

Terms of reference of the Commission, Committees and Panels

Background

The Commission

The Commission of English Heritage is the governing body of the organisation. Responsibility for the implementation of the decisions taken by the Commission and the day to day management of the organisation rests with the Chief Executive, and in turn, Senior Management and staff of the organisation. Details of matters which staff are authorised to undertake without specific Commission approval are set out in the Scheme of Delegation and the Finance Manual.

The Commission's remit is governed by the National Heritage Act 1983 and other relevant legislation. In particular, the Commission's role includes the following:

- to ensure that statutory responsibilities of English Heritage are undertaken in respect of:
 - securing the preservation of ancient monuments and historic buildings;
 - promoting the preservation and enhancement of the character and appearance of conservation areas;
 - promoting the public's enjoyment of, and advancing their knowledge of ancient monuments and historic buildings;
- to provide expert advice and guidance on heritage matters such as history; archaeology; architecture; preservation or conservation of monuments or buildings; town and country planning; tourism; gardens and landscapes; museums and archives; and education;
- to establish the overall strategic direction of the organisation;
- to oversee and monitor the planned performance against strategic objectives and targets;
- to ensure the highest standards of probity are used in the administration of funds and to maximise the economical, efficient and effective use of resources for the public good;
- to ensure the highest standards of corporate governance and to ensure the Commission acts within all statutory and regulatory requirements;
- to ensure, through the Chief Executive, that the Commission as employer acts in accordance with all relevant legislation and best practice; and,
- to ensure that English Heritage conducts its dealings with the community in an open, responsive and accountable manner.

Advisory Committees and Panels

The Commission revised its governance arrangements in April 2001 and has established the non-executive advisory Committees and Panels detailed below. These Committees and Panels advise staff and the Commission on specific business, strategy, policy and casework matters. The terms of reference contained in this document detail as specifically as possible the roles of Advisory Committees and Panels. Please note in particular that the terms of reference state broadly what a Committee or Panel *may* consider; not what it necessarily *must* consider.

Advisory Committees

Advisory Committees advise staff and the Commission on significant and/or contentious strategy/policy matters and casework issues affecting the work of English Heritage. They comprise:

- 1) English Heritage Advisory Committee; and
- 2) London Advisory Committee.

Panels

Panels advise staff and the Commission on specialist issues of policy and practice in their particular fields. They comprise:

- 3) Historic Parks and Gardens;
- 4) Industrial Archaeology Advisory;
- 5) Research Advisory;
- 6) Blue Plaques; and
- 7) Battlefields.

A generic set of terms of reference is provided for the above Panels, with further details for Blue Plaques and Research Advisory Panels. Additionally, there may be other ad hoc or one off advisory Panel meetings on issues where the Commission or staff would benefit from external advice on particular policies, projects or practice which would be arranged as required. Formal approval by the Commission to establish these time-limited groups is not required.

Business Committees

These are principally concerned with the internal organisation and running of English Heritage and English Heritage Trading Ltd, which is a separate legal entity.

- 8) Finance Committee;
- 9) Business Committee;
- 10) Audit Committee;
- 11) Remuneration Committee and
- 12) Human Resources Committee.

Others

There are also two other bodies which advise EH. These formally sit outside the EH governance arrangements but are linked. These are:

- 13) The Advisory Committee on Historic Wreck Sites [also advises Historic Scotland, Cadw and Northern Ireland Office]
- 14) Urban Panel (jointly organised with CABE)

The English Heritage Advisory Committee (EHAC)

Role

1. To encourage and support the staff of English Heritage and the Commission in achieving the key aims of the organisation.
2. Where particularly novel or contentious, to advise upon, the exercise of English Heritage's functions under the National Heritage Act 1983, and other relevant legislation, including:
 - a) the planning and commissioning of archaeological and historical research and associated statutory consents;
 - b) programmes and projects for the identification, designation, recording, investigation and analysis of the historic environment and for the preparation of the resulting records, syntheses, reports and publications including associated research into techniques and priorities;
 - c) reviews and reports on the state of the historic environment;
 - d) policy and standards relating to identification and understanding;
 - e) policy and standards relating to conservation and management;
 - f) the preparation of conservation and management plans, and schemes for repair, development, management, interpretation or presentation;
 - g) individual designation cases;
 - h) proposals for acquisition, guardianship, alternative management or disposal by English Heritage;
 - i) applications or proposals for statutory or non-statutory consent;
 - j) the consideration of grants strategies and policies
 - k) controversial, novel or precedent setting grant casework;
 - l) other relevant/appropriate matters as requested by the Commission, Committee or staff.

