



**STRATEGY IMPLEMENTATION: CHANGES TO CORPORATE GOVERNANCE  
ARRANGEMENTS**

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## **JNCC SUPPORT CO. BOARD**

### **STRATEGY IMPLEMENTATION: CHANGES TO CORPORATE GOVERNANCE ARRANGEMENTS**

**Paper by Sue McQueen**

#### **1. Introduction**

- 1.1 The proposals in this paper take forward the changes to governance arrangements agreed by Committee in December to enable the strategy to be delivered and to allow Committee to operate at a more strategic level.
- 1.2 The schedule of delegations (Annex 1) has been amended to:
  - i. reflect the decisions by Committee about the type of business items it intends to deal with in future;
  - ii. clarify responsibilities;
  - iii. streamline approval processes; and
  - iv. future-proof the document.
- 1.3 These changes have been reflected in the terms of reference for the relevant groups. This opportunity has also been taken to make presentational changes to the terms of reference, including standardising the format, and to tie them in closely to the schedule of delegations.

#### **2. Company Board and sub-groups**

- 2.1 One additional delegation is proposed for the **company Board**. This is to endorse any in-year changes needed to key performance indicators.
- 2.2 Two additional delegations are proposed for the **Audit and Risk Management Committee** (Annex 2) as follows:
  - i. ensuring that a process operates effectively to enable matters involving significant risk to the JNCC's or Government's reputation, legal standing or financial position to be identified and referred to the Joint Committee; and
  - ii. appointing, re-appointing or removing internal auditors and determining their remuneration.

- 2.3 The greatest effect of the change in Committee's role will be on the **Executive Management Board** (Annex 3), with further delegations to plan work and provide advice on behalf of Committee proposed as follows:
- i. agreeing policies, strategies and approaches for key work areas, especially where these cut across programmes;
  - ii. determining implementing mechanisms for substantial, or potentially contentious, work areas in conjunction with the GB country conservation bodies and NIEA where necessary;
  - iii. agreeing advice where this is novel, potentially contentious or involves any other significant implications for JNCC;
  - iv. approving papers prior to them being submitted to Committee;
  - v. for each of the above, agreeing to seek a decision from Committee where there are significant risks for JNCC, Government or others.

### **3. Other changes**

- 3.1 It is proposed that the Standing Orders for the Board are revised, circulated for comment by postal action and approved by the Chair on behalf of the Board.

## **Annex 1. Draft schedule of delegations**

### **Introduction**

1. Under the Regulatory Reform (Joint Nature Conservation Committee) Order 2005, and following approval from the Secretary of State, the Joint Committee set up the JNCC Support Co. as a company limited by guarantee. The purpose of the company is to provide services to the Joint Committee in connection with the functions specified in sections 33 and 36 of the Natural Environment and Rural Communities Act 2006 and in connection with any other functions of the Joint Committee. The change of arrangements for the provision of services to the Joint Committee implements action agreed in the Government's response, published in November 2002, to a review of the JNCC that reported in January 2002.
2. The Joint Committee, company Board and Executive Management Board has made certain delegations in accordance with the attached schedule.
3. The schedule comprises:
  - Part 1 Delegations from the Joint Committee to the company, Board of the company and any staff that the Board considers competent to undertake those responsibilities, and sub-groups of Committee.
  - Part 2 Delegations from the company Board to the Executive Management Board, Audit and Risk Management Committee and Company Secretary.
  - Part 3 Delegations from the Executive Management Board to staff. This is supplemented separately by detailed financial delegations.<sup>1</sup>
4. Each schedule shows the matters reserved to the delegating body alongside the areas of responsibility delegated. The schedules also require the body to whom responsibilities are delegated to refer back up through the line any matters that may involve either the company or the Joint Committee in significant risk to their reputations, legal standing or financial positions.

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<sup>1</sup> Available to Committee members on request.

**Part 1. Schedule of delegations from the Joint Committee to the JNCC Support Company.**

1. The responsibilities of the Joint Committee are set out in its accountability statement.
2. The Joint Committee has agreed that certain of its functions will be discharged by the JNCC Support Company (hereafter known as the ‘company’). The Joint Committee has delegated certain of its responsibilities to the company, the company Board and any employees of the company which the Board considers competent to undertake those responsibilities. The following table sets out in the left hand column the general areas of responsibility delegated to the company and in the right hand column the specific matters from each of these areas that are reserved for the Joint Committee. The Joint Committee has established a Remuneration Committee and the delegations made to it by the Joint Committee are shown in the central column. The Committee may at any time take back any responsibilities that it has delegated and specifically requires the company to refer to it any matter that may involve either the company or the Joint Committee in significant risk to their reputations, legal standing or financial positions.

