



This paper was provided to the Joint Committee for decision/discussion or information. Please refer to the minutes of the meeting for Committee's position on the paper.

To view other Joint Committee papers and minutes visit <http://www.jncc.gov.uk/page-2671>

To find out more about JNCC visit <http://www.jncc.gov.uk/page-1729>

JNCC SUPPORT CO.
BOARD OF DIRECTORS

DELEGATIONS WITHIN JNCC SUPPORT CO.

Paper by Sue McQueen

1. Under the Regulatory Reform (Joint Nature Conservation Committee) Order 2005, and following approval from the Secretary of State, the Joint Committee has 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 special functions specified in Section 133 of the Environmental Protection Act 1990 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 is expected to delegate certain responsibilities to the company, Board of the company and any staff that the Board considers competent to undertake those responsibilities at its meeting immediately preceding the Board meeting at which this paper is being considered.
3. This paper presents the schedule of delegations considered by the Joint Committee at its meeting and on which the delegations to the company will have been made.
4. The schedule comprises:
 - Annex 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.
 - Annex 2 Delegations from the company Board to the (Executive) Management Board, Audit and Risk Management Committee and Company Secretary.
 - Annex 3 Delegations from the (Executive) Management Board to staff. This will be supplemented by detailed financial delegations currently being developed.
5. 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.

6. Following delegation by the Board the Executive Management Board will subsequently make their sub-delegations to staff.
7. Annexes 4 and 5 contain the terms of reference for the Audit and Risk Management Committee (ARMC) and Management Board respectively. The Committee considered the terms of reference for the ARMC at its meeting in September 2004. Small amendments have been made since then to reflect comments made by English Nature's ARMC at its meeting in October 2004 and JNCC's shadow ARMC at its meeting in November 2004. The terms of reference reflect the schedule of delegations contained in this paper.
8. **The Board is invited to:**
 - i. **formally accept the responsibilities delegated to the company from 1st April 2005 by the Joint Committee as set out in Annex 1 and subject to any points raised by the Joint Committee and, in particular, agree to take over the conduct of, and all rights and interests in, the JNCC's accounts;**
 - ii. **endorse Annex 2;**
 - iii. **formally delegate to the Audit and Risk Management Committee, the Executive Management Board and the Company Secretary the responsibilities outlined in Annex 2;**
 - iv. **note Annex 3;**
 - v. **endorse Annexes 4 and 5;**
 - vi. **formally appoint the Audit and Risk Management Committee and Executive Management Board in accordance with Annexes 4 and 5.**

Joint Nature Conservation Committee

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 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.

Delegated to the company	Reserved for the Committee
<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: delegated authorities; risk management and audit; planning and monitoring; programme and project management; financial management; staff management; environmental management; information management; health and safety; and internal and external communications.</p>	<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 country agencies and Government.</p> <p>Ensuring that the company is set up and run in accordance with the intentions of the Environmental Protection Act 1990 as amended by the Regulatory Reform (Joint Nature Conservation Committee) Order 2005 and making recommendations as necessary to the Secretary of State on matters concerning establishing or winding up the company or changing its objects.</p> <p>Approving and submitting to the Secretary of State the JNCC’s annual report and accounts.</p> <p>Receiving and reviewing annual reports from the Audit and Risk Management Committee on the JNCC’s and company’s control and risk management.</p> <p>Establishing the strategic direction of the</p>

