**NATIONAL INSTITUTE FOR HEALTH AND CARE EXCELLENCE**

Board Meeting held on 19 August 2020 via Zoom

These notes are a summary record of the main points discussed at the meeting and the decisions made. They are not intended to provide a verbatim record of the Board’s discussion. The agenda and the full documents considered are available in accordance with the NICE Publication Scheme.

# Board members present

Sharmila Nebhrajani Chairman

Professor Martin Cowie Non-Executive Director

Professor Tim Irish Non-Executive Director

Dr Rima Makarem Non-Executive Director

Tom Wright Non-Executive Director

Professor Gillian Leng Chief Executive

Meindert Boysen Deputy Chief Executive and Centre for Health Technology Evaluation Director

Paul Chrisp Centre for Guidelines Director

Alexia Tonnel Evidence Resources Director

# Directors in attendance

Jane Gizbert Communications Director

Judith Richardson Acting Health and Social Care Director

# In attendance

David Coombs Associate Director – Corporate Office (minutes)

Grace Marguerie Associate Director – HR / Acting Deputy Business Planning and Resources Director

# Also present

Jennifer Howells Incoming Director for Finance, Strategy and Transformation

# Apologies for absence

1. Apologies were received from Elaine Inglesby-Burke.

# Declarations of interest

1. There were no conflicts of interest relevant to the meeting.

# Appointment of a committee of the Board

1. Sharmila Nebhrajani welcomed the Board to the meeting and highlighted the paper that had been circulated shortly before the meeting. Martin Cowie has indicated his intention to resign as a Non-Executive Director (NED) with immediate effect, which will mean that the number of NEDs will fall below the minimum number set out in the Health and Social Care Act 2012. Legal advice has been sought on this issue, and the recommendation is to adopt the same approach as when the number of NEDs likewise fell below the required number in April and May 2020. As then, the Board is asked to delegate its powers to a committee of the remaining Board members, in line with the terms of reference in the paper, which are materially the same as those from April and May. As before, the committee will dissolve when the number of NEDs reaches the statutory minimum.
2. David Coombs highlighted that the required notice had not been given for this meeting, which also meant it was not possible to give the public the opportunity to observe. These matters had been raised with NICE’s legal adviser who advised the Board to proceed with this meeting given the need to pass this resolution before Martin resigns. The advice was that the risk of challenge was low given the nature of the decision being taken, and these issues should not invalidate the delegation.
3. Gill Leng noted that the scope to temporarily co-opt a NED is also being explored with the Department for Health and Social Care. If this goes ahead, the committee will no longer be required and could be dissolved.
4. The Board established the time-limited committee of the Board in line with the terms of reference in the paper.

# Any other business

1. Sharmila Nebhrajani, on behalf of the Board, thanked Martin for his contribution to NICE over a number of years and wished him well for the future.

# Next meeting

1. The next public meeting of the Board will be held on 16 September 2020 at 1.30pm via Zoom.