NATIONAL INSTITUTE FOR HEALTH AND CARE EXCELLENCE

**Executive Team**

**Terms of reference and standing orders**

# Terms of Reference

1. The Executive Team gives effect to the decisions of the Board by:
* developing strategic options for the Board's consideration and approval
* preparing an annual business plan
* delivering the objectives set out in the business plan through delegation of specific responsibilities and active business management
* preparing and operating a set of policies and procedures which have the effect of both motivating and realising the potential of the staff at NICE
* designing and operating arrangements to secure the proper and effective control of NICE’s resources
* constructing effective relationships with partner organisations and maintaining good communications with the public, the NHS, social care and local government and with the life sciences industries
* identifying and mitigating the risks faced by the Institute.

# 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.
2. The appointment of the Executive Team is at the discretion of the Board, subject to any direction that may be given by the Secretary of State.

## Membership

1. The membership of the Executive Team is as follows:
* Chief Executive (chair)
* Deputy Chief Executive and Executive Director – Centre for Health Technology Evaluation
* Executive Director – Centre for Guidelines
* Executive Director – Finance, Strategy and Transformation
* Executive Director – Digital, Information and Technology
* Director – Communications
* Director – Health and Social Care
* Director – Science, Evidence and Analytics
1. The chair of the Executive Team is the Chief Executive. In his/her absence the meetings will be conducted by the deputy Chief Executive, or in his or her absence, another executive 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 a Executive Team member is unable to attend.

## Other attendees

1. Other members of staff may be invited to attend at the discretion of the chair of the Executive Team.

## Quorum

1. The quorum for each meeting is 4, 2 of whom must be an executive director. 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 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 chair, or in his/her absence either the Deputy Chief Executive or another executive director, 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 of the Executive Team 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, in all cases, 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 normally meet weekly.
2. The Chair shall determine what matters shall appear on every agenda in advance of each meeting.
3. No other business shall be discussed at the meeting other than at the discretion of the 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 standing orders will be reviewed every 3 years. The next review date is March 2023.