Delegated to the company	Reserved for the Committee
	<p>JNCC and approving corporate and business plans and associated budgets to be executed through the company.</p> <p>Approving projects with a total full-life cost of more than £300k prior to obtaining final approval from English Nature (for projects with a total full-life cost of less than £500k) or Defra via English Nature (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>Ensuring that a process is in place 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. Reviewing changes to major risks and addressing associated matters.</p>
<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 lead co-ordination networks.</p>	<p>Providing advice to Ministers quinquennially on the animals and plants listed on schedules 5 and 8 to the Wildlife and Countryside Act 1981.</p> <p>Receiving, reviewing and endorsing proposals relating to high-level advice on science policy, strategy and standards, and JNCC position statements.</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 GB as a whole or nature conservation outside GB.</p> <p>Discussing matters requiring the Committee's input to secure a common position across the country agencies.</p>
<p>Employing staff required to support the Committee in fulfilling its statutory and general responsibilities, and fulfilling all responsibilities associated with this. This includes responsibility for employing those</p>	<p>Appointing a Managing Director and, in consultation with the Defra, setting performance objectives for him/her.</p> <p>Setting the overall pay remit for staff</p>

Delegated to the company	Reserved for the Committee
<p>staff, previously assigned from the three country agencies to the Joint Committee who transferred to the company under the arrangements in line with Government policy on transfers in the public sector.</p>	<p>employed by the company on the Committee's behalf with the approval of Defra and Treasury as required.</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. This includes responsibility for any contracts made by English Nature on the Joint Committee's behalf that continue beyond the establishment of the company.</p>	<p>Approving contracts with a total full-life cost of more than £300k with the approval of English Nature (for contracts with a total full-life cost of less than £500k) or with the approval of Defra via English Nature (for contracts with a total full-life cost of more than £500k).</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 the Joint Committee's assets transferred to the company from the country agencies and taking over the conduct of, and all rights and interests in, the JNCC's bank accounts. It also includes responsibility for administering and accounting for funds provided by the Joint Committee to Lead Agencies.</p>	

Annex 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 English Nature 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.

Responsibility	Delegated to:	Reserved for the company Board
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>Recommending to the AGM the appointment, re-appointment or removal of external auditors, and agreement of their remuneration.</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	
<p>Establishing, in agreement with the Committee, Defra and devolved administrations, of the JNCC's corporate and business plans.</p> <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 plan on behalf of the Joint Committee. Including those delivered through lead co-ordination networks.</p> <p>Monitoring and advising the Board of the company's performance and financial position against the JNCC's corporate and business plans.</p>	Executive Management Board	Endorsing quarterly reports on the company's performance and financial position against the JNCC's corporate and business plans.
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 effectively.	Executive Management Board	<p>Approving any significant changes in financial management policies and practices.</p> <p>Approving the company's accounts and the related submission to the Joint Committee. Also approving the annual report prior to its submission for approval to the Joint Committee.</p>

Responsibility	Delegated to:	Reserved for the company Board
<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>Signing the accounts and 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. Signing a Statement on Internal Control regarding the JNCC's system of internal control, for inclusion in the annual report and accounts; also production of the annual report.</p> <p>Paying on time the proper amounts of tax, VAT and National Insurance.</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>	Executive Management Board	Appointing or removing the company secretary.
Ensuring compliance with data protection law requirements.	Executive Management Board	
Ensuring that statutory documents are delivered to the Registrar as and when required by the Companies Act (as set out in Appendix 1 of the Accountability Statements) and that other requirements of the Companies Acts are complied with. Advising	Company secretary	

Responsibility	Delegated to:	Reserved for the company Board
the Board by means of a written report at each of its meetings of action taken in this respect.		
Promoting a climate of financial discipline and internal control to reduce the opportunity for financial or other mismanagement.	Audit and Risk Management Committee	
<p>Appointing, re-appointing or removing internal auditors and determining their remuneration.</p> <p>Approving long-term and annual plans for internal audit.</p> <p>Promoting understanding of internal audit's role and value within the JNCC.</p>	Audit and Risk Management Committee	
<p>Assessing, and advising the Board by means of a written annual report and any other means considered appropriate, of the adequacy of:</p> <ul style="list-style-type: none"> ▪ strategic processes for risk, control and governance, and the Statement of Internal Control; ▪ the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors; ▪ the planned activity and results of both internal and external audit; ▪ management response to issues identified by audit activity, including external audit's management letter; ▪ assurances relating to the corporate governance requirements for the organisation; 	Audit and Risk Management Committee	

Responsibility	Delegated to:	Reserved for the company Board
<ul style="list-style-type: none"> ▪ risk management policy (and advising on the implications of assurances provided in respect of risk and control in the organisation). 		

