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Social Work England Board Terms of Reference

Agenda Item 10 Paper Ref 08

Paper for the

Social Work England Board

Sponsor

The Chair of the Board

Author

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Date

20/05/2020

Reviewed by

The Chair of the Board

This paper is for

Decision

Associated Strategic Objective

SO9: We will establish robust infrastructure, systems and processes that promote trust and confidence.

Impact: Risk Type and Appetite

Operational delivery - Open

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SOCIAL WORK ENGLAND BOARD

TERMS OF REFERENCE

Introduction

Social Work England was established under the Children and Social Work Act 2017 (“the Act”) to be a new single-profession regulator for social workers in England. It is a separate legal entity in the form of a non-departmental public body (“NDPB”) and operates at arm’s length from Government.

Social Work England was established on 1 April 2018. It took on its regulatory functions on 2 December 2019.

Social Work England regulates all social workers in England.

The Board is the governing body for Social Work England.

Purpose

The Board provides leadership, direction and a steer on the overall strategy for the organisation. It is responsible for overseeing the full range of Social Work England’s regulatory functions, including setting professional standards and standards for education and training for all social workers; establishing and running a fitness to practise system; and holding a register of social workers in England. The Board ensures effective arrangements are in place to provide assurance on risk management, governance and internal control.

Responsibilities

The Board’s specific responsibilities include:

- establishing and taking forward the strategic aims and objectives of Social Work England consistent with its overall strategic direction in its corporate plan
- providing effective leadership of Social Work England within a framework of prudent and effective controls which enables risk to be assessed and managed
- ensuring the financial and human resources are in place for Social Work England to meet its objectives
- reviewing management performance against Key Performance Indicators and other deliverables
- ensuring that the Board receives and reviews regular financial and management information concerning the management of Social Work England
- ensuring that it is kept informed of any changes which are likely to impact on the strategic direction of Social Work England’s Board or on the attainability of its targets, and determining the steps needed to deal with such changes and where appropriate

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bringing such matters to the attention of the Secretary of State and Principal Accounting Officer via the executive team, sponsor team or directly

- ensuring that any statutory or administrative requirements for the use of public funds are complied with; that the Board operates within the limits of its statutory authority and any delegated authority agreed with the Department, and in accordance with any other conditions relating to the use of public funds (Annex A); and that, in reaching decisions, the Board takes into account guidance issued by the Department
- supporting the Executive in the development and effective use of a Data and Insights strategy as part of our business plan objectives
- ensuring that as part of the above compliance it is familiar with:
 - the Framework Document,
 - any delegation letter issued to Social Work England
 - any elements of any settlement letter issued to the Department that is relevant to the operation of Social Work England
 - any separate settlement letter that is issued to Social Work England from the Department, and
 - that it has appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising from the above documents and ensure that the Chief Executive and Social Work England as a whole act in accordance with their obligations under the above documents
- demonstrating high standards of corporate governance at all times, including by using the independent audit committee to help the Board to address key financial and other risks
- assessing and approving risk appetite annually
- setting remuneration terms for the Chief Executive which give due weight to the proper management and use and utilisation of public resources
- appointing, with the Secretary of State's approval, subsequent Chief Executives
- contributing to the annual evaluation of the performance of the Chair, to be led by the Department
- determining all such other things which the Board considers ancillary or conducive to the attainment or fulfilment by Social Work England of its objectives, and
- establishing a publicly accessible register to list all the interests of its Board members.

Therefore, the Board will ensure effective arrangements are in place to:

- Provide strategic direction and challenge to the Chief Executive, and through the executive leadership team, in running the organisation.
- Ensure Social Work England's strategic direction and corporate objectives are in line with the core purpose.
- Provide assurance and ensure effective systems are in place for managing performance, risk, governance and internal control.
- Maintain probity in, and public accountability for, the exercise of Social Work England's functions and the use of public funds.

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Membership

The Chair and non-executive members are appointed by the Secretary of State under paragraph 2, Schedule 3 of the Act. These appointment are subject to the [Public Appointments Order in Council](#) and as such must comply with the [Governance Code on Public Appointments](#). All such appointments should have regard to the principle that appointments should reflect the diversity of the society in which we live, and appointments should be made taking account of the need to appoint boards which include a balance of skills and backgrounds.

