



UKRI COUNCILS: TERMS OF REFERENCE (ToR)

May 2023

1. Constitution

- 1.1. UK Research and Innovation (UKRI) and its nine Councils are established by the [Higher Education and Research Act 2017](#) (the Act) and operate in accordance with the [UKRI Framework Document](#).
- 1.2. The Principal Accounting Officer (PAO) (Permanent Secretary) of the Department for Science, Innovation and Technology (DSIT) has designated the UKRI Chief Executive Officer (CEO) as Accounting Officer. The CEO, as Accounting Officer, is personally responsible for safeguarding the public funds for which he or she has charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of UKRI. In addition, he or she is responsible for ensuring that UKRI is collectively managed on the basis of the standards of governance, decision-making and financial management that are set out in the HM Treasury guidance on '[Managing Public Money](#)'.
- 1.3. The Accounting Officer has established a system of controls and assurance that ensure his/her accounting officer responsibilities are fulfilled, including the delegation of some of those functions to Council Executive Chairs (which term includes IUK's Chief Executive Officer), to demonstrate to the PAO that UKRI has an effective assurance framework which facilitates clear accountability and efficient decision-making, as set out in the UKRI Delegations Framework.
- 1.4. The Act provides for UKRI to make arrangements for the exercise of functions by its Councils on UKRI's behalf.
- 1.5. These terms of reference (ToR) set out the roles and responsibilities of the UKRI Councils and are aligned with the executive decision-making responsibilities contained within the UKRI Delegations Framework.

2. Role of Councils

- 2.1. Under the Act, the primary governing and decision-making body within UKRI is the Board. The role of the Council is advisory. It has no executive or decision-making powers except where specifically delegated.

3. Council Responsibilities (all)

- 3.1 In carrying out their advisory and any delegated decision-making responsibilities Councils shall:
 - act as an advocate supporting UKRI's vision and the importance of research and innovation to society and the economy;
 - contribute to the development and implementation of overall UKRI strategy, including through encouraging collaborative working across UKRI and the wider research and innovation communities, and as required, providing advice to the UKRI Board;
 - provide expertise in the development and delivery of the Council's long-term strategy by developing the Strategic Delivery Plan for submission to the UKRI Executive Committee and UKRI Board for approval;

- provide independent scrutiny, challenge and support to the Executive Chair to ensure the effective delivery of the Council's mission, including:
 - the effective use of peer review;
 - the correct balance of the portfolio and delivery of outputs and outcomes;
 - distribution of funding between areas within a Council's field of activity and expertise;
 - oversight, development, and management of institutes, facilities and major investments within their area of activity and expertise;
 - advising the Executive Chair in managing risk in relation to large investments, and where applicable Institutes.
- utilise its collective expertise and influence to help grow connectivity between the Council's business and other domains across UKRI;
- engage with external stakeholders and thinking to develop ideas, raise awareness and disseminate latest thinking and ideas;
- keep under review the structure and scope of its Council sub-committees, minimise their number, ensure their use is as simple as practicable, and keep as much business within the Council as possible;
- be responsible for additional Council-specific activities as set out in the Act and the UKRI Delegations Framework.

3.2 When fulfilling the above responsibilities, the Act requires that Councils shall have regard to the desirability of:

- contributing (whether directly or indirectly) to economic growth, or an economic benefit, in the United Kingdom;
- advancing knowledge (whether in the United Kingdom or elsewhere and whether directly or indirectly) in, or in connection with, science, technology, humanities or new ideas, and
- improving quality of life (whether in the United Kingdom or elsewhere) when exercising any function to which the Act arrangements relate).

3.3 Additional Council-specific responsibilities for Innovate UK and Research England are set out in Annex.

4. Council Membership

- 4.1. The Council shall comprise an Executive Chair appointed by the Secretary of State (SoS) and at least five and not more than twelve ordinary Council members.
- 4.2. Appointment of ordinary Council members shall be made by the chair of the UKRI Nominations and Remuneration Committee on the recommendation of the Council Executive Chair and UKRI Chief Executive, and endorsed by the UKRI Board.
- 4.3. Each Executive Chair must, having sought the views of the UKRI CEO, appoint one ordinary Council member as Senior Independent Member (SIM). The exception is the Innovate UK Council SIM who is also the UKRI Innovation Champion and a UKRI Board appointment.
- 4.4. The SoS may appoint one of the ordinary Council members after consulting the UKRI Board Chair.
- 4.5. A majority of the ordinary Council members must be persons who are neither members, nor employees, of UKRI.
- 4.6. The time and conditions in which a person holds or vacates office as a Council member is in accordance with the Act and terms of their appointment, as detailed in their appointment letter.