Annex 3

Schedule of delegations from the Executive Management Board to staff of the Company

1. The responsibilities of the Executive Management Board are delegated to it from the company Board. Separately, the Managing Director has responsibilities delegated to him/her from the Chief Executive of English Nature as lead Accounting Officer for the JNCC. The company Board's delegations reflect those delegations from the Accounting Officer.
2. In turn, the Executive Management Board has delegated responsibilities to staff in the company. The following table sets out in the left hand column delegated responsibilities, in the middle column the staff 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 Executive Management Board. The Executive Management Board may at any time take back any responsibilities that it has delegated.

Responsibility	Delegated to:	Not delegated
Producing corporate and business plans.	Head of Planning and Resources in conjunction with programme leaders	Determining strategic priorities based on guidance from Committee, and agreeing programme targets and milestones based on advice from programme leaders. Approving draft plans before submission to the Joint Committee.
Putting in place appropriate staff and financial resources for the corporate and business plans to be delivered.	Determining project resource allocations (in line with programme allocations) – programme leaders. Scheduling of staff resources across projects – team managers.	Determining resource allocations for programmes.
Providing externally, or to the Joint Committee, advice, information and any other services necessary to deliver the project and programme targets in the corporate and business plans.	Staff competent to deliver the advice as determined by the relevant project manager for planned work or programme leader for unanticipated requests.	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 and referring to the Joint Committee as necessary. Agreeing a forward programme for the Joint Committee including work on major cross-cutting strategic issues.

Responsibility	Delegated to:	Not delegated
Monitoring the company's performance and financial position against the JNCC's corporate and business plans, and providing advice to the Executive Management Board by means of written quarterly reports.	Head of Planning and Resources in conjunction with programme leaders	Agreeing a) changes to programme targets and milestones, b) shifts in financial allocations as set out in the schedule of financial delegations, and c) major shifts in staffing
Maintaining a system of risk management to inform decisions on financial and operational planning and to assist in achieving objectives and targets, and advising the Executive Management Board quarterly by means of a written report on corporate risks.	Organisational Change Manager.	Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices. Agreeing control changes to corporate risks.
Maintaining an effective system of programme and project management.	Head of Planning and Resources	Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.
Maintaining effective financial policies, procedures and practices. Entering into contracts. Maintaining accounting records in a form suited to management requirements and published accounts. Producing audited company accounts and directors' report. Signing the accounts with the approval of the company Board. Submitting returns to Government under	Finance Manager Finance Manager Finance Manager Finance Manager Managing Director Finance Manager	Approving policies and procedures, 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.

Responsibility	Delegated to:	Not delegated
<p>requirements associated with the use of public funds.</p> <p>Paying on time the proper amounts of tax, VAT and National Insurance.</p>	<p>Finance Manager</p>	
<p>Ensuring that JNCC establishes and maintains a sound system of health and safety.</p> <p>Maintaining effective health and safety policies, procedures and practices.</p> <p>Maintaining effective personnel policies, procedures and practices</p> <p>Appointing employees and setting levels of remuneration and allowances.</p>	<p>Director of Resources and External Affairs</p> <p>Head of Personnel.</p> <p>Head of Personnel.</p> <p>Grade 6 and Grade 7 – Managing Director ‘S’ Level and below – Director of Resources and External Affairs</p>	<p>Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.</p>
<p>Maintaining effective data protection policies, procedures and practice.</p>	<p>Information and Data Services Manager</p>	<p>Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.</p>
<p>Producing an annual report</p>	<p>Communications Manager</p>	<p>Signing off annual report before submission to Committee for approval.</p>