The Secretary of State may remove a member, by notice in writing. Appointment processes will be carried out in line with the [Governance Code for Public Appointments](#). The Board operates in accordance with the [Code of Good Practice for Corporate Governance](#).

The membership of the Board consists of:

- The Chair
- The Deputy Chair
- Non-Executive Directors
- The Chief Executive

There are three sub committees made up from the members of the Board: the Audit, Risk and Assurance Committee, the Remuneration Committee and the Policy Committee.

Social Work England will comply with all the requirements for an NDPB and the principles of good governance for public bodies in ensuring that non-executive members will always be in the majority on the Board. This is to ensure that the organisation's executive is supported and constructively challenged in their roles.

Decision-making

Decisions by the Board are normally be made by consensus and in accordance with the [Social Work England Board Code of Conduct](#).

The decisions made by the majority of Board members will be considered as if made by the whole group. Decisions and actions will be recorded within the minutes of the meeting. While the Board may make use of committees to assist its consideration of appointments, succession, audit, risk and remuneration it retains responsibility for, and endorses, final decisions in all of these areas.

Where there is disagreement between the relevant committee and the Board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement. Where any such disagreement cannot be resolved, the committee concerned

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should have the right to report the issue to the sponsor team, Principal Accounting Officer, and Secretary of State. They may also seek to ensure the disagreement or concern is reflected as part of the report on its activities in the annual report.

Meetings

Meeting arrangement are as follows:

- the Board meets five times a year
- the Chair, or Chief Executive, may convene additional meetings, including strategy meetings, as they deem necessary
- the minimum number of non-executive members for the Board to be quorate is three plus the Chair
- Board meetings will normally be attended by the Executive Leadership Team and the Sponsor Team (DfE)
- other members of Social Work England's staff may be invited to attend the Board meetings as and when required
- as part of our commitment to openness and transparency, members of the public are welcome to attend and observe Board meetings held in public. Places for members of the public to attend board meetings as a guest will be allocated on a first come first served basis and will be limited according to capacity.

Reporting and Administration

The Executive Office Lead will provide the secretariat function for the Board. Papers for all Board meetings will be circulated at least 5 working days in advance of the meeting. The minutes of all Board meetings will be recorded including the recording of decisions made by the Board.

The minutes of the meetings and papers, as appropriate, will be published on the Social Work England website.

The minutes shall be made available within 10 working days to the Chair and Deputy Chair. The Chair, or if delegated, the Deputy Chair, is asked to agree the minutes before they are presented to the Board for approval at the following meeting.

Access

The internal auditors, external auditors or their representative and the Sponsor Team will have free and confidential access to the Chair of the Board.

Information requirements

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After the end of each financial year, the Board must prepare and publish an Annual Report and Accounts, which sets out its activities together with its audited accounts.

Review and Evaluation

The Chair will review the effective working of the Board and its members on an annual basis as set out in the [Code of Good Practice for Corporate Governance](#). The Chair will usually do this annually, with an externally facilitated board evaluation conducted at least every three years, in line with the [UK Corporate Governance Code](#) (Provision 21).

The terms of reference of the Board shall be reviewed and reapproved annually.

ANNEX A

Matrix A – Purchases	
Maximum authority levels (including VAT)	Role of authoriser
£10,000	Budget Holder
£25,000	Head of Function
£100,000	ELT Director
£500,000	Chief Executive
£500,000+	Board
Unbudgeted expenditure within agreed DfE budget allocations	Chief Executive
Unbudgeted expenditure out with agreed DfE budget allocations	Board + DfE
Notes: 1 Authority levels represent the gross value of an order (inc VAT) or contract rather than value of individual invoices. 2 Business cases are required for amounts of £25,000 and above.	

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AUDIT, RISK and ASSURANCE COMMITTEE

TERMS OF REFERENCE

Purpose

The Board has established an Audit, Risk and Assurance Committee as a sub-committee to support them in their responsibilities for providing assurance in the areas of audit, risk management, governance and internal control.

