

Social Work England Board

Terms of Reference

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, administratively classified by the Cabinet Office as 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 the Board 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 bringing such matters to the attention of the Secretary of State and Principal Accounting Officer via the executive leadership team, sponsor team (DfE) 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 DfE, 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 DfE
- supporting the executive leadership team 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 DfE that is relevant to the operation of Social Work England
 - any separate settlement letter that is issued to Social Work England from the DfE, 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 and Risk Assurance Committee to help the Board to address key financial and other risks
- assessing and approving risk appetite annually
- advising the Secretary of State annually on the remuneration of the Chief Executive giving 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 DfE
- 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 and maintaining 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 our overarching objective, the protection of the public.
- 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.

Membership

The Chair and non-executive members are appointed by the Secretary of State under paragraph 2, Schedule 3 of the Act. These appointments are subject to the [Public Appointments Order in Council 2019](#) 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, with the specific responsibilities detailed at Annex B
- Non-Executive Directors, one of whom will be an appropriately qualified finance director as described in Annex 4.1 of [Managing Public Money](#) and one of whom may be appointed by the Chair to undertake the role of Senior Independent Director (SID), with the specific responsibilities detailed at Annex C.
- The Chief Executive

There are three sub-committees made up from the members of the Board: the Audit and Risk 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.

Sub-Committees

The Chair will ensure Board committees are properly structured with appropriate terms of reference. The terms of each committee will set out its responsibilities and the authority delegated to it by the Board.

The Chair will ensure that committee membership is periodically refreshed and that individual independent non-executive directors are not over-burdened when deciding the chairs and membership of committees. Subject to each sub-committee's Terms of Reference, sub-committee members may include Social Work England's Chief Executive and executive directors, National Advisory Forum members and co-opted members.

Co-opted Members

The Board will decide the appointment of any co-opted members to sub-committees, following the process in Annex D.

Decision-making

Decisions by the Board are normally to be made by consensus and in accordance with the Social Work England Board Code of Conduct. Sub-committee members are also expected to abide by this Code.

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 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 arrangements are as follows:

- the frequency of Board meetings is aligned with the requirement to review performance, strategy and work on board development
- the Chair, Deputy 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 3 plus the Chair, or if delegated, the Deputy 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 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

After the end of each financial year, the Board must prepare and publish an Annual Report and Accounts. This sets out its activities together with an account of corporate governance in its annual governance statement, including the Board's assessment of its compliance with the Corporate Governance in [Central Government Departments Code of Good Practice](#); and 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 and DfE together
Notes: 1 Authority levels represent the gross value of an order (including VAT) or contract rather than value of individual invoices. 2 Business cases are required for amounts of £25,000 and above.	

Annex B

Deputy Chair: Role and responsibilities

The Deputy Chair is selected from the existing non-executive directors and their appointment is agreed by the Board. Their responsibilities include:

- To chair Board meetings, and lead the Board in discharging its responsibilities, in the absence of the Chair
- To deputise for the Chair at meetings with internal or external stakeholders when required
- To carry out other duties, as may be required, to support the Chair in his/her leadership of the Board.

Annex C

Senior Independent Director (SID): Role and responsibilities

The SID is selected from the existing non-executive directors and their appointment is agreed by the Board. Their responsibilities include:

- To work closely with the Chair, acting as a sounding board and providing support
- To act as an intermediary for other non-executive directors on the Board as and when necessary
- To be available to key stakeholders and other non-executives to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication (i.e. through Board meetings, or through the Chair, Deputy Chair or Chief Executive)
- Dealing with any complaints about the Chair, or dealing with any matters where the Chair has a conflict of interest and has recused him/herself
- To act as decision maker for complaints or other matters, as may be requested to support the Chair and/or maintain their independence to hear an appeal
- To support with succession planning, recruitment, and induction for the Chair's role and for other non-executive directors as may be required
- To contribute to the Chair's annual appraisal if this is requested by DfE

Annex D

Co-opted members may be appointed to sub-committees in an advisory, unremunerated, non-voting capacity to resolve knowledge or experience gaps in the membership of that committee. They shall not be an employee or member of Social Work England.

The process for deciding when and who to co-opt is as follows:

1. A gap is identified in the knowledge or experience of the members of a committee of the Board which needs filling on a restricted timetable.

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2. The reasons for the restricted timetable and the options for filling the gap are considered by the Board and (if applicable) it is decided that the most suitable option is to co-opt a member.
 3. Potential co-opted members will be discussed by the relevant committee and nominated by the Chair of the relevant committee to the Board for approval.
 4. Selection of co-opted members is at discretion of the Chair of the relevant committee and is based on the following principles:
 - a. Unique knowledge and experience that would support the committee to achieve the balance and diversity of thought and experience it requires to be effective.
 - b. There is confidence that the co-opted member(s) have the ability to:
 - declare and manage potential conflicts of interest
 - build strong working relationships with committee members and executive officers
 - understand and apply the principles of equality, diversity and inclusion when advising the committee.
 - demonstrate the seven principles of public life and Social Work England values
 - contribute to the effective governance of the organisation.
 5. With the consent of the proposed co-opted member, the Board considers the relevant committee Chair's nomination and makes the final decision on the appointment based on the terms set out in these Board terms of reference and the Committee terms of reference, subject to the co-optee signing a confidentiality agreement and agreeing to abide by the Board Code of Conduct.
 6. The co-opted member is informed in writing of their appointment to the relevant committee and asked to agree to abide by the Board Code of Conduct (covering expectations to avoid conflicts of interest, declare gifts and hospitality and declare and register interests), to sign a confidentiality agreement, and to note the Board and Committee terms of reference.
 7. Once the agreement to abide by the Board Code of Conduct and signed confidentiality agreement are received, the appointment can commence.

Last reviewed: January 2025

Signed off Board: January 2025

Next review date: January 2026

Policy Owner: Executive Director – People and Business Support