**JNCC SUPPORT CO.
BOARD OF DIRECTORS**

**TERMS OF REFERENCE FOR THE AUDIT AND RISK MANAGEMENT
COMMITTEE FROM APRIL 2005.**

1. Introduction

- 1.1 The Joint Committee has formally delegated to the company the responsibility for setting up an Audit and Risk Management Committee. The company has therefore established the committee as a sub-committee of the Board of directors. 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 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.
- 1.2 As the relationship between the JNCC and the country agencies has not been changed fundamentally as a result of the Regulatory Reform Order changes, JNCC matters will still be within the scope of the country agencies' Audit and Risk Management Committees' business. In line with the agreed lead Accounting Officer role of English Nature's Chief Executive, it is anticipated that English Nature'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.
- 1.3 The Audit and Risk Management Committee will comprise four Joint Committee members (excluding country agency Chairs and the Joint Committee Chair) and an independent external member. Including an external member presents the opportunity to enhance the objectivity of the advice provided by the Audit and Risk Management Committee.
- 1.4 The Audit and Risk Management Committee has been established to support the Board in their responsibilities for issues of risk, control and governance and associated assurance.

2. Role

2.1 The Audit and Risk Management Committee is an advisory and commissioning Committee established to:

- i. promote a climate of financial discipline and internal control to reduce the opportunity for financial or other mismanagement;
- ii. advise the Board and Managing Director, and through him/her and English Nature's Chief Executive in lead Accounting Officer role, the Chief Executives of Scottish Natural Heritage and the Countryside Council for Wales who act jointly with English Nature's Chief Executive as JNCC's Accounting Officer on:
 - a. priorities for the internal audit team including its long-term plan and annual work programme;
 - b. all internal and external audit matters;
 - c. the adequacy of risk management policy and the implications of assurances provided in respect of risk and control in the organisation;
- iii. promote the understanding of internal audit's role and value within the JNCC;
- iv. commission value for money audits through the internal audit service provider;
- v. commission audits of individual projects as required;
- vi. consider environmental audit issues.

3. Membership

3.1 The members of the Audit and Risk Management Committee are:

- i. Non-executive Board members:

Professor David Ingram
Professor Jan Pentreath
Professor Janet Sprent
- ii. External members:

Mr Bryan Riddleston
- iii. The Audit and Risk Management Committee will be chaired by Professor David Ingram.

4. Meetings

- 4.1 The Audit and Risk Management Committee will meet at least three times a year. The Chair of the Audit and Risk Management Committee may convene additional meetings as he or she deems necessary.
- 4.2 A minimum of three members of the Audit and Risk Management Committee will be present for the meeting to be deemed quorate.
- 4.3 Audit and Risk Management Committee meetings will normally be attended by the Managing Director, the Director of Resources and External Affairs or a delegated officer, the Head of Internal Audit and a representative of external audit. Ms Sarah Fowler, a member of English Nature's Council and Audit and Risk Management Committee, will also be welcome to attend meetings.
- 4.4 The Audit and Risk Management Committee may ask any other officials of the organisation or the Chief Executive of English Nature in lead Accounting Officer role or the Chief Executives of Scottish Natural Heritage and the Countryside Council of Wales or their representatives, to attend to assist it with its discussions on any particular matter.
- 4.5 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.
- 4.6 The Board, the Managing Director, English Nature's Chief Executive in lead Accounting Officer role or the Chief Executives of Scottish Natural Heritage and Countryside Council for Wales 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. Access

- 5.1 The Head of Internal Audit and the representative of external audit will have free and confidential access to the Chair of the Audit and Risk Management Committee.
- 5.2 English Nature's Chief Executive as lead Accounting Officer will have free and confidential access to the Chair of the Audit and Risk Management Committee.

6. Reporting

- 6.1 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.

