



**UK Research  
and Innovation**

# **UKRI Executive Committee (ExCo)**

## **Terms of Reference**

Version [1.5]: [January 2025]

**UKRI Executive Committee Terms Reference**

## 1. Constitution

- 1.1 The UKRI Executive Committee (the Committee) is established as a committee of the UKRI board by the Higher Education and Research Act 2017 (the Act), and operates in accordance with the UKRI Framework Document, and the UKRI board terms of reference (ToR).
- 1.2 Under the Act, the primary governing and decision-making body within UKRI is the board. The board determines and has delegated authority to the Committee in respect of the functions and powers within these ToR. They are aligned with the executive decision-taking responsibilities contained within the UKRI Delegations Framework, and the UKRI Councils Terms of Reference.

## 2. Role and Responsibilities

- 2.1 The role of the Committee is both advisory and decision-taking with powers as an executive committee.
- 2.2 The Committee's principal role is to:
- Provide strategic advice to the board, and to implement the board's vision for UKRI through overseeing the organisation's overall performance and delivery.
  - Provide strategic leadership of UKRI's functions, providing strategy advice to the board and ensuring UKRI delivers its functions with economy, efficiency and effectiveness.
  - Provide leadership to the organisation and across the collective activities of the UKRI Councils in setting high level strategy, directing policy, overseeing shared capabilities and operational issues.
  - Act as the coordinating body for UKRI operations.
  - Ensure collaboration and coordination at both the strategic and operational levels is implemented in an efficient and effective way.
  - Provide leadership to and oversight of changes to the organisation.
- 2.3 The Committee, supported by and through delegation to its sub-committees, shall be responsible for the areas set out in **Annex A**. These include strategy development, delivery and performance, shared capabilities, major project portfolio and pipeline, finance and risk, staffing, UKRI reputation, and matters relating to the board.
- 2.4 The Committee works closely with the board in particular on the development of UKRI's research and innovation strategy and corporate strategy. This includes developing investment and policy priorities and trade-offs for UKRI and developing and agreeing UKRI advice to the Secretary of State.

## 3. Membership

- 3.1 In accordance with the Act the Committee shall comprise the:
- Chief Executive Officer (CEO), who chairs the Committee;
  - Chief Finance Officer (CFO), who deputises as chair of the Committee;
  - Executive chairs of each of the UKRI Councils; and
  - Such other UKRI employees as the CEO may appoint as members.

The Secretariat shall maintain the list of Committee members at **Annex B**.

- 3.2 In addition to managing activities assigned to their Councils, executive chairs may also be assigned areas of shared capability and strategic themes on which to lead and report progress to the Committee, and on invitation to the board. Responsibilities and accountability for shared capabilities and strategic themes are set out in the UKRI Delegations' Framework.
- 3.3 Only the members of the Committee have the right to attend and vote at meetings.

3.4 Directors or other leads from, but not limited to, the Strategy, Operations, Human Resources, Finance and Communications departments may be invited to attend meetings in an advisory capacity or on a regular basis by the chair. Other attendees may only attend at the chair's discretion. Attendees may collectively or individually be requested to withdraw from meetings if required to do so by the chair.

3.5 The validity of any proceedings of the Committee or its sub-committees is not affected by a vacancy or a defective appointment.

#### 4. **Secretary**

4.1 UKRI Head of Corporate Governance and Secretariat, or their nominee, shall act as Secretary of the Committee and attend all meetings, ensuring it receives information and papers in a timely manner to enable full and proper consideration of the issues.

#### 5. **Quorum**

5.1 The Committee shall only be able to make decisions if the meeting is quorate.

5.2 The quorum necessary for the transaction of business shall be that at least 50% of the members, one of whom must be the chair or deputy chair, must be present at meetings either in person or via video or audio conference.

5.3 Where members are unable to attend meetings, in consultation with the chair, they may authorise an appropriate colleague to represent them. They shall notify the Secretary ahead of the meeting.

5.4 Assent of the majority of members present will be considered a decision of the Committee.

#### 6. **Frequency of Meetings**

6.1 Routinely the Committee shall meet once per month, or otherwise as required, dependent on business requirements. It shall not meet less than once per quarter.

6.2 Meetings of the Committee shall be called by the Secretary at the request of the chair or any Committee member. They may be in person or by video or audio conference.