Chairmanship

3. The Chairman of the Committee shall be a Commissioner and appointed by the Chairman of the Commission. In his or her absence the chair shall normally be taken by another Commissioner.

Attendance at Meetings

4. Members of the Committee shall be appointed by the Chairman of the Commission with the advice of the Chairman of the Committee.
5. The Committee shall have not fewer than 10 and not more than 25 Members (including any observers). The quorum of the Committee is 5 Members, or one third of the appointed Members, fractions counted as a whole, whichever is the greater.

Frequency of Meetings

6. The Committee will normally meet no fewer than 6 and no more than 12 times each year. Additional meetings may be held with the agreement of the Chairman of English Heritage.

London Advisory Committee Terms of Reference (LAC)

Role

1. To advise the Commission and staff of English Heritage on the exercise of English Heritage's functions under the National Heritage Act 1983, and other relevant legislation, relating to individual buildings, monuments, conservation areas, parks and gardens in London, including:
 - a) individual designation cases;
 - b) proposals for acquisition, guardianship, alternative management or disposal by English Heritage;
 - c) applications or proposals for statutory or non-statutory consent;
 - d) the preparation of conservation and management plans, and schemes for repair, development, management, interpretation or presentation;
 - e) the making of grants or loans, including the conditions to be applied, in respect of acquisition, repair, recording, maintenance and management;
 - f) programmes and projects in London for the identification, designation, recording, investigation and analysis of the historic environment and for the preparation of the resulting records, syntheses, reports and publications; and
 - g) such other matters as may be requested by Commission or staff.

Chairmanship

2. The Chairman of the London Advisory Committee shall be a Commissioner and appointed by the Chairman of the Commission. In his or her absence the chair shall normally be taken by another Commissioner.

Attendance at Meetings

3. Members of the Committee shall be appointed by the Chairman of the Commission with the advice of the Chairman of the Committee.
4. The Committee shall have not fewer than 8 and not more than 16 Members. The quorum of the Committee is 5 Members, or one third of the appointed Members, fractions counted as a whole, whichever is the greater.

Frequency of Meetings

5. The Committee will normally meet no fewer than 6 and no more than 10 times each year. Additional meetings may be held on the agreement of the Chairman of English Heritage.

Audit Committee

Role

1. The Audit Committee is an advisory body with no executive authority. The Committee advises the Accounting Officer and the English Heritage Commissioners on the adequacy of English Heritage's risk management and internal control arrangements. The Committee carries out its work by testing and challenging the assurances which are available to the Accounting Officer, the way in which these assurances are developed, and the management priorities and approaches on which the assurances are premised. The Audit Committee is not a substitute for the executive function in the management of risk management, corporate governance, stewardship reporting, control and risk self assessment, audit or any other review or assurance function. Although the Audit Committee may offer opinions or recommendations on the way in which such management is conducted.
2. The Audit Committee is authorised by the Commission to investigate any activity within these terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its enquiries. Requests for work, and reports received from internal audit will be channelled through the Accounting Officer, to whom the Head of Internal Audit reports.
3. The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.
4. The specific duties of the Audit Committee in advising on the adequacy of risk management and internal control shall be through reviewing (inter alia):
 - a) the mechanisms for the assessment and management of risk;
 - b) the scope and focus of the internal audit plans and activity
 - c) the findings reported in Internal Audit reports and the adequacy of management response to the issues identified, including arrangements for implementation of audit recommendations
 - d) the nature and scope of the annual external audit programme
 - e) all relevant reports issued by the appointed external auditors or the National Audit Office, including reports on English Heritage's accounts, achievement of value for money and the response to any management letters
 - f) assurances related to the corporate governance requirements of the organisation.
 - g) the adequacy of English Heritage's internal audit service with regard to the Internal Auditing Standards specified by HM Treasury.
 - h) the adequacy of English Heritage's external audit service with regard to specified HM Treasury **and Accounting Standards**.
 - i) the register of interests of Commissioners', EHAC and LAC members twice yearly and report its findings to the Commission and the Advisory Committees.
5. The Audit Committee will report their findings to the Accounting Officer and the Commission. The Audit Committee minutes will form the main source of the formal written report.

