

# OVERVIEW OF QIB GOVERNANCE - OBJECTIVES, ROLES RESPONSIBILITIES AND RELATIONSHIPS

## 1. The BBSRC

**The BBSRC provides strategic funding to 8 institutes to support the BBSRC's mission in accordance with its Royal Charter.**

To:

- promote and support high-quality basic, strategic and applied research and related postgraduate training relating to the understanding and exploitation of biological systems;
- advance knowledge and technology, and provide trained scientists and engineers, which meet the needs of users and beneficiaries (including the agriculture, bio-processing, chemical, food, healthcare, pharmaceutical and other biotechnological related industries), thereby contributing to the economic competitiveness of the United Kingdom and the quality of life;
- provide advice, disseminate knowledge, and promote public understanding in the fields of biotechnology and the biological sciences.

The institutes deliver innovative, world class bioscience research and training, leading to wealth and job creation, generating high returns for the UK economy. They have strong links with business, industry and the wider community, and support policy development. Their research underpins key sectors of the UK economy such as agriculture, bioenergy, biotechnology, food and drink and pharmaceuticals. In addition, the institutes maintain unique research facilities of national importance.

The funding received from BBSRC is provided through grants for Institute Strategic Programmes and National Capabilities and for buildings, facilities and scientific equipment, and minor works. Compliance criteria for how these grants may be used, and related matters concerning the operation of the institute, are set out in the Institute Grant Agreement.

To reflect its predominantly “public good” and “not for profit” research mission, The Quadram Institute Bioscience is established constitutionally as a company limited by guarantee and a registered charity. Its charitable objects and powers are set out in Memorandum and Articles of Association.

The governance structure for the Institute was revised in 2011 separating the roles of the Members from those of the Trustee Directors. There are 3 Corporate Members (BBSRC, the University of East Anglia and the Chair of the QIB Board of Trustees) and their roles and responsibilities are defined in a Members Agreement. Below this there is a Board of Trustees whose members are also directors of the company and oversee the Institute's activities.

A number of mechanisms are in place to facilitate effective interaction between the Institute and BBSRC. These include regular meetings with the BBSRC Executive and with the BBSRC Council (the Chair of the Board of Trustees is invited to these meetings). An observer from BBSRC has the right to attend institute Board of Trustee meetings.

## 2. The Board of Trustees

The Chair of the Board of Trustees and the Board have responsibility for the stewardship of the Institute, as laid down in the Memorandum and Articles of Association and the Institute Grant Agreement and ensuring compliance with the requirements of the Companies Act and charitable registration.

The responsibility for ensuring that the Institute complies with this Agreement and takes account of related guidance rests with the Board of Trustees acting through the Director.

Board members serve on a part time non-executive basis. Responsibility for day-to-day matters is delegated to the Institute Director and his/her staff to the maximum extent practicable, within an agreed and clearly understood framework of strategic control endorsed by the Board. This framework should reflect the BBSRC Institute Grant Agreement and/or other guidance referred to within the Agreement and its associated documents such as Staff Code.

The Board of Trustees may also decide to delegate responsibility for specified matters to individual members, or sub-committees. The Board has ultimate responsibility for actions undertaken by individual members, sub-committees or the institute staff. Where delegation takes place, the arrangements should be properly documented. The documentation should identify clearly those matters reserved for decision by the Board of Trustees.

In particular the Board of Trustees shall:

- develop, with the Director, the long-term vision for the Institute
- advise and oversee the Director in:
  - managing and furthering the Institute's mission, aims and objectives
  - reviewing and monitoring the quality and relevance of all aspects of the Institute's work
  - monitoring the Institute's management and administration and in matters concerning efficiency, effectiveness and economy in the use of resources (funds, staff, tangible and intangible assets and liabilities)
  - ensuring an appropriate balance and synergy between the core, strategic and other research programmes
  - administering and being accountable for Institute funds in accordance with the BBSRC financial requirement
  - ensuring compliance with statutory requirements and following best practice in corporate governance and risk management.
- The Board shall establish a Science and Impact Advisory Committee to advise the Director and to review progress of QIB's science programme.

The liability of individual members is limited to £1 provided they act prudently, lawfully and in accordance with their terms of reference. The Institute carries professional indemnity insurance on behalf of the members.

### 3. The Institute Director

The Director is appointed by the Board of Trustees in consultation and with the approval of the Members and is responsible for the Institute. S/he is responsible to the Board of Trustees through the Chair for determining its organisation, strategy and management, so as to achieve the objectives and targets set for it by the Board of Trustees.