<b>Delegated to the company</b>	<b>Delegated to the Remuneration Committee</b>	<b>Reserved for the Committee</b>
<p>Maintaining an effective framework of corporate governance to ensure that the Joint Committee fulfils its responsibilities for promoting the efficient and effective use of staff and other resources by the JNCC. This includes maintaining effective systems of:</p> <ul style="list-style-type: none"> <li>● delegated authorities;</li> <li>● risk management and audit;</li> <li>● planning and monitoring;</li> <li>● programme and project management;</li> <li>● financial management;</li> <li>● staff management;</li> <li>● environmental management;</li> <li>● information management;</li> <li>● health and safety; and</li> </ul>		<p>Regulating the Committee’s own procedures, including approving and amending Standing Orders and a schedule of matters reserved to the Committee.</p> <p>Approving corporate governance arrangements for the JNCC, with the agreement of the GB country conservation bodies and Defra and devolved administrations where necessary.</p> <p>Ensuring that the company is run in accordance with the intentions of the Natural Environment and Rural Communities Act 2006 and making recommendations as necessary to the Secretary of State on matters concerning establishing or winding up the company or changing its objects.</p>

<b>Delegated to the company</b>	<b>Delegated to the Remuneration Committee</b>	<b>Reserved for the Committee</b>
<ul style="list-style-type: none"> <li>internal and external communications.</li> </ul>		<p>Approving and submitting to the Secretary of State the JNCC's annual report and accounts (Chairman).</p> <p>Receiving and reviewing annual reports from the Audit and Risk Management Committee on the Committee's and company's control and risk management.</p> <p>Establishing the strategic direction of the JNCC and approving corporate and business plans and associated budgets to be executed through the company.</p> <p>Approving projects outwith the corporate or business plan, where these have a total full-life cost of more than £300k prior to obtaining final approval from Natural England (for projects with a total full-life cost of less than £500k) or Defra via Natural England (for projects with a total full-life cost of more than £500k).</p> <p>Approving high-level organisational strategies, such as communications and funding strategies, that have significant implications for the organisation.</p> <p>Reviewing and addressing major risks.</p>

<b>Delegated to the company</b>	<b>Delegated to the Remuneration Committee</b>	<b>Reserved for the Committee</b>
<p>Delivering the Joint Committee's corporate and business plans. This includes the provision of any advice, information or other services necessary to fulfil the plans on behalf of the Joint Committee, including that delivered through inter-agency or lead agency working arrangements.</p> <p>Endorsing any in-year changes needed to key performance indicators.</p>		<p>Agreeing strategies for JNCC's work including collaborative work with, or between, the GB country conservation bodies and Northern Ireland Environment Agency.</p> <p>Agreeing advice on the development or implementation of policy/legislation, which is potentially high-risk, contentious or novel for UK Government, devolved administrations or JNCC.</p> <p>Reviewing and contributing to new thinking and approaches for, or affecting, nature conservation.</p> <p>Receiving reports from the Executive Management Board on significant decisions made on the Committee's behalf.</p> <p>Giving guidance or information to any of the country Councils on any matter arising in connection with the functions of that Council, which, in the opinion of the Committee, concerns nature conservation for the UK as a whole or nature conservation outside the UK.</p>
<p>Employing staff required to support the Committee in fulfilling its statutory and general responsibilities, and fulfilling all responsibilities associated with this.</p>	<p>Setting the overall pay remit for staff employed by the company on the Committee's behalf, with the approval of Defra and</p>	<p>Appointing a Managing Director.</p>

Delegated to the company	Delegated to the Remuneration Committee	Reserved for the Committee
	<p>Treasury as required.</p> <p>In consultation with Defra, as necessary, setting and reviewing the terms and conditions and performance objectives for the Managing Director and determining the amount of any performance bonuses.</p> <p>Determining pensions with the approval of the Secretary of State.</p>	
<p>Entering into, and managing, contracts and other agreements necessary for the provision of goods and services required for the Joint Committee to fulfil its statutory and general responsibilities and complying with associated requirements in the financial memorandum.</p>		
<p>Holding and managing funding and other assets provided to the Joint Committee for the fulfilment of its statutory and general responsibilities and complying with associated requirements in the financial memorandum. This includes responsibility for administering and accounting for any funds provided by the Joint Committee to the GB country conservation bodies and Northern Ireland Environment Agency.</p>		

