



NCA

National Crime Agency

NCA Board Operating Framework

December 2015

v1.3



NCA

National Crime Agency

NCA Board Operating Framework

Introduction

The National Crime Agency (NCA) is a Non-Ministerial Department. The Director General is appointed by, and directly accountable to, the Home Secretary and, through the Home Secretary, to Parliament. The Home Secretary determines the strategic priorities for the NCA and will hold the Director General to account for the effective discharge of the functions of the NCA, with the support of Home Office officials. The Director General has independent operational command of NCA activities. The role and responsibilities of the Home Secretary and Government are set out in greater detail in the [Framework Document for the NCA](#).

In line with the Framework Document, the Director General has established and chairs a Management Board ('the Board'). This outlines how the Board will operate, and complements the Board Terms of Reference and the Board Code of Conduct.

It is the duty of the Director General to ensure that all Board members are aware of these procedures and of their responsibilities as Board members. These procedures may be amended by agreement of the Board at any time.

Responsibilities of the Board

The Board's functions are both advisory – setting overall direction for the Agency within the scope of the Home Secretary's strategic priorities; and supervisory – scrutinising performance and challenging the Agency on delivery. In line with Government best practice, as set out in the Cabinet Office's 'Corporate governance in central government departments; Code of good practice 2011' ('the 2011 code'), the responsibility of the Board includes the following areas:

- a. **Strategic Clarity:** setting the vision and ensuring all activities contribute towards it;
- b. **Commercial Sense:** ensuring sound financial management by virtue of a professionally qualified and experienced finance director; scrutinising the allocation of financial and human resources; ensuring organisational design supports strategic objectives; setting the NCA's risk appetite and ensuring controls are in place to manage risk and to ensure value for money;
- c. **Talent Management:** ensuring the NCA has the people to deliver current and future needs;
- d. **Performance Monitoring:** agreeing the NCA business plan; monitoring and steering performance against the plan; scrutinising performance and setting



National Crime Agency

values and standards; ensuring clear, consistent, comparable performance information is used to drive improvements.

Composition of the Board

In accordance with the Framework Document for the NCA, the Board's membership will consist of: the Director General as chair; up to ten senior operational leaders of the NCA; and no fewer than three senior non-executive members. Non-executive members' skills and experience will enable them to provide constructive challenge and advice to the executive leadership.

The members of the Board will be appointed by the Director General.¹ Before appointing a non-executive member to the Board, the Director General will consult the Home Secretary².

The Chair may further invite others to attend Board meetings as observers or advisers to the Board. A senior Home Office official will normally attend Board meetings; will receive the Board's papers, including monthly financial reporting; and will receive records of Board meetings.

Meetings of the Board

Calling a Meeting

The Board normally meets every six weeks to a schedule of dates agreed in advance. If necessary, any member may request, and the DG may call, additional meetings.

Setting the Agenda

The agenda for each meeting is agreed by the Board Secretary and Director General and is set out in a Forward Plan for the year ahead. A Board member who wishes to add an item to an agenda should notify the Secretariat, preferably in writing, at least 10 working days before the meeting.

There are two categories of Board paper. They are:

1. for note or decision at a board meeting on a specified date;
2. for consideration out of committee: responses required from all members by a specified date;

¹ Appointment of Board members will be documented in the minutes of Board meetings when formally confirmed by the DG..

² Appointments of NCA non executive board members (NEBMs) are not public appointments and are not regulated by the Office of the Commissioner for Public Appointments (OCPA). These appointments will be made in line with the arrangements for appointing NEBMs to Enhanced Departmental Boards elsewhere in government, as set out at <http://publicappointments.cabinetoffice.gov.uk/applications/501fcc50e4b0746aa1e7e24a>.



National Crime Agency

All papers submitted to the Board need to be sponsored by a Board member and should follow an agreed paper template. Where a Board paper has been given a specific security marking or handling instructions, this must be respected by all recipients. The sponsor will determine whether the item is 'open' or 'closed'. Observers may be asked to leave the meeting for closed items.

Chair of Meeting

At any meeting of the Board, the Chair shall preside. If, in exceptional circumstances, the Chair is unable to attend or must absent himself/herself for whatever reason, he/she will determine a substitute Chair, usually the Deputy Director General. Other officers or external experts may attend by invitation of the Chair to advise on specific items of business.

Minutes

Draft minutes are drawn up by the Secretariat, and circulated for approval either out of committee or as part of the papers pack prior to the following Board meeting. Minutes of Board meetings are published on the NCA intranet, redacted if necessary, unless the Chair decides otherwise.