7. Responsibilities

- 7.1 The Audit and Risk Management Committee will advise the Board and Managing Director, and through him/her and English Nature's Chief Executive in lead Accounting Officer role, the Chief Executives of Scottish Natural Heritage and the Countryside Council for Wales who act jointly with English Nature's Chief Executive as JNCC's Accounting Officer on:
- i. the strategic processes for risk, control and governance and the Statement of Internal Control;
 - ii. the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
 - iii. the planned activity and results of both internal and external audit;
 - iv. adequacy of management response to issues identified by audit activity, including external audit's management letter;
 - v. assurances relating to the corporate governance requirements for the organisation;
 - vi. (where appropriate) proposals for tendering for either internal or external audit services.

8. Information requirements

- 8.1 The Audit and Risk Management Committee will be provided with:

For each meeting:

- i. a report summarising any significant changes to the organisation's risk register;
- ii. a progress report from the Head of Internal Audit summarising:
 - work performed (and a comparison with work planned)
 - key issues emerging from internal audit work
 - management response to audit recommendations
 - changes to the Periodic Plan
 - any resourcing issues affecting the delivery of internal audit objectives;
- iii. a progress report from the external audit representative summarising work done and emerging findings.

As appropriate:

- i. proposals for the terms of reference of internal audit;
- ii. the internal audit strategy;
- iii. the Head of Internal Audit's annual opinion and report;
- iv. quality assurance reports on the internal audit function;
- v. the draft accounts of the organisation;
- vi. the draft Statement of Internal Control;
- vii. a report on any changes to accounting policies;
- viii. external audit's management letter;
- ix. a report on any proposals to tender for audit functions;
- x. a report on co-operation between internal and external audit.

TERMS OF REFERENCE FOR THE EXECUTIVE MANAGEMENT BOARD.

1. Introduction

1.1 The Joint Committee has formally delegated to the JNCC Support Company many of its responsibilities relating to delivery of the special functions. In turn, the company Board has delegated to the Executive Management Board responsibility for directing and managing the affairs of the JNCC Support Company to deliver 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 Establishing corporate and business plans which reflect the JNCC's mission, strategic objectives and priorities and are endorsed by the Joint Committee and Government.
- ii. Putting in place staff and other resources in accordance with corporate and business plans and ensuring they are managed effectively to deliver the plans and in accordance with Government accounting and legal requirements.
- iii. Ensuring the Joint Committee is assisted effectively in establishing and delivering its statutory advice and ensuring that advice, information and other services delivered by the company on the Committee's behalf meet the necessary standards.
- iv. Monitoring the company's performance and financial position, ensuring necessary action is taken to make improvements and making relevant reports to the company Board and Joint Committee.
- v. Ensuring that the JNCC's annual report and accounts are produced, endorsed by the Joint Committee and distributed, and that other returns associated with the use of public funds are produced.
- vi. Ensuring that the company's accounts and statutory documents are produced, endorsed by the Board as necessary and delivered to the Registrar as and when required, and that other requirements of the Companies Acts are complied with.
- viii Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.
- vi 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. Chair of the Executive Management Board

3.1 The responsibilities of the company Board, under the Companies Act, and of the Accounting Officer, under Government Accounting requirements, are similar in many respects. JNCC's Managing Director has responsibilities analogous to those of an Accounting Officer through delegation from English Nature's Chief Executive as JNCC's lead Accounting Officer.

3.2 The Executive Management Board is to be chaired by the Managing Director to reflect both the Government accounting lines and Companies Act requirements.

4. Membership

4.1 In addition to the Managing Director as Chair, the Management Board will comprise the Director of Science and the Director of Resources and External Affairs.

5. Meetings

5.1 The Management Board will normally meet once every calendar month. The Chair may convene additional meetings as he or she deems necessary.

6. Quorum

6.1 Two members of the Executive Management Board must be present for the meeting to be deemed quorate.

7. Minutes and Reporting

7.1 The Management Board provide a written report on its decisions on key performance and resource management matters and any matters associated with companies act requirements to the company Board each quarter.