**Part 2. Schedule of delegations from the company Board.**

1. The responsibilities of the Company Board are set out in its accountability statement.
2. The Board has delegated certain of its responsibilities to two sub-committees of the Board (the Executive Management Board and the Audit and Risk Management Committee) and to the company secretary. Delegations to the Executive Management Board reflect the responsibilities delegated to the Managing Director by the Chief Executive of Natural England as lead Accounting Officer for the JNCC, as set out in the Management Statement. To ensure the Managing Director is able to comply with these responsibilities, the Managing Director will act as the Chairman of the Executive Management Board.
3. The following table sets out in the left hand column delegated responsibilities, in the middle column the group or individual to whom these responsibilities are delegated, and in the right hand column the specific matters from each of these areas that are reserved for the company Board. The Board may at any time take back any responsibilities that it has delegated (but with regard to the Accounting Officer responsibilities delegated to the Managing Director) and specifically requires the sub-committees and company secretary to refer to it any matter that may place either the company or the Joint Committee at significant risk.

<b>Responsibility</b>	<b>Delegated to:</b>	<b>Reserved for the company Board</b>
Making company appointments (excluding staff).		<p>Admitting members of the company in accordance with the Articles of Association.</p> <p>Appointing additional directors to the company in accordance with the Articles of Association.</p> <p>In the absence of the chairman of the company Board, appointing a chairman for the meeting in accordance with the provisions of the Articles of Association and the requirements of the Secretary of State.</p>

Responsibility	Delegated to:	Reserved for the company Board
		Establishing, amending or dissolving sub-committees of the Board as may from time to time be appropriate, including agreeing their terms of reference and membership.
Maintaining a comprehensive system of internal delegated authorities which are notified to all staff, together with a system for regularly reviewing compliance with these delegations.	Executive Management Board	
Planning JNCC's work in support of Joint Committee, producing corporate and business plans and putting in place appropriate mechanisms and staff and financial resources for their delivery.	Executive Management Board	Endorsing quarterly reports on the company's performance and financial position against the JNCC's corporate and business plans, including any changes to key performance indicators.
Delivering the Joint Committee's corporate and business plans. This includes the provision of any advice, information or other services necessary to fulfil the plan on behalf of the Joint Committee including that delivered through the GB country conservation bodies and Northern Ireland Environment Agency.		
Providing advice and information to the Joint Committee to enable them to deliver the matters reserved to them.		
Monitoring and advising the Board on the company's performance and resource (staff and financial) position against the JNCC's corporate and business plans, and deciding on remedial action where necessary.		
Maintaining a system of risk management to inform decisions on financial and operational planning and to assist in achieving objectives and targets.	Executive Management Board	Reviewing changes to major risks concerning the company.
Ensuring that all funds held by the company on the Joint Committee's behalf are used for the purpose intended by Parliament, and that such monies, together with assets, equipment and staff held/ employed by the company on the Joint Committee's behalf, are used economically, efficiently and	Executive Management Board	Approving any significant changes in financial management policies and practices.

<b>Responsibility</b>	<b>Delegated to:</b>	<b>Reserved for the company Board</b>
<p>effectively.</p> <p>Ensuring that adequate internal management and financial controls are maintained by the JNCC, including programme, project and contract management, and measures against fraud and theft.</p> <p>Being responsible for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared, and presented in accordance with any directions issued by the Secretary of State.</p> <p>Signing the accounts and a Statement on Internal Control regarding the JNCC's system of internal control (Managing Director);</p> <p>Producing an annual report for approval by the Chairman.</p> <p>Paying on time the proper amounts of tax, VAT and National Insurance.</p>		<p>Approving the company's accounts and the related submission to the Joint Committee.</p>
<p>Ensuring that effective personnel management policies are maintained that meet the requirements of employment law and ensure the health and safety of staff.</p> <p>Appointing, removing and remunerating staff (except for the Managing Director, who is appointed by the Joint Committee).</p>	<p>Executive Management Board</p>	<p>Appointing or removing the company secretary.</p>
<p>Ensuring compliance with information legislation.</p>	<p>Executive Management Board</p>	
<p>Ensuring that statutory documents are delivered to the Registrar as and when required by the Companies Acts and that other requirements of the Companies Acts are complied with. Advising the Board by means of a written report at</p>	<p>Company secretary</p>	