6.3 Members may request a closed session at any time. There should be at least one closed session per year.

#### 7. **Notice of Meetings**

7.1 Routinely, meetings shall be scheduled at least six months in advance to allow sub-committees to conduct their role, reports to be completed, and those requiring decisions to be scheduled at the right time. The forward schedule of meetings may be supplemented with meetings (formal decision taking and informal) convened with the agreement of the chair.

7.2 The forward schedule shall be maintained by the Secretary and presented at each Committee meeting. Members should inform the Secretary of any items they wish to discuss. The agenda shall be agreed with the CEO and senior executive leadership team prior to commissioning the papers. Other items may be raised as part of Any Other Business. Where items are included for information only, members shall be given the opportunity to indicate if they wish to discuss them.

7.3 Unless agreed otherwise notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to members and other attendees at the same time. Papers may be forwarded at shorter notice only with the approval of the chair, and members advised accordingly.

7.4 The Committee may take decisions outside the scheduled meetings as agreed by the chair.

## 8. **Minutes of Meetings**

8.1 The Secretary shall minute the proceedings and decisions of all meetings, including recording the names of those present and in attendance. Members and attendees have a responsibility to declare potential conflicts of interest, and to comply with the UKRI Declarations of Interest Policy and Guidance. The Secretary shall ascertain the existence of any conflicts of interest and minute them accordingly.

8.2 If the Committee makes any decisions between meetings, the Secretary will keep a full minute or a record which will be reported in the subsequent Committee minutes.

8.3 Draft minutes of Committee meetings shall be agreed with the chair and circulated promptly to all members, normally for approval at the next meeting.

8.4 Once approved minutes or a summary of the key decisions shall be published in accordance with UKRI policy, subject to any necessary redactions and in line with the Freedom of Information Act.

8.5 Committee minutes shall be provided to the board and other committees in accordance with UKRI policy.

8.6 The Committee shall receive the minutes from its sub-committees and other committees in accordance with UKRI policy.

## 9. **Reporting Responsibilities**

9.1 The CEO as Accounting Officer and chair of the Committee shall report at each board meeting on the Committee proceedings. Adequate time shall be made available for discussion when necessary.

9.2 The Committee shall provide regular updates to the board on the progress made on developing or delivering the strategy or significant elements within it.

9.3 The Committee shall advise the board on issues to be considered by the board as appropriate.

9.4 The Committee shall provide its minutes to the board as a standing item.

9.5 The Committee shall hold twice yearly meetings with the board.

## 10 **General Matters**

The Committee shall:

10.1 Give due regard to all relevant laws, regulations, published best practice and guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with the board and its committees).

10.2 Have access to sufficient resources to carry out its duties, including access to UKRI Secretariat for advice and assistance.

10.3 Be provided with appropriate and timely training in the form of an induction programme for new members and on an ongoing basis for all members.

10.4 Work and liaise with other committees and sub-committees as required ensuring interaction and with the board is reviewed regularly.

10.5 Conduct an internal evaluation of its performance and effectiveness each year, and an externally facilitated evaluation with independent input at least once every three years. The findings shall be reported to the board as part of the Committee's reports.

10.6 Annually, as required by the board or due to changes elsewhere, review its ToR and recommend any amendments to the board for approval. The ToR shall be made available on the UKRI website.

## 11 Authority

The Committee is authorised to:

- 11.1 Establish sub-committees in accordance with the Act, informing the board of their purpose. The Committee has established the sub-committees listed at **Annex C** to support the fulfilment of the Committee's role.
- 11.2 Delegate any matters to its sub-committees or another committee or persons if appropriate and in accordance with the Act. All responsibilities and powers of such sub-committees are subject to the limitations of authority stated in their ToR which are subject to approval by the Committee. Sub-committees shall report to ExCo on the exercise of their delegated responsibilities, powers and activities at the next Committee meeting.
- 11.3 Conduct investigations and seek any information it requires to discharge its role from any employee of UKRI, including through their attendance at a meeting or the provision of a written report.
- 11.4 Request the attendance of additional participants for any item or committee meeting as and when required.
- 11.5 Obtain at UKRI expense and in accordance with UKRI policies, or as agreed by the Committee, legal or other professional specialist advice on any matters within its ToR.