- 4.7. Chief Scientific Advisors (CSAs) may attend Council meetings in an ex-officio role and as representatives of the whole CSA network with the agreement of the Council Executive Chair and CEO.
- 4.8. The Council Executive Chair will usually chair the Council. One member shall be appointed as Senior Independent Member who will chair when the Executive Chair is absent, or at the request of the Executive Chair.
- 4.9. Other UKRI individuals may attend as agreed by the Council Executive Chair.
- 4.10. The Secretary of State, or a representative of the Secretary of State, is entitled to attend any meeting of UKRI or of any Council, Council sub-committee or general committee, and to take part in any deliberations (but not in decisions) at such meetings.
- 4.11. Council members have a responsibility to declare interests that could be (or be perceived as) a conflict in any discussions, decisions or actions that could risk the impression that UKRI have acted improperly in accordance with the UKRI Declarations of Interest Policy.
- 4.12. Changes to membership shall normally be recommended annually by the Council Executive Chair and UKRI Chief Executive Officer to the Nominations and Remuneration Committee and managed in accordance with these ToR and individual Council requirements.
- 4.13. The role and responsibilities of the Council Executive Chair can be found in more detail within the UKRI Framework Document. Further detail about the role and responsibilities of the Senior Independent Member and ordinary Council Members is set out in Annex 2 of these ToR.

5. Secretariat

- 5.1 The Council will be serviced by a secretariat who will ensure it receives information and papers in a timely manner to enable full and proper consideration to be given to the issues tabled.
- 5.2 The secretariat shall ensure the meeting agenda includes a UKRI overview, update on shared-services and cross-cutting themes, in addition to domain-specific business.

6. Quorum

- 6.1 The quorum necessary for the transaction of business shall be at least half of the members, one of whom must be the Meeting Chair.
- 6.2 The Council shall agree in advance those arrangements necessary for meetings when the quorum cannot be met.
- 6.3 The validity of any proceedings of the Council is not affected by a vacancy or a defective appointment.

7. Frequency of meetings

- 7.1 It is expected that the Council shall meet at least four times per annum.

8. Notice of Council meetings

- 8.1 Meetings shall be called by the secretariat at the request of the Council Executive Chair.
- 8.2 Meetings may take place either in person, or by video or audio conference.

8.3 Unless agreed otherwise notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each Council member, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Council members and other attendees at the same time. Papers may be forwarded at shorter notice with approval of the Meeting Chair.

9. Minutes of Council meetings

9.1 The secretariat shall minute the proceedings of all meetings, including recording the names of those present and in attendance. The secretariat shall ascertain the existence of any conflicts of interest and minute them accordingly.

9.2 Draft minutes of Council meetings shall be agreed with the Meeting Chair and thereafter circulated promptly to all members, normally for approval at the following meeting.

9.3 A Council must provide the Secretary of State, or a representative of the Secretary of State, with such copies of documents distributed to its members or to any Council sub-committee as the Secretary of State or the representative may require it to provide.

9.4 Council minutes shall be published in accordance with UKRI policy.

9.5 Council minutes and correspondence shall be provided to other Councils as required.

9.6 The Council shall receive the minutes of any other Councils as required to enable it to conduct its business.

10. Engagement with the UKRI Board

10.1 The Council shall be invited to attend engagement events with the UKRI Board and Executive Committee to contribute their expertise in discussing strategic priorities pan-UKRI.

10.2 The Executive Chair or SIM may be invited to attend the UKRI Board.

11. Reporting responsibilities

11.1 The Council Executive Chair shall provide reports of the Council's discussions and advice, to the UKRI Executive Committee/CEO/Board as requested.

