

## TERMS OF REFERENCE - BOARD OF THE BRITISH GEOLOGICAL SURVEY

### Purpose of the Board

The responsibilities of the board mirror those of a Company board and so include setting the company's strategic aims, providing the leadership to put them into effect, supervising, supporting and challenging the management of the business, and reporting to the shareholder (NERC) on their stewardship. The board's actions are subject to laws, regulations and the governance framework established by NERC / UKRI.

The Memorandum of Understanding (MoU) signed by the BGS Board Chair and the NERC Chief Executive on 27 March 2018 defines the overarching responsibility of the board. These Terms of Reference are guided by the MoU.

### Overall responsibilities of the Board

The Board's role is to :

- i. Support the Chair in leadership of BGS within a framework of prudent and effective controls which enables risk to be assessed and managed.
- ii. support and constructively challenge the BGS Executive team;
- iii. set the strategic aims for the BGS.
- iv. review and agree an annual business plan set in the context of a rolling medium term (e.g. 3-5 year) business plan;
- v. scrutinise the business strategy and plans, targets and performance, and major business proposals of BGS;
- vi. ensure that the necessary financial and human resources are in place for BGS to meet its objectives.
- vii. monitor and review management and organisational financial performance.
- viii. approve other business decisions as required;
- ix. in cases where the matters are reserved to the shareholder<sup>1</sup> and approval is needed, endorse recommendations made by the BGS Executive;
- x. monitor and review the delivery of the BGS science strategy, including delivery of major programmes such as the UK Geo-energy Observatories Project, Overseas Development Assistance projects, and the provision of the BGS's public task.
- xi. monitor and enhance the BGS's reputation as an impartial provider of geoscience data.
- xii. ensure compliance with all legislative requirements and the Companies Acts where relevant;
- xiii. agree the values and standards for BGS, consistent with UKRI's, and ensure that its obligations to its stakeholders and others are understood and met.

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<sup>1</sup> The NERC Executive Chair

## **Meetings and attendance**

- a) The quorum for the transaction of business at a meeting of members is 50% plus one of the membership.
- b) The Board should meet sufficiently regularly to discharge its duties effectively; there will be at least four meetings in each 12 month period.
- c) Members will be expected to participate in all formal Board meetings. Meeting arrangements will include scope for remote participation. The precise model will be determined by the Chair in conjunction with the Board. The Chair may call further extraordinary meetings as necessary.
- d) The agenda for each meeting shall be agreed 4 weeks prior to each meeting through discussion between the Chair and Board Secretary, consulting other Board members as necessary. Papers for each Board meeting will be issued no later than 7-10 days prior to each meeting to allow members sufficient time to consider the items for discussion.
- e) The Chair shall preside at every meeting of the Board. In the event of the Chair being unable to attend a meeting (or be present for a specific item), the board will agree which of them should take on that role for the meeting.
- f) Where a vote is required on an issue, the majority view of those members present will be accepted. In the event of a tied vote, the Chair will have the casting vote.
- g) The Board Secretary will minute the proceedings of all meetings. Draft minutes of Board meetings will be circulated to members within three weeks of the meeting following review by the Board Chair. Members will be asked to confirm the minutes at the next meeting.
- h) Each Board agenda and a summary of the meeting will be published on the BGS website for transparency purposes.

## **THE ROLE AND RESPONSIBILITY OF THE BOARD CHAIR AND BOARD MEMBERS**

### **THE RESPONSIBILITY OF THE BOARD CHAIR**

The Chair of the BGS Board will be responsible for leading the Board in order to:

- Sustain a world-class geological survey
- Maintain relationships with BGS stakeholders
- Ensure proper governance and direction of BGS
- Enable the commercial diversification of BGS
- Support the BGS Executive Director in meeting BGS's strategic goals

The Board Chair will report to the Executive Chair of NERC.

### **THE ROLE AND RESPONSIBILITIES OF BOARD MEMBERS**

- a) The Board members will between them have a broad range of expertise and experience in research and innovation across higher education, industry and commerce, national and international scientific leadership, policy and/or civil society.
- b) Each member must act in what they consider to be the best interests of BGS.
- c) All members should act within the delegated responsibilities.

- d) Board members should adhere to the 7 Principles of Public Life
- e) Further Non-Executive Directors may be co-opted as advisory members as and when necessary.

A fully effective Board member:

- a) Makes a commitment to participate actively in BGS business, providing robust scrutiny and challenge and if necessary, raises concerns about the operation of BGS
- b) Is willing to take on ad-hoc assignments where appropriate such as chairing subgroups and task and finish groups.
- c) Acts as an ambassador/advocate for BGS.
- d) Supports, advises and challenges the BGS Chief Executive and the Executive Team, and provides advice to NERC.
- e) Actively participates in the BGS' evaluation and planning efforts.
- f) Highlights opportunities for BGS;
- g) Declares conflicts of interest and, subject to the Board Chair's judgement, may be required to withdraw from discussions where a potential conflict arises.
- h) Is willing and able to provide other ad-hoc advice and support to BGS in the development of performance policy and practice.

**Approved by the BGS Board, 10 July 2018**