

ICCAN Board Meeting

| Board Terms of Reference | |
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| Board meeting date: | 27 November 2019 |
| Paper author: | (Finance and Business Manager) |
| Item No: | 2019/11/2 |
| DECISION/APPROVAL - YES | |
| SEEKING STEER - NO | |
| UPDATE/FOR INFORMATION -NO | |
| Security Classification and Handling Instructions: | |
| N/A | |
| Purpose of paper / slides: | |
| To agree the Terms of Reference for ICCAN Board | |
| Outcome sought: | |
| To obtain Board's approval that ICCAN should adhere to a Terms of Reference | |
| Timetable: | |
| To be implemented as soon as possible. | |
| Budget/Resource Implications: | |
| N/A | |

Independent Commission on Civil Aviation Noise Board Terms of Reference (ToR)

Context

1. The board of the Independent Commission on Civil Aviation Noise (ICCAN) comprises the Head Commissioner of ICCAN, Commissioners, and the Secretary to the Commission.
2. ICCAN's sponsor department is the Department for Transport (DfT). As described in the ICCAN/DfT Framework Document, the Board has executive responsibility for carrying out the core functions within the main duty of ICCAN. The Head Commissioner is responsible for chairing the board, and representing the views of ICCAN to Ministers, external sector stakeholders and the general public. The Secretary to the Commission has executive responsibility for the management of ICCAN and bears personal responsibility as Accounting Officer for ICCAN.
3. The board will be accountable for the governance and operations of ICCAN.
4. The Head Commissioner is expected to accept the view of the Board, except where the Head Commissioner sees this as conflicting with the non-delegable responsibilities set out in paragraph 2 above. In such cases, the Board minutes will record why the Head Commissioner has declined to accept the view of the Board.

Board responsibilities

5. The Board is specifically responsible for:
 - establishing and taking forward the strategic aims of ICCAN and the functions as set out in the ToR;
 - developing ICCAN's corporate plan;
 - ensuring that any administrative requirements for the use of public funds are complied with; that ICCAN operates within the limits of its delegated authorities set by DfT in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, it takes into account guidance issued by the DfT/Treasury;
 - ensuring that it receives and reviews regular financial information concerning the management of ICCAN; and processes are in place to facilitate the sharing of any concerns about the activities of ICCAN;
 - assuring itself of the effectiveness of the internal control and risk management systems of ICCAN;
 - ensuring ICCAN demonstrates high standards of corporate governance at all times;
 - ensuring that a suitably rigorous appraisal process is in place for Board Members.

Membership of the Board

6. The Board membership comprises the Head Commissioner of ICCAN (who acts as Chair of the Board), four Commissioners, and the Secretary to the Commission. Members of ICCAN's Senior Management Team (SMT) plus other members of the secretariat are also entitled to attend the board, although do not have voting rights.
7. The Secretary to the Commission (with the support of the Business and Finance Manager) will have responsibility for:
 - facilitating board meetings, formulating the Board's strategy and setting the board's agenda, and ensuring accurate minutes are taken and actioned;

- promoting the efficient and effective use of staff and other resources;
- ensuring that systems are in place to provide Board members with accurate and timely information of good quality to allow the Board to consider properly all matters before it;
- ensuring that the work of the Board and its individual members are reviewed and are working effectively;
- ensuring board members are fully briefed on their terms of appointment, duties, rights and responsibilities;
- ensuring that there is a Commissioners' Code of Conduct for Board members in place consistent with the Cabinet Office model Code.

8. The Head Commissioner shall have direct access to staff in ICCAN as(s)he deems necessary; in turn, staff shall have access to the Head Commissioner as appropriate.

Senior Management Team

9. A Senior Management Team, chaired by the Secretary to the Commission, will have executive responsibility for the overall management of ICCAN. The management group will be responsible for implementing strategic decisions taken by the Board, for making decisions relating to the day-to-day performance of ICCAN's business, and for the effective management of ICCAN staff.

Meetings

10. The Board will hold a minimum of eight meetings per year with additional meetings called as required during.

11. The Board will only conduct business if the meeting is quorate. The Board will be quorate with three members. In the event of the absence of the Head Commissioner, the members will nominate and agree a chair for the meeting in order that proceedings may continue.

12. Meetings may be held by telephone or by video conference, if members are unable to meet physically.

13. In addition, the Board may hold workshops, which may be chaired by any of the Board members as appropriate, to discuss specific issues. The Board will review its performance on a regular basis in accordance with corporate best practice.

14. The Board meeting schedule will be published on a rolling annual basis, with the expectation that Board members will attend all meetings. The annual meeting schedule should be agreed in advance with all Members. An agenda and papers should be sent to all Members at least five working days in advance of each meeting. If additional Board meetings are required outside of the normal annual schedule then Members should be provided with at least 14 days' notice and every effort made to find a date and location that is acceptable to all Members.

Voting

15. The Board will operate on the principle of consensus. Where consensus is not achievable, a vote will be taken. Each Board member will have one vote. In the event of a tied vote the Head Commissioner (or chair of the meeting) will have a casting vote. The Board will accept the outcome of the vote.

Minutes

16. Draft minutes of Board meetings and notes of workshops will normally be produced within five working days, and circulated to members. They will comprise a summary of the topics covered and the resultant discussion; any decisions (including any dissension and the reasons for it); and action items and those responsible for their discharge.

17. The final Board minutes will be provided to ICCAN staff and published on the ICCAN website once formally agreed at the next available meeting. All board papers and minutes will be published, in line with and subject to the Commission's publication policy.