Membership of the Audit Committee

6. The Committee shall have no fewer than 3 and not more than 8 Members. The quorum of the Committee is two Members or one third of the appointed members, fractions counted as a whole, whichever is the greater.
7. Members of the Committee shall comprise English Heritage Commissioners and co-opted members and be appointed by the Chairman of the Commission with the advice of the Chairman of the Committee. The Committee may seek contributions from others when it considers that its work can be enhanced by other specialist support.

Chairmanship

8. The Chairman of the Audit Committee shall be a Commissioner other than the Chairman of the Commission, the Finance Committee or the Business Committee, or an independent co-opted member.

Attendees at Meetings

9. The Accounting Officer, the Director of Resources, the Finance Director, the Head of Internal Audit and the senior member of the external audit team should normally attend the Audit Committee. Other English Heritage and/or external representatives may also be invited to attend to advise on other matters arising.

Frequency of Meetings

10. The Committee will normally meet 3 times each year to consider, the internal and external annual audit reports and accounts including the annual Statement of Internal Control, the internal and external annual and the mid year progress position on emerging audit findings and residual action from previous years' audit reports.
11. At all of these meetings considerations may be extended to include broad risk management issues, stewardship reports, and the work of other relevant review bodies.
12. At least once a year the Committee shall have a discussion with the external auditors without the other attendees of the Committee to ensure that there are no unresolved issues of concern.

Finance Committee

Role

1. To advise the Commission of English Heritage and Staff on:
 - a) financial planning and resource allocation including the annual budget, first quarter, half year and post year end budget reviews and any major changes to financial policies and management systems;
 - b) the corporate plan and the annual public expenditure summary submission;
 - c) strategic and investment decisions relating to English Heritage's own properties;
 - d) the formulation and implementation of English Heritage's projects programme;
 - e) service standards and their achievement;
 - f) the effectiveness of the use of all English Heritage physical and intellectual assets;
 - g) the relationship between English Heritage and the Royal Commission on the Historical Monuments of England until such time as a formal merger between the two organisations can be completed;
 - h) the relationship and arrangements between English Heritage and English Heritage Trading Company Ltd.

Chairmanship

2. The Chairman of the Committee shall be the Chairman of the Commission. In his or her absence the Chair shall normally be taken by another Commissioner.

Attendance at Meetings

3. Members of the Committee shall be appointed by the Chairman of the Commission.
4. The Committee shall have not fewer than 4 and not more than 10 Members. The Committee will consist of a mixture of Commissioners or external appointments and staff. The quorum of the Committee is 2 Members, or one third of the appointed Members, fractions counted as a whole, whichever is the greater.

Frequency of Meetings

5. The Committee will normally meet no fewer than 3 and no more than 6 times each year. Additional meetings may be held on the agreement of the Chairman of English Heritage.

Sub-Committees

6. With the approval of Commission, the Committee may establish a sub Committee to carry out any the above functions on its behalf.

Business Committee

Role

1. To advise the Commission of English Heritage and Staff on ensuring that English Heritage exploits its physical and intellectual assets to maximise profit and deliver excellent customer service. Specifically, the Committee will:
 - a) agree and recommend the five year Business Plan and annual budgets for the Business Group. These to include:
 - a Marketing Strategy to lift brand awareness and generate attendances and members
 - the setting of membership and admission prices
 - the strategy and targets for secondary spends (eg retail, catering) and other earned income (eg licensing, hospitality)
 - the strategy and targets for sponsorship and fundraising
 - b) monitor performance against budgets in all relevant areas;
 - c) agree and recommend an investment strategy; and
 - d) on behalf of the Finance Committee, fulfil the links and relationship with English Heritage Trading Company Ltd

Chairmanship

2. The Chairman of the Committee shall be a Commissioner appointed by the Chairman of the Commission. In his or her absence the Chair shall normally be taken by another Commissioner.

