Department for
Science, Innovation
& Technology

Terms of Reference for the UKRI Board

Version 1.7 (updated September 2025)

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Terms of Reference (TOR) and Membership – UKRI Board

1. Introduction

UK Research and Innovation (UKRI), is a new research and innovation non-departmental public body. Operating across the whole of the UK and with a combined budget of more than £6 billion, UK Research and Innovation has brought together the seven Research Councils, Innovate UK and Research England. It will be an independent organisation and a strong voice for research and innovation, both to government and internationally.

The vision [vision statement and objectives to be updated in line with strategy] is for UK Research and Innovation to invest every pound of taxpayers' money wisely in a way that maximises impact for citizens in the UK and across the world. UK Research and Innovation will:

i. Push the frontiers of human knowledge and understanding;
ii. Deliver economic impact and social prosperity; and
iii. Create social and cultural impact by supporting our society and others to become enriched, stronger, healthier, more resilient and sustainable.

The Board will conduct an annual review of its own effectiveness and terms of reference, with an independent review undertaken at least every three years.

The Board will operate according to recognised precepts of good corporate governance in business:

- Leadership – articulating a clear vision for UKRI and giving clarity about how policy activities contribute to achieving this vision, including setting risk appetite and managing risk
- Effectiveness – bringing a wide range of relevant experience to bear, including through offering rigorous challenge and scrutinising performance
- Accountability – promoting transparency through clear and fair reporting
- Sustainability – taking a long-term view about what the department is trying to achieve and what it is doing to get there

The Board will operate in a way that satisfies best practice for corporate governance adopting the principles of the Corporate Governance code of good practice as appropriate[1].

2. Roles and responsibilities

The UKRI Board is UKRI's primary governing body to oversee and direct the activities of UKRI, including its strategy for research and innovation. The Board should ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control. It will also ensure that the responsible minister (Minister for Universities and Science) is kept informed of any changes which are likely to impact on the strategic direction of the UKRI Board or on the attainability of its targets, and determining the steps needed to deal with such changes.

[1] Corporate governance in central government departments: code of good practice https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/609903/PU2077_code_of_prac tice_2017.pdf

The Board also has a role in assisting the Chief Executive in discharging his/her Accounting Officer obligations set out in 'Managing Public Money' for the proper conduct of business and maintenance of ethical standards.

The UKRI Board is specifically responsible for the oversight of all issues of major organisation-wide importance to UKRI in the following areas:

Strategy and coordination

- Taking forward the strategic aims and objectives of UKRI consistent with its overall strategic direction and within the policy and resources framework determined by the Secretary of State (SoS) for Department for Science, Innovation and Technology (DSIT), providing advice, support and challenge to the Executive;
- Overseeing the development of UKRI's strategy for research and innovation including the approach to research and innovation infrastructure; ensuring a strengthened strategic approach to future challenges; maximising the value and benefits from the government's investment of over £6 billion per annum in research and innovation
- Advising the Secretary of State on strategic priorities, the balance of funding between research disciplines and the appropriate balance of dual support funding or any other issue where the Secretary of State request advice;
- Setting UKRI's corporate strategy, its strategic plan and key strategic objectives and targets; approving Councils' Strategic Delivery Plans and ensuring the overall coherence between UKRI's strategy and the individual Councils' Strategic Delivery Plans;
- Strengthening the strategic link between research disciplines, and between research disciplines and innovation, as well as between the research base, industry and policy makers;
- Strengthening the focus on cross-cutting issues that are outside the core remits of the current funding bodies, such as multi- and inter-disciplinary research, enabling the system to respond rapidly and effectively to current and future challenges.
- Advising on opportunities for greater collaboration between businesses and researchers, developing the pipeline of businesses and talent to drive greatest value from UK R&D, driving better alignment of research outputs with business needs to increase commercialisation and ensuring that knowledge and expertise is fully exploited for the benefit of the whole country.
- Ensuring the establishment of better mechanisms for the sharing of expertise and best practice – for example, around management of major projects and large capital investment – driving up the effectiveness of decision making, by overseeing key analysis of the research landscape.
- Comment on advice for the allocation of science and innovation budgets, providing support and challenge to the Executive.
- Providing scrutiny and challenge on UKRI policies, initiatives and projects, including reviewing strategic cases before they are submitted to DSIT;
- Overseeing performance, working closely with ARAC, to ensure clear, consistent, comparable performance information is used to drive improvements.

