

## **Appendix 5: Performance and Strategic Planning Committee Terms of Reference**

### **Role**

1. The Performance and Strategic Planning Committee (the “Committee”) is a committee of the Board, from which it derives its authority and to which it reports on matters related to performance, resources and strategic planning.

### **Membership**

2. The Committee shall comprise of at least five Board Members, at least three of whom shall be lay persons.
3. A member of the Bar Council or any of its representative committees may not be a member of the Committee.
4. A member of the Committee may not be appointed as a member of the Advisory Pool of Experts.
5. Appointments of Board Members to the Committee are made by the Board on the recommendation of the Nomination Committee and shall usually be coterminous with membership of the Board.
6. The Board shall appoint the Committee Chair, who shall be a lay person and Board Member, on the recommendation of the Nomination Committee. The Chair of the BSB shall not be the Committee Chair.
7. In the absence of the Committee Chair, or where the Committee Chair has declared an interest for a specific item, the remaining members present shall elect one of themselves to chair the meeting or item.
8. All Board and Committee members must complete BSB equality and diversity training within three months of taking up an appointment with the BSB.
9. A person shall cease to be a Committee member if:
  - a. the period for which they were appointed expires (and their appointment is not renewed);
  - b. they resign their membership by notice in writing;
  - c. they were appointed as a lay person and cease to be a lay person;
  - d. they were appointed as a practising barrister and cease to be a practising barrister or become a member of the Bar Council or one of its representative committees;
  - e. they fail to attend meetings with sufficient frequency and regularity to be able to discharge their duties and the Committee or Board resolves that they should cease to be a member; or
  - f. the Board resolves that they are unfit to remain a Committee member (whether by reason of misconduct or otherwise).

### **Secretary**

10. The Head of Governance and Corporate Services, or their nominee, shall act as the secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## **Attendees**

11. Only members of the Committee have the right to attend Committee meetings. The Director General shall be expected to attend Committee meetings. Other individuals such as senior management and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
12. Board Members have the right to receive papers and to attend meetings of the Committee.

## **Quorum**

13. The quorum for meetings of the Committee is three members.

## **Frequency**

14. The Committee will normally meet at least four times a year at appropriate times in the annual cycle and otherwise as required. A timetable of meetings and scheduled items for consideration will be agreed each year.

## **Notice of meetings**

15. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.
16. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. With the consent of the Committee Chair, shorter notice may be given.

## **Minutes of meetings**

17. The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.
18. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other Board Members and the Director General unless, exceptionally, it would be inappropriate to do so.

## **Written resolutions**

19. The Committee may pass a resolution in writing provided that the written resolution has the consent of at least two-thirds of members of the Committee who would have been eligible to vote on the matter at a meeting. Consent may be given in any written form, including electronically, for example by email. The resolution must then be ratified at the next Committee meeting and minuted as such.

## **Responsibilities**

20. Paying due regard to all relevant statutory, regulatory and best practice requirements, the Committee will carry out the following duties below for the BSB:
  - a) to support the Board and the executive in delivering high performance and in formulating the overall strategy for the BSB and, to these ends scrutinise the BSB's five-year Strategic Plan and annual Business Plan before the Board's approval is sought;
  - b) to oversee performance against relevant operational and financial performance objectives and targets set out in the Business Plan and to consider and agree any necessary corrective actions, including to the allocation of resources across the BSB, and, where relevant, make recommendations to the Board;

## **Performance**

- c) to advise the Board on a balanced scorecard of measures to assess performance in the delivery of core regulatory operations and to oversee performance against those measures;
- d) to advise the Board on the resources, system investments and process improvements needed to deliver and maintain high performance;

## **Strategy**

- e) to undertake preliminary horizon-scanning to take account of opportunities for, and risks to, the Regulatory Objectives and to present a qualified view to the Board to inform the BSB's future strategy;
- f) on behalf of the Board, to advise on the development of the BSB's strategy to deliver the Regulatory Objectives and the annual Business Plans which deliver that strategy;

## **Resources and budgets**

- g) to keep under review the resources and investments needed to deliver high performance and to implement the Board's agreed strategy and, to those ends, to decide the annual budget and revenue for recommendation to the Board;
- h) to agree how the BSB presents financial information to best effect and with appropriate transparency and comprehensiveness;
- i) to consider and agree the recommendations of the executive on the provision of corporate services, including where the executives proposes sharing any service with the GCB and that such sharing is in compliance with Rule 11 of the Internal Governance Rules on the basis that:
  - i.1. this will not undermine, and could not reasonably be seen to undermine, the separation of regulatory and representative functions;
  - i.2. this is effective and appropriate for the BSB to discharge its regulatory functions; and
  - i.3. this is necessary to be efficient and reasonably cost-effective.
- j) to ensure that the BSB undertakes planning activity to best effect and in a timely and consistent manner, as well as to provide assurance to the Board on the robustness of programme and project management processes, and on the delivery of organisational reform programmes; and
- k) to support the Board and executive with finalising the BSB's Annual Report publications.

## **Reporting responsibilities**

- 21. The Committee Chair shall report to the Board on its proceedings at least bi-annually on all matters within its duties and responsibilities, but more often if required.
- 22. The Committee may raise any matters of concern at the next Board meeting, and adequate time should be available for Board discussion of such matters.
- 23. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **Other matters**

24. The Committee shall:

- a) ensure the periodic evaluation of the Committee's own performance is carried out;
- b) have access to sufficient resources in order to carry out its duties;
- c) oversee any investigation of activities which are within its terms of reference; and
- d) at least annually, review these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

25. To facilitate the Committee's discharge of its responsibilities in relation to particular items of business, it may procure specialist ad-hoc advice at the expense of the BSB.

**Reviewed:**

**23 May 2024**