Attendance at Meetings

3. Members of the Committee shall be appointed by the Chairman of the Commission with the advice of the Chairman of the Committee.
4. The Committee shall have not fewer than 4 and not more than 10 Members. The Committee membership will comprise as a minimum the members of the Finance Committee. The quorum of the Committee is 2 members, or one third of the appointed members, fractions counted as whole, whichever is the greater.

Frequency of Meetings

5. The Committee will normally meet no fewer than 3 and no more than 6 times each year. Additional meetings may be held on the agreement of the Chairman of English Heritage.

Remuneration Committee

1 Introduction

- 1.1 These terms of reference set out the terms on which a Committee of the Commission, to be known as the Remuneration Committee (the Committee) shall be constituted and operate.

2 Objective

- 2.1 The Committee shall review the reward and remuneration packages of English Heritage's staff and determine the reward and remuneration of members of the Executive Board and the Chief Executive, so as to:
- a) demonstrate that reward and remuneration is considered by a committee which has no personal interest in the outcome of its advice and which gives due regard to the interests of the public and the financial health of the organisation; and
 - b) ensure that senior managers, members of the Executive Board and the Chief Executive are fairly rewarded for their individual contributions to the organisation's overall performance.
- 2.2 It shall provide a medium of public accountability, which is external to English Heritage management.

3 Duties

- 3.1 The Committee shall:
- a) approve the annual remit as sought from Treasury for an appropriate pay settlement for English Heritage staff within the constraints of affordability;
 - b) approve the general level of annual pay increase for Executive Board and the Chief Executive;
 - c) consider and approve from time to time the salary packages of the members of the Executive Board and the Chief Executive;
 - d) consider and approve annually, at the start of each financial year, the Chief Executive's targets and objectives against which his/her individual performance-related reward will be determined;
 - e) assess annually, following the end of each financial year, the Chief Executive's performance against his/her annual targets and objectives and determine the rate of his/her annual performance-related reward taking into account the Chairman of the Commissions recommendation;
 - f) periodically review the levels of reward and remuneration for senior managers in relation to the appropriate external pay markets; and
 - g) ensure that contractual terms of termination of contract of any Executive Board member including the Chief Executive are appropriate to the

organisation and comply with appropriate government guidelines and the law.

4 Chairmanship

- 4.1 The Chairman of the Committee shall be a Commissioner but not the Chairman of the Commission.
- 4.2 In the absence of the Chairman of the Committee another member from amongst those present, but not the Chairman of the Commission, shall be appointed Chairman for the meeting.

5 Membership

- 5.1 The Committee shall comprise no fewer than 4 members, including the Chairman of the Audit Committee.
- 5.2 The membership shall be the same as the Human Resources Committee plus the Chairman of the Audit Committee, who may or may not be a Commissioner.
- 5.3 Members' terms of office will run concurrently with their term of office as a Commissioner.
- 5.4 If the Chairman of the Audit Committee is not a Commissioner, his/her term of office on the Committee will run concurrently with his/her term of office as Chairman of the Audit Committee.

6 Quorum

- 6.1 The quorum shall be 2 or one third of the appointed members whichever is the greater. Fractions count as a whole.

7 Voting (*Chief Executive's Performance Related Reward*)

- 7.1 The Chairman of the Commission will report on the Chief Executive's performance against his/her annual targets and objectives. However, he/she will not be present during the ensuing discussion and will not have a vote in determining the rate of the Chief Executive's annual performance-related reward.

8 Frequency of Meetings

- 8.1 The Committee shall determine the frequency of its meetings in order to ensure that the Remit of the Committee is fulfilled but shall not meet less than once a year.

9 Attendance at Meetings

- 9.1 Subject to 9.3 below the Chief Executive, the Human Resources Director and the Director of Resources should normally attend meetings of the Committee.
- 9.2 Other English Heritage staff and/or external representatives may be invited to attend for consultation and advice.
- 9.3 No person may be present during the discussion or determination of his/her own remuneration.

Human Resources Committee

1 Introduction

- 1.1 These terms of reference set out the terms on which a Committee of the Commission, to be known as the Human Resources Committee (the Committee) shall be constituted and operate.