Appointments and recruitment

- Maintaining an overview of the appointments of members of the UKRI Councils agreed by the Nominations and Remuneration Committee;
- Overseeing and agreeing an effective recruitment policy which creates an inclusive culture in which diversity is fully valued and appointment and advancement is based on merit accomplishments
- Working with the Executive to ensure that the Councils are able to discharge their remits within UKRI, in line with the Higher Education and Research Act, the governance framework agreed with the Secretary of State, and having regard to any specific guidance from the Secretary of State.

Risk and assurance

- Providing final sign-off for strategic business case proposals, where relevant, and ensuring that all allocated funding is in line with UKRI's objectives;
- Providing advice about and scrutiny of key risks, with support from the Audit and Risk Assurance Committee (ARAC) and UKRI Internal audit;
- Reviewing risks and benefits, monitoring of outcomes against plans, within the policy and resources framework agreed with the responsible minister;
- Assuring itself of the effectiveness of UKRI's risk management system and procedures and its internal controls;
- Receiving and reviewing regular financial information concerning the management of UKRI, reviewing in a timely manner any concerns about the activities of UKRI, and providing positive assurance to the SoS that appropriate action has been taken on any such concerns;
- Ensuring that performance, monitoring and management information is shared with DSIT in line with the approach agreed with the SoS.

Engagement

- Providing a strengthened, unified voice for the UK's research and innovation funding system, facilitating the dialogue with government and partners on the global stage;
- Ensuring that there is coordination and co-operation with the Office for Students, in line with HERA and any collaboration agreement between OfS and UKRI, the devolved higher education funding bodies and other key partners;
- Engaging with stakeholders across the UK and internationally in research, industry, government and charities to promote the work of UKRI, acting as an advocate of research and innovation within the UK;

Corporate governance

- Ensuring that there are effective arrangements for governance, risk management and internal control across UKRI, with support from the Audit and Risk Assurance Committee (ARAC) and UKRI Internal audit;
- Ensuring that governance arrangements are sufficiently scrutinised. This responsibility may be discharged by the Audit and Risk Assurance Committee (ARAC). The Board must be assured that the discharge of this responsibility is effectively carried out and governance arrangements are scrutinised in detail, with regular reports being provided from the ARAC to the Board;
- Have responsibility for the effective and efficient use of public funds, operating within the limits of its statutory authority and any delegated authority agreed with DSIT
- Adhere to the Cabinet Office Code of Conduct for Board Members of Public Bodies[2].

Transition

- Being consulted and provide advice as required on any remaining transition activities for the set-up of UKRI.

3. UKRI Board Membership

The membership of the UKRI Board is:

- The Chair
- The Chief Executive Officer (CEO)
- The Chief Financial Officer (CFO)
- at least nine and not more than twelve Non-Executive Board members

The current membership is attached at Annex A and will be refreshed as members are appointed or stand down. The UKRI Board will be properly constituted when six or more of the members are in attendance which must comprise the Chair, CEO, CFO *or their duly authorised representatives*, and three other members. For the Chair the representative shall be another non-executive member of the board.

Members of the Board are appointed by the Secretary of State for Department for Science, Innovation and Technology after consulting with the Chair, with members typically serving for between 3 and 5 years in the first instance, with the possibility of an extension to their term.

The chair will provide induction to members on joining the board, supplemented by regular updates to keep board members' skills and knowledge up-to-date

The Secretary of State, or a representative of the Secretary of State, is entitled to attend and receive papers for UKRI Board meetings.

All potential conflicts of interest for non-executive board members should be considered on a case by case basis. Members have a responsibility it declare potential conflicts of interest, and to comply with the UKRI Declarations of Interest Policy and Guidance. The Secretary shall ascertain the existence of any conflicts of interest and minute them accordingly

All Board members should uphold the seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

[2] https://www.gov.uk/government/publications/board-members-of-public-bodies-code-of-conduct

4. Champions

The Chair may nominate individual Board members to act as Champions for a particular area of UKRI business.

The UKRI Innovation Champion will lead on promoting and championing innovation and business interests at the Board and will:

- Sit on the Council of Innovate UK to ensure a senior voice for innovation within UKRI and provide strategic support to Innovate UK's Executive Chair;
- Support Innovate UK and the UKRI Board in embedding innovation throughout the organisation;
- Ensure that in all its activities, UKRI considers the opportunities for business innovation;
- Be an authoritative voice in communicating to the business community;
- Provide independent advice to ministers on innovation issues, as required.