Responsibilities

The Audit, Risk and Assurance Committee provides assurance to the Board and Accounting Officer on:

- the strategic processes for risk management, governance, levels of assurance activity and the annual Governance Statement
- the accounting policies, the accounts, and the annual report of the organisation
- the Scheme of Delegation and in line with this, proposed expenditure over £500,000
- management's letter of representation to the external auditors
- planned audit activity and results of both internal and external audit
- adequacy of management response to issues identified by audit activity, including external audit's management letter
- assurances relating to the management of risk including data protection risks and compliance with data protection obligations, and corporate governance requirements for the organisation
- the proposals for tendering and appointment of internal auditors or for purchase of non-audit services from contractors who provide audit services
- the strategy, remuneration and the work of the National Audit Office for the audit work undertaken on the annual accounts
- compliance with [Government Financial Reporting Manual](#) and HMT [Managing Public Money](#)
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

Membership

The Chair of the Board is responsible for appointing the Chair of the Audit, Risk and Assurance Committee. The membership consists of:

- The Chair (a Non-Executive Director who is independent of the Chair of the Board and the Chair of the Remuneration Committee).
- Non-Executive Directors who are not existing members of the Remuneration Committee, and

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- The Chief Executive (Accounting Officer).

The Audit, Risk and Assurance Committee may also:

- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Meetings

Meeting arrangement for the Audit, Risk and Assurance Committee will be as follows:

- the Audit, Risk and Assurance Committee meets at least four times a year. The Chair of Audit, Risk and Assurance Committee may convene additional meetings, as they deem necessary
- a minimum of two non-executive director members of the Audit, Risk and Assurance Committee will be present for the meeting to be deemed quorate, including the Committee Chair
- Audit, Risk and Assurance Committee meetings will normally be attended by the:
 - Internal auditors
 - National Audit Office (External Audit) or their representatives
 - Sponsor Team (DfE)
- the Audit, Risk and Assurance Committee may ask any other post holder within Social Work England to attend to assist it with its discussions on any particular matter
- as part of our commitment to continuing professional development, members of staff are welcome to attend and observe Audit, Risk and Assurance Committee meetings. Places will be allocated on a first come first served basis and will be limited according to capacity
- the Audit, Risk and Assurance Committee may ask any or all of those who normally attend but who are not members to withdraw from a meeting to facilitate open and frank discussion of particular matters
- the Board or the Accounting Officer may ask the Audit, Risk and Assurance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- if the Chair of the Audit, Risk and Assurance Committee is absent for a meeting, the role of chairing the meeting will be delegated to a Non-Executive Director committee member.

Decision-making

The Audit, Risk and Assurance Committee acts only in an advisory capacity and has no executive or decision-making powers.

Reporting and Administration

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The Audit, Risk and Assurance Committee will report to the Board through the Chair of the committee. The Executive Office will provide secretariat facilities to the Committee.

Papers for all Board meetings will be circulated at least 5 working days in advance of the meeting. The minutes of meetings will be confidential and will not be reported at the public element of any full Board meeting. The minutes shall be made available within 10 working days to the Chair of the committee.

Access

The internal auditors, external auditors or their representative and the Sponsor Team will have free and confidential access to the Chair of the Audit, Risk and Assurance Committee.

Social Work England's Data Protection Officer will have free and confidential access to the Chair of the Audit, Risk and Assurance Committee and / or any Non-Executive Director of the Audit, Risk and Assurance Committee.

Review and Evaluation

The Audit, Risk and Assurance Committee will also review its own effectiveness annually and report the results of that review to the Board.

The terms of reference of the Audit, Risk and Assurance Committee shall be reviewed and reapproved annually.

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REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose

The Board has established a Remuneration Committee as a sub-committee of the Board to support the Board, the Chair and Deputy Chair of Social Work England in their responsibilities for providing assurance in the areas of remuneration and performance; people and culture

The work of the Remuneration Committee is bounded by the levels of remuneration and terms and conditions of service (including pensions) within the general pay structure approved by the Department for Education and HM Treasury and on the understanding the Secretary of State's approval is required to amend these terms and conditions.