2 Objective

- 2.1 The Committee shall review, revise, develop and scrutinise, as necessary, the Human Resource policies and procedures of English Heritage to ensure that they are contributing as effectively as possible to the success and business needs of the organisation. Those policies and procedures to include, but not be limited to, those relating to Recruitment and Retention, Employment Relations, and Learning and Development.

3 Duties

- 3.1 The Committee shall:
- a) consider and advise on the focus and content of English Heritage's Recruitment and Retention Policy and strategies;
 - b) consider and advise on the focus and content of English Heritage's Learning and Development Policy and strategies, ensuring that these are underpinned by a robust Performance and Development Review scheme;
 - c) consider and advise on the focus and content of other English Heritage Employment Relations Policy and Strategies;
 - d) receive all statutory reports relating to human resources issues to include, but not limited to, equal opportunities, health and safety, race equality and disability; and
 - e) consider and advise on any other matters referred to the Committee by Commission

Matters Reserved to Commission

If a policy or strategy is new or a significant change is proposed to an existing policy or strategy plus novel or contentious matters the Committee will advise Commission (Scheme of Delegations Section 4 bullet point 4).

4 Chairmanship

- 4.1 The Chairman of the Committee shall be the Chairman of the Commission.
- 4.2 In the absence of the Chairman of the Commission another member from amongst those present shall be appointed Chairman for the meeting.

5 Membership

- 5.1 The Committee will comprise no fewer than 3 members who shall be members of the Commission.
- 5.2 Members will be appointed by the Chairman of the Commission.
- 5.3 Members' terms of office will run concurrently with their term of office as a Commissioner.

6 Quorum

- 6.1 The quorum shall be 2 or one third of the appointed members whichever is the greater. Fractions count as a whole.

7 Frequency of Meetings

- 7.1 The Committee shall determine the frequency of its meetings in order to ensure that the Remit of the Committee is fulfilled but shall meet at least once a year.

8 Attendance at Meetings

- 8.1 The Chief Executive, the Human Resources Director and the Director of Resources should normally attend meetings of the Committee.
- 8.2 Other English Heritage staff and/or external representatives may be invited to attend for consultation and advice.

English Heritage Standing Panels - Generic Terms of Reference

Role

1. English Heritage has established a series of Panels to advise on particular issues. Advice to Commission is via staff. Further ad hoc Panels may be established by the Commission as required to advise on new or ad hoc issues. It is recognised that individual Panels may wish to set more detailed working practices and areas of involvement with English Heritage staff.
2. Panels exist to advise the Commission and staff of English Heritage on the following in relation to their areas of expertise:
 - (a) the exercise of functions under relevant legislation;
 - (b) early consideration of policy matters;
 - (c) thematic reviews, periodic reports and priorities in relation to programmes of work;
 - (d) review of significant casework issues where appropriate and in conjunction with the appropriate Advisory Committee; and
 - (e) particular cases brought for the attention of the Panel because of their intrinsic interest and importance, or their implications for wider issues of policy or practice.

Chairmanship

3. The Chairman of the Panel shall be appointed by the Chairman of the Commission.

Attendance at Meetings

4. Members of the Panel shall be appointed by the Chairman of the Commission with the advice of the Chairman of the Panel.
5. Unless otherwise authorised, the Panel shall have not fewer than 6 and not more than 14 members. [Research Advisory Panel to have no more than 18 members].
6. The quorum of a standing Panel will be two.

Frequency of Meetings

7. Standing Panels will normally meet no fewer than 2 and no more than 6 times each year. Additional meetings may be held on the agreement of the Chairman of English Heritage.