Responsibility	Delegated to:	Reserved for the company Board
each of its meetings of action taken in this respect.		
Promoting a climate of financial discipline and internal control, overseeing arrangements to attain value for money, regularity and propriety, and reducing the opportunity for financial or other mismanagement.	Audit and Risk Management Committee	
Appointing, re-appointing or removing internal auditors and determining their remuneration.	Audit and Risk Management Committee	
Approving long-term and annual plans for internal audit and commissioning audits of specific projects and value for money audits as required.		
Promoting understanding of internal audit's role and value within the JNCC.		
Advising, by means of a written annual report and any other means considered appropriate, the company Board, Managing Director, and Natural England's Chief Executive in lead Accounting Officer role on:	Audit and Risk Management Committee	
<ul style="list-style-type: none"> <li>• strategic policies and processes for risk, control and governance, and related assurances including the Statement of Internal Control;</li> <li>• accounting policies and processes, including the process for review of the accounts prior to submission for audit;</li> <li>• the accounts, the letter of management representation, and the pre-certification report and management letter, including levels of error identified and management's response;</li> <li>• internal audit plans, findings and results;</li> <li>• environmental audit issues.</li> </ul>		
Ensuring that a process operates effectively to enable matters involving significant risk to the JNCC's, UK Government's or devolved administrations' reputation, legal standing or financial positions to be identified and referred to the Joint Committee.	Audit and Risk Management Committee	

## **Annex 2. Draft terms of reference for the Audit and Risk Management Committee**

### **1. Background**

- 1.1 In March 2005, the Joint Committee formally delegated to its support company for setting up an Audit and Risk Management Committee. The company therefore established the Audit and Risk Management Committee as a sub-committee of the company Board. The company Articles of Association specify that the scope of the Audit and Risk Management Committee extends to all JNCC business whether delegated to the company or reserved by the Joint Committee. In this way it will account to the company Board and to the Joint Committee. The Chair of the Audit and Risk Management Committee will also have direct access to the Joint Committee for any concerns regarding the company.

### **2. Relationship with the GB conservation bodies and Northern Ireland Environment Agency**

- 2.1 As the relationship between the JNCC and the GB conservation bodies was not changed fundamentally as a result of the changes made by the Regulatory Reform Order which made provision for the company to be established, JNCC matters are still within the scope of their Audit and Risk Management Committees' business and that of DoE Northern Ireland. In line with the agreed lead Accounting Officer role of Natural England's Chief Executive, it is anticipated that Natural England's Audit and Risk Management Committee will seek assurance on JNCC matters by:
- i. ensuring that the arrangements for the JNCC's Audit and Risk Management Committee are satisfactory;
  - ii. receiving an annual report from the JNCC's Audit and Risk Management Committee; and
  - iii. having access to internal audit reports and external audit correspondence.

### **3. Role and purpose**

- 3.1 The Audit and Risk Management Committee has been established to support the company Board and the Joint Committee in its responsibilities for issues of risk, control and governance and associated assurance.
- 3.2 The Audit and Risk Management Committee is an advisory and commissioning Committee established to:
- i. promote a climate of financial discipline and internal control and oversee arrangements to attain value for money, regularity and propriety, and reduce the opportunity for financial or other mismanagement;
  - ii. appoint, re-appoint or remove internal auditors and determine their remuneration. Approve long-term and annual plans for internal audit and commission audits of specific projects and value for money audits as required. Promote understanding of internal audit's role and value within the JNCC;

- iii. advise, by means of a written annual report and any other means considered appropriate, the company Board, Managing Director, and Natural England's Chief Executive in lead Accounting Officer role on:
  - strategic policies and processes for risk, control and governance and related assurances including the Statement of Internal Control;
  - accounting policies and processes, including the process for review of the accounts prior to submission for audit;
  - the accounts, the letter of management representation, and the pre-certification report and management letter including levels of error identified and management's response;
  - internal audit plans, findings and results;
  - environmental audit issues;
- iv. ensure that a process operates effectively to enable matters involving significant risk to the JNCC's, UK Government's or devolved administrations' reputation, legal standing or financial position to be identified and referred to the Joint Committee.