Summary records of Board meetings are published on the NCA website once approved.

Decision Taking

The Board will seek to determine issues by consensus. Where there is no unanimity, the minutes will record the different views held by individual members and the Chair will rule on the final decision, or on the deferring of the decision until greater unanimity can be achieved, subject to the provision that the Board may not overrule the Director General on matters concerning the discharge of his Accounting Officer or operational responsibilities.

Quorum

The quorum for NCA Board meetings is five members, to include at least one Non-executive member and either the Director General or Deputy Director General. If a member has been disqualified from participating in discussion on any matter by reason of a conflict of interest, they shall no longer count towards the quorum. If no quorum is available then the Board cannot commit the NCA to any decision made.

Board Committees



National Crime Agency

The Board may appoint committees and delegate specific and distinct functions and powers to those committees. Committee members may be members of the Board, other NCA officers or outside experts. Any committee must be chaired by a Board member.

Each committee has terms of reference (see Annex A), agreed by the Board, and must report back to the Board. With the agreement of the Board, committees may delegate some of their functions to a sub-committee. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of any committees or sub-committees established by the Board. A forward work plan should be produced by all committees bi-annually and submitted to the Board for oversight. A summary of the current Committee reporting structure is included at Annex B.

Code of Conduct

Board members must adhere to the NCA Board Code of Conduct. This includes a requirement for members to complete and maintain a register of declaration of interests as well as general standards of business conduct.

Board Effectiveness

The Board will review its effectiveness on at least an annual basis.

Date agreed by the Board: 17 December 2015.



NCA

National Crime Agency

Annex A – Board Committees’ Terms of References

Board: Terms of Reference

Composition

Chair: NCA Director General

Members: NCA Deputy Director General
NCA Director of CEOP Command
NCA Director of Change and Finance
Chief Information Officer
NCA Director of Corporate Services
NCA Director of Economic Crime Command
NCA Director of Intelligence and Operations
NCA Director Organised Crime Command
NCA Director of National Cyber Crime Unit
NCA Non-Executive Directors

Advisors: Legal Advisor

NCA DD Corporate Affairs (Secretary to the Board)

Observers: Home Office official
Trade Union representative
[Others as determined by Chair]

Secretariat: NCA Corporate Affairs

Quorum: Five Members, to include at least one NED plus the DG or DDG

Frequency: Every six weeks

Purpose

1. The National Crime Agency (NCA) leads the UK’s fight to cut serious and organised crime. Its vision is to be a world-class law enforcement agency, internationally recognised and respected for leading the fight to cut serious and organised crime.
2. The Board’s functions will be both **advisory**; setting strategic and business direction for the Agency within the scope of the Home Secretary's strategic priorities, and **supervisory**; scrutinising performance, ensuring strong corporate governance and challenging the Agency on delivery. It will set the



National Crime Agency

standards, both in words and deeds, for how the Agency will do its work and the culture it promotes.

3. As specified in the Crime & Courts Act 2013, the NCA will lead the UK's fight to cut serious and organised crime, with the following functions:
 - "Crime-reduction": securing that efficient and effective activities to combat organised crime and serious crime are carried out (whether by the NCA, other law enforcement agencies or other persons).
 - "Criminal intelligence": gathering, storing, processing, analysing, and disseminating information that is relevant to any of the following:
 - a. activities to combat organised crime or serious crime;
 - b. activities to combat any other kind of crime;
 - c. exploitation proceeds investigations (within the meaning of section 341(5) of the Proceeds of Crime Act 2002, exploitation proceeds orders (within the meaning of Part 7 of the Coroners and Justice Act 2009), and applications for such order.

Terms of Reference

4. In line with Government best practice as set out in the Cabinet Office's 'Corporate governance in central government departments; Code of good practice 2011', the responsibility of the Board includes the following areas: Strategic Clarity; Commercial Sense; Talent Management; and Performance Monitoring.
5. To fulfil these responsibilities, the Board will:

Strategic Clarity:

- set the vision and strategic direction on how the NCA will deliver against the Home Secretary priorities, and ensure activities contribute towards it;
- provide overall priorities for operational activity within the scope of the Home Secretary priorities around serious and organised crime;
- determine and promote the overall culture, ethics and values of the NCA;
- ensure that the NCA has the capability to deliver and is able to meet current and future needs;
- ensure key messaging is communicated to NCA officers and relevant partners as appropriate;
- communicate the work of the agency to the public, the NCA's partners and the media;
- assure, approve and own the NCA's Annual Plan;