As outlined in the Framework Document, the Board's Remuneration Committee advises the Secretary of State annually on the remuneration of the Chief Executive. The Chief Executive can take part in discussions but cannot take part in the Remuneration Committee's decision-making process and cannot attend or take part when the Committee is discussing the Chief Executive's own remuneration.

The Department's Director of HR may attend meetings of the Remuneration Committee, as the Secretary of State's representative, to advise on senior remuneration policy across the public sector and how this has been applied in other NDPBs. Social Work England should have regard to Chapter 5 of the [Cabinet Office's Public Bodies: A Guide for Departments](#) that provides guidance on staff issues in public bodies including the CEO.¹

Responsibilities

The responsibilities of the Remuneration Committee are to provide assurance to the Board regarding remuneration and performance; people and culture.

In providing assurance regarding remuneration and performance, the Committee

- Reviews the Chief Executive's annual performance report.
- Advises the Board who then advises the Secretary of State annually on the remuneration of the Chief Executive.
- Provides oversight on the setting of annual objectives for the Chief Executive.
- Reviews the Chief Executive's performance assessment of the Executive Leadership Team.
- Advises the Board on the remuneration of the team of Executive Directors.
- Reviews job specifications for Executive Directors and the Chief Executive.
- Supports the succession planning for the Chief Executive and Executive Directors.
- Advises the Board on appointing the Chief Executive.

¹ Social Work England Framework document 2022

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- Considers workforce development and strategy relating to the workforce.
- Provides assurance to the Board that the organisation is compliant with relevant legislation, appropriate external requirements, and policies.
- Reviews key workforce indicators including, but not exclusively, sickness absence, continuous professional development, turnover, and mandatory training.

In providing assurance regarding people and culture, the Committee

- Provides a steer on strategic direction and monitors implementation programmes for workforce issues and service delivery in line with the people and culture strategy and wider strategic objectives.
- Observes the concept of ‘attract, develop, and retain’ to ensure that we have the right people with the right skills in the right place at the right time.
- Provides a focus on workforce activity, role design, development, well-being, and people engagement.
- In line with the corporate risk approach reviews, assesses and identifies risk within the workforce portfolio, ensuring appropriate mitigation and escalation.
- Works collaboratively on the direction of the overall workforce change programme ensuring that resources are appropriately planned and managed to ensure sustainability and ability to fulfil organisational purpose.
- Oversees the benefits realisation of workforce initiatives and processes.

Decision-making

The Remuneration Committee acts only in an advisory capacity and has no executive or decision-making powers.

Membership

The Chair of the Board is responsible for appointing the Chair of the Remuneration Committee.

The membership of the Remuneration Committee is comprised of:

- The Chair (a Non-Executive Director who is independent of the Chair of the Board and the Chair of the Audit, Risk and Assurance Committee).
- Two Non-Executive Directors who are not existing members of the Audit, Risk and Assurance Committee.

The Chair of Social Work England and other Non-Executive Directors will attend as appropriate apart from the Chair of Audit, Risk and Assurance Committee.

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The Chair of the Board should attend meetings, as appropriate, to discuss the Chief Executive's remuneration and performance.

Meetings

- the Remuneration Committee will meet at least once a year
- the Chair of the Remuneration Committee may convene additional meetings, as they deem necessary
- a minimum of three Non-Executive Director members of the Remuneration Committee will be present for the meeting to be deemed quorate, including the Committee Chair.
- if the Chair of the Remuneration Committee is absent for a meeting, the role of chairing the meeting will be delegated to a Non-Executive Director committee member.

The Department of Education's ("DfE") Director of HR may attend meetings, as the Secretary of State's representative to advise on senior remuneration policy across the public sector and how this has been applied to other NDPBs.

The Remuneration Committee Chair, on behalf of the Remuneration Committee members may:

- invite the Chief Executive to attend any parts of its meetings excluding when the Committee is discussing the Chief Executive's own remuneration, and to take part in discussions excluding Remuneration Committee's decision-making process
- ask any other post holder within Social Work England to attend to assist it with its discussions on any particular matter
- ask any or all of those who normally attend, but who are not members, to withdraw from a meeting to facilitate open and frank discussion of particular matters
- ask the Remuneration Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Reporting and Administration

The Remuneration Committee Chair will report to the Chair of the Social Work England Board after each meeting. The Executive Office Lead will provide secretariat facilities to the Committee.