The Champion for the Research and Infrastructure Roadmap will:

- Provide advice and challenge to the team on the content and approach of the roadmap
- Support senior stakeholder engagement during the development of the roadmap, help raise awareness of the programme and promote the benefits/ final conclusions to the business, academic and wider stakeholder community in the UK and internationally;
- Ensure that in all its activities, UKRI Board considers potential links to the infrastructure roadmap;

5. Sub-committees

The UKRI Board may establish sub-committees and it is recommended that as a minimum an Audit and Risk Assurance Committee and a Nominations and Remuneration Committee be established. The Chair will nominate one non-executive member of the UKRI Board to chair these committees and subcommittees. The Board should ensure that it receives adequate and timely feedback on the work of those committees and is able to consider their decisions formally.

The UKRI Board will receive sub-committee minutes or summary report of the sub-committee meetings and an oral update from the sub-committee chair.

Audit and Risk Assurance Committee

The Audit and Risk Assurance Committee (ARAC) will support the Board and the Accounting Officer by reviewing the comprehensiveness and reliability of assurances as well as providing oversight and independent challenge regarding the implementation of policies and processes developed by UK Research and Innovation. The roles and responsibilities of the ARAC are set out in terms of reference, agreed by the Board.

The ARAC should consist of 6-10 members. The Chair of the ARAC will be a non-executive member of the Board. At least one member, but preferably more, should have recent and relevant financial experience.

Nominations and Remuneration Sub-Committee

The Nominations and Remuneration Committee (NomCo) will support the UKRI Board in determining the composition and effectiveness of the Councils and will agree the appointment of Council members. It will also advise on appropriate remuneration of Ministerial appointments (CFO, CEO, and Executive Chairs) and take decisions on remuneration packages for senior officials earning £100,000 or above. The roles and responsibilities of the NomCo are set out in terms of reference agreed by the Board.

The Subcommittee will report to the UKRI Board and will comprise a minimum of three non-executive Board members.

6. Administrative Support

The UKRI Board will have secretariat staff to provide logistical support to schedule and run Board meetings, take and agree minutes and track and follow up on actions arising.

7. Frequency of Board meetings

The UKRI Board will meet up to 8 times per year. *Ad hoc* meetings may be called by the Board Chair.

8. Relationship to UKRI Executive Committee

The UKRI Executive Committee is the main forum for examining developing strategy and will provide leadership to the organisation including across the collective activities of the separate UKRI Councils to ensure collaboration both at strategic and operational levels. It will work closely with the UKRI Board, including in particular the development of UKRI's research strategy and innovation, and UKRI's corporate strategy. This will include in relation to funding priorities and trade-offs for UKRI, and developing and agreeing UKRI advice to the Secretary of State (for example in relation to science and research funding allocation).

9. Revision history

Version	Comments	Date
1.0	Agreed by UKRI Chair John Kingman and BEIS Secretary of State Greg Clark.	21/03/2018
1.1	Minor update agreed by Jo Shanmugalingam (BEIS DG), and UKRI Chair, Sir Andrew Mackenzie, Science Minister sighted.	16/11/2021
1.2	Updated membership at Annex A	01/11/2022
1.3	Updated membership at Annex A	01/06/2024
1.4	Updated membership at Annex A. Added reference to the Declarations of Interest Policy. As agreed in Sept 2024 Board meeting for all ToR	06/10/2024
1.5	Updated membership at Annex A. Updated ToR to reference DSIT rather than BEIS. Updated names of Board committees (eg. ARAPC to ARAC).	28/01/2025
1.6	Updated Membership at Annex A to reflect incoming CEO formally stepping down from Board.	27/02/2025

ANNEX A To

UKRI Board TOR

UKRI MEMBERS OF THE BOARD AS AT 1 SEPTEMBER 2025

Sir Andrew Mackenzie	Chair and Chair of Nominations and Remuneration Committee
Professor Sir Ian Chapman	UKRI Chief Executive Officer
Siobhan Peters	UKRI Chief Financial Officer

Non-Executive Members

The Baroness Bull CBE	
Annie Callanan	
Rita Dhut	
Priya Guha	Chair Board Investment Committee
Professor Nola Hewitt-Dundas	
Professor Jane Norman	
Russell Schofield-Bezer	
Nigel Toon	Chair Growth Committee
Ruwan Weerasekera	Chair Audit and Risk Assurance Committee
Alexandra Jones	Secretary of State Representative (Director General for Science, Innovation and Technology at DSIT)