Commercial Sense:

- establish and oversee sound corporate governance structures for the NCA,



National Crime Agency

- ensure sound financial management of the NCA, approve the distribution of responsibilities and scrutinise the allocation of financial and human resources within the agency in line with its functions and priorities;
- set the Agency's risk appetite, and ensure controls are put in place to manage risk and ensure value for money;
- assure the relationship with the Home Office in relation to reporting, budgeting and funding matters;

Talent Management:

- ensure the NCA has the people to deliver current and future needs through appropriate talent management and succession planning;

Performance Monitoring:

- monitor and steer the performance of the NCA and agree any remedial actions required, ensuring clear, consistent, comparable performance information is used to drive improvements;
- assure, approve and own the NCA's Annual Report and Accounts.

Roles and Responsibilities

6. The Board will be chaired by the Director General or in his/her absence the Deputy Director General.
7. The Board may appoint committees and delegate specific and distinct functions and powers to those committees. Committee members may be members of the Board, other NCA officers or outside experts. Board committees will be chaired by a Board member.
8. Each committee has terms of reference, agreed by the Board, and must report back to the Board. Details of each committee terms of reference are set out in the Board Operating Framework. With the agreement of the Board, committees may delegate some of their functions to a sub-committee. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of any committees or sub-committees established by the Board. A forward work plan should be produced by all committees bi-annually and submitted to the Board for oversight.

Governance and Structure

9. This terms of reference will be reviewed and agreed by the Board on an annual basis.
10. A forward work plan of all matters to be considered by the Board for the year ahead will be maintained by the Board Secretary and reviewed



National Crime Agency

regularly at the mid-point between meetings in consultation with the Chair to ensure scheduled agenda items are pertinent and timely.

11. A review of effectiveness will be conducted on an annual basis, and findings will be used to improve performance going forward.
12. Minutes of the Board will be published on the NCA intranet, following their approval by members. A copy of any 'open' Board paper will be made available to NCA officers upon request to the Secretariat. A public summary version of the Board minutes will also be published on the NCA website, once approved by members.
13. The sponsor of each agenda item considered by the Board will determine whether the item is 'open' or 'closed'. Observers may be asked to leave the meeting for closed items. Closed items will be redacted in the version of the minutes that are published

Date agreed by the Board: 17 December 2015.



NCA

National Crime Agency

Executive Leadership Team: Terms of Reference

Composition

Chair:	NCA Director General
Members:	NCA Deputy Director General NCA Director of CEOP Command NCA Director of Change and Finance NCA Chief Information Officer NCA Director of Corporate Services NCA Director of Economic Crime Command NCA Director of Intelligence and Operations NCA Director of Organised Crime Command NCA Director of National Cyber Crime Unit
Advisors:	Legal Advisor NCA Deputy Director Corporate Affairs
Optional:	NCA Non-Executive Directors Others (as determined by the Chair)
Secretariat:	NCA Corporate Affairs
Quorum:	Five members
Frequency:	Monthly

Purpose

1. The NCA Executive Leadership Team (ELT) will act as a committee of the Board. It will support the Director General in his/her responsibility for the effective discharge and management of the NCA's functions.

Terms of Reference

2. The ELT will focus on delivering against the strategic direction set by the Board, and consider matters relating to the management and leadership of the agency, including those around which the consideration or agreement of the Board is not required.
3. The functions of the ELT will include:



National Crime Agency

- taking responsibility for ensuring that the NCA delivers against the priorities set by the Secretary of State and the operational priorities of the Director General;
- providing visible leadership, supporting NCA values, and promoting the behaviours and standards required of NCA officers;
- Allocating and managing operational resources to ensure outcomes are consistent with the NCA's priorities and strategic direction;
- agreeing the direction of NCA policy and delivering complementary Command strategies and designs;
- assessing and managing Command-level risks, in line with the risk appetite set by the Board;
- ensuring compliance with the NCA's corporate governance standards as agreed by the Board; and
- discussing Command-level performance and agreeing any remedial actions required.

Roles and Responsibilities

4. The responsibilities of the ELT will be complementary to the operational oversight provided by the NCA Strategic and Tactical tasking and coordination meetings.
5. The ELT will be chaired by the Director General or a Director appointed by him/her and normally the Deputy Director General in the first instance.
6. Wherever appropriate, the ELT will refer matters to the Board for consideration and provide an update on issues that arise which require Board oversight.
7. The ELT may delegate some of its functions to a sub-committee with the agreement of the Board.