Papers for all Board meetings will be circulated at least 5 working days in advance of the meeting.

The minutes of meetings will be confidential and will not be reported at the public element of any full Board meeting. The minutes shall be made available within 10 working days to the Chair.

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Access

The Department for Education will have free and confidential access to the Chair of Remuneration Committee.

The internal and external audit teams will have access to the Chair of the Remuneration Committee and its members.

Review and Evaluation

The Remuneration Committee will review its own effectiveness annually and will report the results of that review to the Board.

The terms of reference of the Remuneration Committee shall be reviewed and reapproved annually.

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POLICY COMMITTEE TERMS OF REFERENCE

Purpose

The Board provides leadership, direction and a steer on the overall strategy for the organisation. It has established a Policy Committee as a sub-committee of the Board to support the Board, the Chair and Deputy Chair with oversight of the positioning of Social Work England as the single-profession regulator for social workers in England, in relation to matters of public policy.

This includes the organisation's programme of policy development, consultation, research and publications in delivering the current and future corporate strategy. The Committee will provide the Board with assurance with regard to the process and content of the organisation's policy programme, enabling the Board to delegate detailed scrutiny of the policy process, but also to receive regular reports and advice from the Committee.

Responsibilities

The Policy Committee

- Advises the Board on developing external policy, significant changes to existing policy, presentation of policy and relations with key stakeholders.
- Advises the Board on research priorities, procurement and progress of research partnerships, and recommendations and action issuing from research activity.
- Advises the Board on the programme of public consultation, to ensure inclusive and widespread engagement with people and agencies who may be affected by proposals and those who have an interest in our work.
- Advises the Board on matters relating to the link between policy and legislation, understanding the legal basis for developing policy and significant changes to regulation.
- Assures the Board on the development of a data and insights strategy.
- Reflects the Board's views on major policy publications, including but not limited to, state-of the-nation or landmark policy publications and advises the Board on horizon scanning, progress to delivery and the impact of policy outputs.
- Works alongside the Audit Risk and Assurance Committee to advise the Board on matters relating to regulatory risk, developing 'right-touch' mitigations, and monitoring and evaluating measures taken to protect the public.
- Agrees the executive's strategic aims on issues of equality, diversity and inclusion (EDI) and then advises the Board on the executive's progress towards delivery.
- Considers wider contextual issues that could impact us and relevant policies both social work specific and generic (e.g. workforce, regulation, health and social care).
- takes account of Stakeholder management. i.e. how we relate to stakeholders in our policy arena tactically and strategically to achieve maximum appropriate impact.

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Decision-making

The Policy Committee acts only in an advisory capacity and has no executive or decision-making powers.

Membership

The Chair of the Board is responsible for appointing the Chair of the Policy Committee.

The membership of the Committee is comprised of:

- The Chair (a Non-Executive Director)
- At least one other Non-Executive Director
- Two Executive Directors with responsibility for regulatory functions.

Meetings

- The Policy Committee will meet at least four times a year.
- The Chair of the Policy Committee may convene additional meetings, as they deem necessary.
- A minimum of three members of the Policy Committee will be present for the meeting to be deemed quorate, including the Chair.
- If the Chair of the Policy Committee is absent for a meeting, the role of chairing the meeting will be delegated to a Non-Executive Director committee member.

Reporting and Administration

The Policy Committee Chair will report to the Board after each meeting.

The Executive Office will provide secretariat facilities to the Committee.

Papers for all Board meetings will be circulated at least 5 working days in advance of the meeting.

The minutes of meetings will be confidential and will not be reported at the public element of any full Board meeting. The minutes shall be made available within 10 working days to the Chair of the Committee

Access

The Chief Executive will have free and confidential access to the Chair of the Policy Committee.

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Review and Evaluation

The Policy Committee will periodically review its own effectiveness annually and will report the results of that review to the Board.

The terms of reference of the Policy Committee shall be reviewed and reapproved annually.