEO.

Approval of an annual Engagement Plan with TEO.

Approval of press releases concerning VSS where CEO considers these to be sensitive – in such circumstances a quorum of 2 is acceptable.

Approval of appointment, reappointment or removal of the Internal Audit Service Provider, following consideration of a recommendation from the Audit and Risk Committee.

### **Board Membership and Other Appointments**

Ensuring adequate succession planning for the senior management team so as to maintain an appropriate balance of skills and experience within VSS.

Inform succession planning for the board and highlight vacancies and gaps in skills, experience and knowledge as and when they arise.

Appointment of board members to Committees or Sub committees.

### **Remuneration and Staffing Matters**

Determining the remuneration for the CEO within the context of NICS pay scales and rules.

Ensuring that a mechanism is in place for the employee workforce to raise concerns in confidence and anonymously if they wish.

### **Data Protection and Information Governance**

The provision of strategic oversight of the organisation's compliance with the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018.

This includes:

- Ensuring appropriate internal controls, policies, and management systems are in place to support lawful, fair, and transparent processing of personal data.
- Receiving periodic assurance on data protection risks, performance, and compliance through internal reporting and audit mechanisms.
- Supporting the independence, authority, and resourcing of the Data Protection Officer (DPO), including a clear escalation pathway to the Board.
- Promoting a culture of accountability and data protection awareness across the organisation.

Day-to-day operational responsibility remains with the executive team and is managed through internal assurance mechanisms.

### **Policies**

Approval of the following organisational policies and procedures:

- Code of Conduct for Board Members;
- Anti-Fraud Policy and Fraud Response Plan;
- Raising Concerns Policy;
- Complaints Policy;
- Risk Management Strategy;
- Gifts and Hospitality Policy;
- Human Resources Policies

All other policies are delegated to the CEO and/or the ARC or HWBC for approval (where specified in the relevant Committee's Terms of Reference). The CEO may refer a policy to the Board for consideration where modification or implementation of that policy is considered significant to the operations of VSS.

The CEO is empowered to take urgent action on behalf of the Board in matters which would normally be considered by the Board itself, but where no meeting of the Board is available for that purpose. On all such occasions the CEO shall consult first with the Chair before taking action and shall seek endorsement of the action at the next Board meeting.

With the exception of the matters listed above, the Board delegates all other matters ("the residual matters") to the CEO or any person deputising for the CEO. The residual matters can be the subject of successive sub-delegation, subject to compliance with any other delegated approval limits contained within VSS policies and procedures.

## **7.2 Information Requirements for Board Meetings**

For each relevant meeting the Board will be provided, at least 5 working days in advance, with all papers pertaining to the agenda. Annex A contains a sample quarter-end agenda including the main information which is usually considered at a quarter end board meeting. For strategic meetings, the Board will be provided with information for consideration relevant to the topic of the meeting.

## **8. Effectiveness of and Support to The Board**

### **8.1 Board Effectiveness**

The Chair of VSS will conduct an annual appraisal in respect of each Board member which will also inform the annual programme of Board training/development. The Chair will engage with the Chief Executive/TEO lead official as appropriate on improvements identified through the appraisal process and the annual training/development programme. The Chair's annual appraisal will be

completed by TEO Deputy Secretary.

The Board will conduct a formal annual evaluation of its performance, including that of its Committees. This will initially be done by way of a self-assessment and will focus in particular on the balance of skills, training needs, succession management and talent development. The annual Board evaluation will be led by the Chair and will be informed by individual appraisals of each Board Member. There will be an independent review every 3 years.

## **8.2 Board Support**

Each Board Member will be supported by an appropriate induction upon appointment which will include meetings with the Chairperson and other key staff in VSS and the provision of key documents including the Corporate Governance Framework, the Board Operating Framework, the Corporate Plan and the Annual Report and Accounts.

The training and development needs of Board members will also be identified and addressed on an ongoing basis, both as part of the annual appraisal process and as part of the quarterly Board meeting agenda.

The VSS CEO and Head of Corporate Services will act as the focal point for ongoing support to the Board.

## 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
D3	Conflict of Interest Register
E	Chairperson's Report
F1	CEO/AO Exception Report
F1.1	Budget Report
F1.2	Organisational Risk Register
F2	Quarterly ALB Performance Report
F3	Quarterly Assurance Statement
F4	Quarterly Outcomes Based M&E Reporting
G	Reports from Sub-Committees (Audit & Risk, Health & Wellbeing)
H	Board Workplan and Development
I	Standing Agenda Items
I1	Compliance Update (including Complaints, appeals, Data Protection)
I2	Client Risk Update
J	Any Other Business
K	Date of Next Meeting

## **Annex B Principles of Public Life**

### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.