Governance and Structure

8. This terms of reference will be reviewed and agreed by the ELT and the Board on an annual basis.
9. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of the ELT or any sub-committees established.
10. A forward work plan of all matters to be considered by the committee will be submitted to the Board for oversight on a bi-annual basis.
11. A self-assessed review of effectiveness will be conducted on an annual basis, and findings will be reported to the Board.
12. Following approval by members, minutes of ELT meetings will be published on the NCA's intranet.

Date agreed by the ELT: 15/12/2015.

Date agreed by the Board: 17/12/2015.



National Crime Agency

Audit & Risk Assurance Committee: Terms of Reference

Composition

Chair: NCA Non-Executive Director

Members: NCA Non-Executive Director
NCA Non-Executive Director

Attendees: National Audit Office Representative
NCA Director General (as Accounting Officer)
NCA Senior Information Risk Owner
NCA Director of Corporate Services
NCA Deputy Director Finance
NCA Deputy Director Security and Standards, Performance,
Planning, and CT/OC Collaboration
NCA Risk Manager
NCA Chief Information Officer
Home Office's Chief Internal Auditor
Home Office's Head of Internal Audit for the NCA
NCA Legal Adviser

Secretariat: NCA Corporate Affairs

Quorum: Minimum of two members (including one to act as the Chair)

Frequency: Quarterly, or as determined by the Chair

Purpose

1. The Audit and Risk Assurance Committee (ARAC) will act as a Committee of the Board and support the Board and the Accounting Officer by reviewing the comprehensiveness and reliability of assurance on governance; risk management; the control environment; and the integrity of financial statements and the annual report. The ARAC acts only in an advisory capacity and has no executive powers.

Terms of Reference

2. The ARAC will advise the Board and Accounting Officer on:

- The strategic processes for risk, control and governance and the governance statement;
- The accounting policies, the accounts, and the annual report of the NCA. This will include the process for review of the accounts prior to submission for



NCA

National Crime Agency

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 audits;
- The adequacy of management response to issues identified by audit activity, including external audit's management letter;
- Assurances relating to the management of risk and corporate governance requirements for the NCA;
- Where appropriate, proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors; and
- Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

Roles and Responsibilities

3. The ARAC will be chaired by a Non-Executive Board member.
4. The committee will report quarterly to the Board in line with HM Treasury guidance³. Wherever appropriate, the ARAC will refer matters to the Board for consideration and provide an update on issues that arise.
5. The ARAC may delegate some of its functions to a sub-committee with the agreement of the Board.

Governance and Structure

6. The terms of reference will be reviewed and agreed by the ARAC and the Board on an annual basis.
7. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of the ARAC or any sub-committees established.
8. A forward work plan of all matters to be considered by the committee will be submitted to the Board for oversight on a bi-annual basis.
9. A self-assessed review of effectiveness will be conducted on an annual basis, and findings will be reported to the Board.
10. Following approval by members, minutes of ARAC meetings will be published on the NCA's intranet.

Date agreed by the ARAC: 3 December 2015.

Date agreed by the Board: 17 December 2015.

³ HM Treasury: Audit Risk and Assurance Committee Handbook (April 2013)



National Crime Agency

Investment & Change Committee: Terms of Reference

Composition

- Chair:** NCA Deputy Director General
- Members:** NCA Director of Change and Finance
Chief Information Officer
NCA Director of Corporate Services
NCA Director of Intelligence and Operations
NCA Director of National Cyber Crime Unit
NCA Director Organised Crime Command
NCA Non-Executive Director
NCA Non-Executive Director
NCA Director of Economic Crime Command
- Advisors:** Legal Adviser
- Optional:** Others as determined by the Chair
- Secretariat:** Programme Management Department
- Quorum:** Three members, to include the Chair
- Frequency:** Monthly

Purpose

12. The NCA Investment and Change Committee (I&CC) will act as a committee of the Board to oversee, monitor and review the NCA's current and planned investment activity and spend. It will ensure that the NCA has a fit-for-purpose investment management process to control and monitor the allocation of investment in accordance with government protocols.

Terms of Reference

13. The functions of the I&CC will be to:

Investment

- 2.1 Oversee NCA investment activity and spend (such as, capital and resource spend on project activity and investment in change).
- 2.2 Prioritise investment activity across the capital programme and resource allocation to ensure the optimum level of investment across the portfolios.