11.2 The Council must provide the Secretary of State, or a representative of the Secretary of State, with such copies of documents distributed to its members or to any Council sub-committee as the Secretary of State or their representative may require it to provide.

12. General matters

12.1 Councils shall:

- comply with all applicable laws and regulations and as a minimum have regard to published best practice and guidance. This includes the Act, Corporate Governance Code of Good Practice for Central Government Departments, Government's Principles of Public Appointments and Governance Code, and the Nolan Principles;

- have access to sufficient resources to carry out its duties, including access to the secretariat for advice and assistance as required;
- be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all Council members;
- work and liaise as necessary with all other Councils ensuring interaction between Councils is reviewed regularly;
- conduct an annual self-assessment of their effectiveness and keep their sub-committees under review. Each Council shall undertake an independent review of its effectiveness no later than every 3 years. The findings should be reported to the UKRI Board.

12.2 The Council's ToR shall be made available on the UKRI website.

13. Authority

13.1 Councils are authorised to:

- establish Council sub-committees in accordance with the Act;
- delegate any matter or matters in accordance with the Act.

ANNEX 1

Additional Council-specific Responsibilities

1. Innovate UK

In addition to the duties applicable to all UKRI Councils set out in these ToR, in the exercise of functions delegated to it by UKRI for the purpose of increasing economic growth in the United Kingdom, Innovate UK must have regard to:

- 1.1 the need to support (directly or indirectly) persons engaged in business activities in the United Kingdom;
- 1.2 the need to promote innovation by persons carrying on business in the United Kingdom;
- 1.3 the desirability of improving quality of life in the United Kingdom.

2. Research England

In addition to the duties applicable to all UKRI Councils set out in these ToR, in the exercise of functions delegated to it by UKRI for the purpose of giving financial assistance, Research England must:

- 2.1 operate on behalf of UKRI on institutionally-focused policy and funding issues regarding research and knowledge exchange in English higher education providers, working closely with devolved funding bodies (8.8(b) UKRI Framework)
- 2.2 when exercising a function for the purpose of giving financial support, to consult such persons as Research England considers appropriate before determining any terms and conditions to be imposed in relation to the financial support (97(4) HERA 2017)
- 2.3 when required by UKRI, work co-operatively with the devolved funding bodies to allocate funds available across the UK (8.8(c) UKRI Framework)
- 2.4 provide assurance to the UKRI Board that process has been followed/complied with in relation to their statutory duties within the HERA 2017 to enable the Board to ratify recommendations.

ANNEX 2

Council Members - Roles and Responsibilities (taken from the UKRI Delegations Framework)

1. Senior Independent Member

A SIM's responsibility includes those of the ordinary Council member in addition to:

- Supporting the executive chair and providing advice on specific issues and how to deliver the most efficient and effective operation of the Council
- Maintaining regular contact with Council members to understand their perspective, and acting as an intermediary with the Executive Chair, elevating concerns to the Executive Chair, UKRI CEO or UKRI Chair as required.

2. Ordinary Council member

The ordinary Council members responsibility includes but is not limited to:

- Supporting the UKRI Board, Executive Committee and council in operating effectively within the overall UKRI organisational framework
- Actively participating in Council business, acting as a critical friend and providing scrutiny, advice and challenge to the council Executive Chair/Chief Executive
- Supporting the council Executive Chair/Chief Executive, providing advice to ensure executive decision-making is robust and can stand up to external scrutiny
- Supporting the council Executive Chair/Chief Executive in discharging their responsibilities for risk and assurance in relation to large investments (and where applicable institutes and catapults)
- Encouraging and facilitating collaborative work across UKRI as required
- Acting as an advocate supporting UKRI's vision and the importance of research and innovation to society and the economy
- Engaging with external stakeholders and thinking to develop ideas, raise awareness and disseminate latest thinking and ideas
- Taking on ad hoc assignments as requested by the council Executive Chair/Chief Executive, such as membership or chairing of subgroups, including cross-UKRI activity
- Participating in the council's evaluation and planning activities
- Championing equality, diversity and inclusion
- Championing environmental sustainability
- If necessary, raising concerns about the operation of the council or, where policies and programmes do not appear to align with the Strategic Delivery Plan, with the Executive Chair and the Council Senior Independent Member.