#### **4. Membership**

4.1 Membership comprises up to five members as follows:

- i. Independent member(s) of the Joint Committee (excluding the Chair); Member(s) from the UK conservation bodies (excluding Chairs); and external member(s);
- ii. the Audit and Risk Management Committee will be chaired by an independent member, appointed by the company Board.

4.2 Three members must be present for the meeting to be deemed quorate.

#### **5. Process**

##### ***Meetings***

- 5.1 The Audit and Risk Management Committee will meet four times a year. The Chair of the Audit and Risk Management Committee may convene additional meetings as he or she deems necessary.
- 5.2 Audit and Risk Management Committee meetings will normally be attended by the Managing Director, the Director of Policy and Resources or a delegated officer, the Head of Internal Audit and a representative of external audit.

- 5.3 The Audit and Risk Management Committee may ask any other officials of the organisation or the Chief Executive of Natural England in lead Accounting Officer role or the other joint Accounting Officers, referred to in paragraph 2.1 above, or their representatives, to attend to assist it with its discussions on any particular matter.
- 5.4 The Audit and Risk Management Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- 5.5 The company Board, the Managing Director, Natural England's Chief Executive in lead Accounting Officer role or other joint Accounting Officers, referred to in paragraph 2.1 above, may ask the Audit and Risk Management Committee to convene further meetings to discuss particular issues on which they would like the Committee's advice.
- 5.6 A lead representative of the internal audit company and a representative from JNCC will attend if required, the Natural England Audit Committee to report on JNCC Audit and risk management business.
- 5.7 A majority vote is required for a decision to be agreed. If a majority vote is not reached and the issue must be decided at the meeting, the Chairman has a second or 'casting' vote. If any member(s) disagree(s) with the final decision he/she may have their views noted in the minutes. If a vote is not taken then the issue(s) may be deferred so that additional information or options can be provided. Once a vote has been taken and the outcome determined, the Chairman will state the decision made and this will be recorded for the minutes.
- 5.8 Apologies should always be submitted prior to the meeting. If a member of the Committee is absent for more than three meetings without good cause, then that member may be asked to stand down. The Chair shall define 'good cause'.
- 5.9 All meetings of the JNCC Audit and Risk Management Committee are closed sessions.
- 5.10 The lead representative of the internal audit company and the representative of JNCC's external audit and Natural England's external audit will have free and confidential access to the Chair of the Audit and Risk Management Committee.
- 5.11 Natural England's Chief Executive as lead Accounting Officer will have free and confidential access to the Chair of the Audit and Risk Management Committee.

### ***Reporting***

- 5.12 In addition to an annual report, the Audit and Risk Management Committee will formally report in writing to the company Board after each meeting. Minutes of each meeting will also be circulated to regular attendees and maintained at Monkstone House for inspection.
- 5.13 The annual report will also be provided to the Joint Committee.

### **Annex 3. Draft terms of reference for the Executive Management Board**

#### **1. Background**

- 1.1 In March 2005, the Joint Committee formally delegated to its support company many of its responsibilities relating to delivery of its statutory functions. In turn, the company Board delegated to the Executive Management Board responsibility for directing and managing the affairs of the company to deliver the Joint Committee's corporate and annual business plans within a framework of effective controls.

#### **2. Role and responsibilities**

2.1 The Executive Management Board is responsible for:

- i. planning JNCC's work in support of the Joint Committee, producing corporate and business plans and putting in place appropriate mechanisms and staff and financial resources for the delivery of these plans;
- ii. Delivering the Joint Committee's corporate and business plans. This includes the provision of any advice, information or other services necessary to fulfil the plan on behalf of the Joint Committee including that delivered through the GB country conservation bodies and Northern Ireland Environment Agency;
- iii. providing advice and information to the Joint Committee to enable them to deliver the matters reserved to them;
- iv. monitoring and advising the company Board on the company's performance and resource (staff and financial) position against the JNCC's corporate and business plans, and deciding on remedial action where necessary;
- v. maintaining a system of risk management to inform decisions on financial and operational planning and to assist in achieving objectives and targets;
- vi. ensuring that all funds held by the company on the Joint Committee's behalf are used for the purpose intended by Parliament, and that such monies, together with assets, equipment and staff held/ employed by the company on the Joint Committee's behalf, are used economically, efficiently and effectively;
- vii. ensuring that adequate internal management and financial controls are maintained by the JNCC, including programme, project and contract management and measures against fraud and theft;
- viii. being responsible for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared, and presented in accordance with any directions issued by the Secretary of State;
- ix. signing the accounts and a Statement on Internal Control regarding the JNCC's system of internal control (Managing Director);