NCA

National Crime Agency

- 2.3 Approve business cases in accordance with the Approval to Spend Process.
- 2.4 Review high value, novel or contentious business case proposals prior to submission for approval to the Board or externally to the NCA.
- 2.5 Review the overall year to date and forecast position for the Capital and Resource Budget to provide further assurance to the NCA Director General and Board on the overall financial position of the agency and to allow corrective action to be taken should the financial position diverge from the budget.
- 2.6 Drive decision making on the Agency's assets and anticipated impact of depreciation.
- 2.7 Drive the prioritization for and seeks alignment between strategic workforce planning and learning and development in line with future operating models, investment priorities and the programme of change.
- 2.8 Oversee, monitor and review current and planned investment activity and spend (such as, Capital and Resource invested to support business change)
- 2.9 Ensure that the NCA has a fit for purpose investment management process to control and monitor the allocation of investment in accordance with HMG protocols
- 2.10 Ensure the alignment of investment to corporate strategy, prioritising investment and identifying opportunities to make efficiency savings where possible and to deliver business benefit
- 2.11 strategic workforce planning, learning & development and the priorities and decisions made by Investment & Change Committee.

Change

- 2.12 Oversee the design, delivery, change management and benefits realisation activities of the NCA's change programmes, ensuring that accountability and decision making for the management of change.

Roles and Responsibilities

14. The I&CC will be chaired by the Deputy Director General (DDG) or a Board member appointed by the DDG.
15. Wherever appropriate, the I&CC will refer matters to the Board for consideration and provide an update on issues that arise which require Board oversight.



National Crime Agency

16. The I&CC may delegate some of its functions to a sub-committee with the agreement of the Board.
17. The I&CC will be responsible for aligning, driving forward and delivering the NCA Strategic Plans through robust long term strategic financial planning, priorities and investment decisions in support of the NCA Board ambitions.

Governance and Structure

18. The I&CC will be governed by the NCA Board to ensure that strategic direction, investment and priorities are understood and agreed corporately.
19. This terms of reference will be reviewed and agreed by the I&CC and the NCA Board on an annual basis.
20. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of the I&CC or any sub-committees established.
21. A forward work plan of all matters to be considered by the committee will be submitted to the Board for oversight on a bi-annual basis.
22. A self-assessed review of the committee's effectiveness will be conducted on an annual basis and findings will be reported to the Board.
23. Following approval by members, minutes of the I&CC meeting will be published on the NCA's intranet.

Date agreed by the I&CC: 09 December 2015.

Date agreed by the Board: 17 December 2015.



NCA

National Crime Agency

Senior Appointments Panel: Terms of Reference

Composition

- Chair:** Director General
- Members:** NCA Deputy Director General
NCA Director Corporate Services
NCA Non-Executive Board Member
- Advisors:** Relevant NCA Directors
- Secretariat:** NCA Deputy Director Human Resources
- Quorum:** Chair plus two Members
- Frequency:** Quarterly, or as determined by the Chair.

Purpose

1. The NCA's Senior Appointments Panel (SAP) will be responsible for the appointment of the agency's senior leaders. The panel is a Committee of the NCA Board.

Terms of Reference

2. The functions of this panel will include to:
 - ensure on behalf of the Board that the Agency's senior appointments and officer development supports its business requirements (ensuring involvement of Civil Service Commission as appropriate), scrutinising the incentive structure and succession planning for the Board and the senior leadership of the Agency;
 - be responsible for the appointment of officer to NCA Director and Deputy Director posts, including carrying out short-listing and selection interviews;
 - oversee talent development activity within the agency, commissioning interventions where appropriate, to develop a pipeline of appropriately skilled and experienced officers for senior leadership roles within the agency and wider public service;
 - ensure the need for diversity is reflected in all senior appointments and talent management activity;



National Crime Agency

- ensure that the NCA discharges its statutory personnel responsibilities in regard to senior officer appointments;

Roles and Responsibilities

3. The SAP will be chaired by the Director General (DG) or the Deputy Director General in the absence of the DG.
4. Wherever appropriate, the SAP will refer matters to the Board for consideration and provide an update on issues that arise which require Board oversight.

Governance and Structure

5. This terms of reference will be reviewed and agreed by the SAP and the Board on an annual basis.
6. The procedures agreed for the Board, as far as they are applicable, shall apply to meetings of the SAP or any sub-committees established.
7. A self-assessed review of effectiveness will be conducted on an annual basis, and findings will be reported to the Board.

Date agreed by the Senior Appointments Panel: 07.12.2015

Date agreed by the NCA Board: 17 December 2015.



National Crime Agency

Annex B: Board/Committee Reporting Structure