The Institute Director is accountable to the Board for scientific leadership and the efficient organisation and the financial and human resource management of the Institute within the delegated authority and lines of accountability set out in the Institute Agreement.

Particular responsibilities shall include:

- promoting excellence in research and training and fostering an effective partnership between the Institute and BBSRC
- formulating the long-term vision of the Institute
- providing strategic direction and scientific leadership of the Institute
- establishing internal mechanisms to monitor and review the quality and relevance of the Institute's research programme
- representing the Institute nationally and internationally
- overseeing the implementation of BBSRC staff and other relevant management policies
- representing the BBSRC as agreed with the Chief Executive
- providing the primary link between the Institute and the BBSRC
- maintaining the impartiality, integrity and objectivity with which the Institute carries out its functions
- assuring funders that science activity is carried out to appropriate quality assurance standards
- ensuring the Institute is economically sustainable through the effective management and use of the Institute's financial and other resources, with particular reference to:
  - the quality and performance of the administration of the Institute
  - operating effective systems of internal control to ensure that all funds available to the Institute are used for purposes for which they are intended and that all resources, including capital assets, equipment and staff, are used efficiently, effectively and economically
  - identifying and evaluating key risks, maintaining a risk management framework and drawing up effective action plans
  - complying with statutory requirements
- ensuring that proper project management systems are in place and regularly reviewed to reflect best practice
- ensuring that the development and installation of all business critical systems are subject to proper project management disciplines and that sound contingency plans are in place.

## **Board of Trustees Terms of Reference**

The Quadram Institute Bioscience is a company limited by guarantee, governed by both company and charity law and one of 8 institutes which receive strategic funding from the BBSRC.

The Board of Trustees has responsibility for the stewardship of the institute, as laid down in the Memorandum and Articles of Association and the Institute Grant Agreement with the BBSRC. It must ensure compliance with the requirements of the Companies Act and charitable registration.

Board members serve on a part time non-executive basis. Responsibility for day-to-day matters is delegated to the Institute Director and his/her staff to the maximum extent practicable, within an agreed and clearly understood framework of strategic control endorsed by the Board of Trustees.

### **The Board of Trustees will ensure that QIB:**

1. has strategic direction which supports the spirit and central aims of the BBSRC mission as laid down by Royal Charter.
2. operates in accordance with its Institute Grant Agreement with the BBSRC.
3. meets its legal obligations as a Company Limited by Guarantee and registered charity as defined in the Institute's Memorandum and Articles of Association.

### **It will achieve this by overseeing and advising the Director in:**

1. Developing and maintaining a realistic long-term vision and operational strategy for the Institute.
2. Ensuring that Institute has systems, processes and procedures in place which are appropriate for managing, reviewing and controlling all elements of the business in accordance with the law and its Conditions of Grant.
3. Developing and maintaining the quality and relevance of all aspects of the Institute's work
4. Ensuring an appropriate balance and synergy between the core, strategic and other research programmes
5. Monitoring the Institute's management and administration and in matters concerning efficiency, effectiveness and economy in the use of resources
6. Administering and being accountable for Institute funds in accordance with the BBSRC financial requirement
7. Ensuring compliance with statutory requirements, and following best practice on corporate governance, risk management and quality systems.

## **To assist the above activities, the Board of Trustees will have in place a:**

1. Science and Impact Advisory Committee (SIAC) to assist the development and maintenance IFR's science in relation to direction, balance, strategic relevance and quality (see TORS for SIAC). The Chair of SIAC will be a Trustee and Director of the Institute.
2. The Trustee Directors may also appoint such committees and may delegate any of its powers, on any terms it thinks fit, to such committees as it thinks fit to advise it on any matters concerning the work of the Charity.

## **Membership**

- The membership of the Board of Trustees shall be between 7 and 9, drawn normally from the academic community, the food industry and public representatives and covering a range of skills including business and risk, science and technology and social and ethical responsibility.
- All appointments shall be made by the Institute although the appointment of Chair requires the approval of the Corporate Members
- Corporate Members have the right to act as observers at the meetings of the Board.

## **Meetings**

- 4 times per year
- The Director shall normally be in attendance along with other members of the Institute as appropriate
- Minutes of the meeting will be kept

## **Governance**

Minutes of the meetings will be circulated to all Board of Trustees members and attendees.