- x. producing an annual report for approval by the Chairman;
- xi. paying on time the proper amounts of tax, VAT and National Insurance;
- xii. ensuring that effective personnel management policies are maintained that meet the requirements of employment law and ensure the health and safety of staff;
- xiii. appointing, removing and remunerating staff (except for the Managing Director, who is appointed by the Joint Committee);
- xiv. ensuring compliance with information legislation;
- xv. maintaining a comprehensive system of internal delegated authorities which are notified to all staff, together with a system for regularly reviewing compliance with these delegations.

### **3. Membership**

- 3.1 Membership will comprise the Managing Director and up to three other executive Directors. Executive Directors who are not company directors, exceptionally, may be members of EMB.
- 3.2 The Executive Management Board will be chaired by the Managing Director to reflect both the Government accounting lines and Companies Acts requirements.
- 3.3 Two members of the Executive Management Board must be present for the meeting to be deemed quorate.

### **4. Process**

- 4.1 Meetings will normally be held once every calendar month. The Chair may convene additional meetings as he or she deems necessary.
- 4.2 Meetings will be in closed session although EMB may invite others to the meeting as necessary to provide information and advice.
- 4.3 Minutes of meetings will be produced and will be provided to members of the Joint Committee and company Board on request.
- 4.4 Agendas will focus on those matters reserved for EMB consideration as determined by EMB in the schedule of delegations and summarised in Annex A.
- 4.5 A written report on EMB's decisions on performance management, resource management and governance matters, and any matters associated with Companies Acts requirements, will be provided to the company Board each quarter.
- 4.6 A written report on other substantive decisions made by EMB will be provided to the Joint Committee each quarter.

- 4.7 EMB will take into account advice and information provided by the GB country conservation bodies and Northern Ireland Environment Agency in taking decisions that substantially affect them. Where EMB is unable to reach agreement with the GB conservation bodies and Northern Ireland Environment Agency, decisions will be referred to the Joint Committee.

## **Annex A. Matters reserved for EMB**

### *Planning*

- Determining strategic priorities based on guidance from Committee and providing guidance on future direction for programmes of work;
- Determining resource allocations for programmes.
- Agreeing policies, strategies and approaches for key work areas especially where these cut across programmes.
- Determining implementing mechanisms for substantial, or potentially contentious work areas, in conjunction with the GB country conservation bodies and Northern Ireland Environment Agency where necessary. Mechanisms may include company delivery, collaboration between company and GB conservation bodies and Northern Ireland Environment Agency, collaboration between GB conservation bodies and Northern Ireland Environment Agency, or delivery by a designated conservation body.
- Approving draft corporate and business plans before submission to the Joint Committee.

### *Advice, information and service delivery*

- Agreeing advice where this is novel or potentially contentious or has any other significant implications for the JNCC.
- Agreeing a position/policy on complex issues that cut across programmes.
- To facilitate the above, reviewing key decisions to be considered by Directors and the position reached by them.

### *Advice to Joint Committee*

- Approving papers prior to them being submitted to Committee.
- Agreeing a provisional forward programme for the Joint Committee including work on major cross-cutting strategic issues.

### *Performance and Resource monitoring*

- Addressing any major risks to JNCC's overall performance/resource position referred to EMB by Directors.
- Addressing any major variances to planned progress against key performance indicators and resource allocations, or other variances where these affect more than one Directorate.

*Risk Management*

- Monitoring corporate risks.

*Governance and Resource management (staff, assets and funds)*

- Approving policies and procedures relating to where these have significant legal, financial or reputational implications or require major changes in working practices
- Approving delegated financial limits to Programme Leaders and Project Managers.
- Approving contracts over £300k where commitment is for more than one year.
- Approving the pay remit as a draft for submission to the Remuneration Committee.
- Signing off annual report before submission to Committee for approval.