Blue Plaques Panel: Terms of Reference

1) Role

The role of the Blue Plaques Panel is to advise and support the Commission and staff of English Heritage in the management and daily running of the Blue Plaques Scheme. Specifically, to:

- i) Consider preliminary reports on figures who have been nominated for commemoration
- ii) Advise English Heritage staff on the suitability of each figure according to the agreed selection criteria
- iii) Recommend those figures who are considered suitable for commemoration to go forward for a full historical report. In cases where the Panel's views significantly differ from those of English Heritage historians, brief reasons should be given to explain the Panel's decision
- iv) Offer comments on and endorsement of the recommendations made in full historical reports. The Panel should pay particular note to the proposed inscriptions, and offer suggestions where it is felt improvements could be made

If, in the judgement of the Chairman or the Blue Plaques Secretary, the Panel and English Heritage historians are significantly divided, he/she will request the production of further reports, so that cases can be further debated at a subsequent meeting. If there is still significant disagreement, or in instances where the criteria have been departed from, cases will be referred to the Chairman of the Commission by the Chairman of the Blue Plaques Panel and the Blue Plaques Secretary

2) Membership

- i) Panel members will be appointed by the Chairman of the Commission, with the advice of the Chairman of the Panel and the Blue Plaques Secretary
- ii) The Panel shall have not fewer than 6 and not more than 14 members. Each Panel member has a specific area of expertise so in order for the full range of blue plaque cases to be considered effectively, the quorum of the Panel is 6 members
- iii) The Chairman of the Panel shall be appointed by the Chairman of the Commission, with the advice of the Blue Plaques Secretary

- iv) The terms of office for Panel members will be renewable after a period of 3 years. Panel members may serve a maximum number of 3 terms. Exceptions may be made in the cases of the Chairman and Vice-Chair, at the discretion of the Commission
- v) A Vice-Chair will be appointed from within the Panel by the Chairman of the Panel, with the advice of the Blue Plaques Secretary
- vi) An expert adviser from each region that the scheme covers will be co-opted to the Panel as appropriate. These advisers will be chosen by the Chairman of the Panel, with the advice of the Blue Plaques Secretary. They will not have the right to vote at Panel meetings

3) Role of Chairman

The role of the Chairman of the Panel is to:

- i) Advise the Commission on the appointment of members of the Panel, and select regional expert advisers
- ii) Oversee meetings of the Blue Plaques Panel, guiding and directing discussion where appropriate
- iii) Ensure that the selection criteria and papers before the Panel are borne in mind as each decision is taken
- iv) Ensure that the outcome of discussions on each case is clearly stated
- v) Ensure that brief, clear reasons are given for the Panel's decisions in cases where they are significantly different from those of English Heritage historians
- vi) In cases where the Panel is equally divided, to use the casting vote
- vii) Attend unveilings and other events associated with the Blue Plaques Scheme

In the absence of the Chairman at Panel meetings or unveilings and other events, his or her responsibilities will pass to the Vice-Chair

4) Role of Blue Plaques Secretary

The role of the Secretary to the Panel is to:

- i) Serve as a point of communication between the Panel and the general public, informing proposers and other interested parties of the Panel's decisions, and giving reasons where appropriate
- ii) Provide the Panel with a progress update on both the London and National Blue Plaques Schemes
- iii) Make the Panel aware of any implications or other issues arising from the cases being considered; in particular, the appropriateness of decisions in relation to English Heritage's role and profile
- iv) Ensure that all decisions taken by the Panel are consistent with the aims and achievements of the Blue Plaques Scheme as a whole
- v) Where relevant, and in collaboration with the Chairman, to refer decisions made by the Panel to the Commission for re-consideration
- vi) Regularly review the policies and procedures of the Blue Plaques Scheme and recommend changes as appropriate
- vii) Ensure that the membership of the Panel meets the needs of the scheme in terms of knowledge and expertise

5) Frequency of meetings

The Blue Plaques Panel will meet three times a year

English Heritage Research Advisory Panel: specific remit

1. The primary purpose of the Research Panel is to provide English Heritage staff with advice across the whole area of research relevant to English Heritage, including:
 - (a) advising on research policy, research strategy and research priorities
 - (b) advising on proposed research programmes and the quality and impact of research work in specific subject areas through peer review
 - (c) advising on specific research proposals and on the quality and impact of specific research reports, especially where they have particular intrinsic interest and importance, or are potentially controversial, or have implications for wider issues of policy or practice
 - (d) advising on the publication and dissemination of research work
 - (e) advising on procedures relating to research, and on research procurement mechanisms

With effect from Commission on 20 September 2006 the maximum membership of RAP was increased to 18 members.