## Annexes

- A. UKRI Executive Committee Responsibilities
- B. Membership of the UKRI Executive Committee
- C. UKRI Executive Committee Sub-Committees

Version	Comments	Date
1.0	Agreed by Executive Committee	04/09/2018
1.1	Minor updates to membership – sighted by UKRI Executive Committee	10/01/2022
1.2	Minor updates to structure of – sighted by UKRI CEO	29/03/2022
1.3	Annex A & Annex B updated to reflect change in membership	11/10/2022
1.3	Annex A & Annex B updated to reflect change to Place Champion	16/02/2023
1.4	ToR revised as part of Operating Model development	25/07/2023
1.5	Annex B updated to reflect change of membership. Added reference to the Declarations of Interest Policy. As agreed in Sept 2024 Board meeting for all ToR	28/01/2025

### **UKRI Executive Committee Responsibilities**

The Committee, supported by and through delegations to its sub-committees, shall be responsible for the following areas:

- **Culture and Values:**
  - Operationalising UKRI's culture, [behaviours] and values, ensuring these are understood and adhered to.
  
- **Objectives and Strategy**
  - Jointly working with the board and Councils on the development of UKRI strategy, Council strategic delivery plans, and UKRI corporate plan, including policy priorities.
  - Implementation and delivery of UKRI strategy and plans.
  - Development and implementation of financial and operational plans, policies, procedures, priorities and budgets to implement the strategy.
  - Ensuring coordination and collaboration between different parts of UKRI to support implementation of the strategy and plans, e.g. shared capabilities and strategic themes.
  
- **Performance and Operations**
  - Managing risks during the development, implementation and delivery of the strategy and its associated Strategic Delivery Plans
  - Consideration and presentation of UKRI financial allocations, delegations, short term budgets and long-term plans to the board, and their achievement.
  - Managing the operational and financial performance of UKRI against its strategy and plans.
  - Optimising the allocation, prioritisation and adequacy of UKRI resources against its strategy and plans, including tradeoffs between different areas.
  - Holding UKRI to account through its organisational, performance and accountability structure.
  
- **Organisation Structure, Risk and Internal Controls**
  - Overseeing and delivering ongoing and future changes to UKRI organisational design and operating model
  - Ensuring UKRI organisational design and change programme reflects the culture of the organisation and meets its needs, making recommendations to the board for changes.
  - Owning the responsibility for managing UKRI risk and protecting UKRI reputation.
  - Ensuring UKRI's risk management, assurance and internal control frameworks are effective.
  - Ensuring compliance with relevant policies, legislation, and regulations e.g. Health and Safety
  - Safeguarding the integrity and adequacy of management information, data and financial reporting systems
  
- **Business Sector Development and Investments**
  - Analysis of ongoing and future research and innovation trends
  - Identifying and implementing new research, innovation and business development] opportunities
  - Developing and implementing an investment framework (for approval by the board), processes and governance.
  - Reviewing and approving investments and business cases in accordance with UKRI delegations and business case policy.
  - Committee members have a responsibility for delivering investments within their areas in accordance with approved Strategic Delivery Plans.
  
- **Human Resources**
  - Maintain oversight of UKRI workforce and requirements under the strategy and plans.
  - Ensure appropriate levels of authority are delegated to senior management.
  - Develop and implement appropriate remuneration structures.
  - Develop UKRI workforce and deployment to meet current and future organisation and strategy requirements in accordance with UKRI priorities
  - Overseeing Human Resource Strategy and strategic and operational workforce planning to meet UKRI requirements

- Management of OpEx
- **Policies**
  - Ensuring policies are fit for purpose, consistent, communicated and monitored.
  - Ensuring policies underpinning legal and regulatory requirements are applied, e.g. Modern Slavery Act, health and safety, risk management.

## Membership of the UKRI Executive Committee at 01 February 2025

### **The members of the Executive Committee are:**

- UKRI Chief Executive Officer (Chair) – Professor Dame Ottoline Leyser
- UKRI Chief Finance Officer (Deputy Chair) – Siobhan Peters
- UKRI Chief of Investment Planning and Strategy (Interim) – Daniel Shah
- UKRI Chief of External Affairs and Communications – Poli Stuart-Lacey
- UKRI Chief Information Officer – Christine Ashton
- UKRI Chief People Officer (Interim) – Angela Paradise
- The Executive Chair of each Council
  - Arts and Humanities Research Council (AHRC) Executive Chair – Professor Christopher Smith
  - Biotechnology and Biological Sciences Research Council (BBSRC) Executive Chair – Professor Anne Ferguson Smith
  - Economic and Social Research Council (ESRC) Executive Chair – Stian Westlake
  - Engineering and Physical Sciences Research Council (EPSRC) Executive Chair – Professor Charlotte Deane
  - Innovate UK (IUK) Executive Chair (Interim) – Dr Stella Peace
  - Medical Research Council (MRC) Executive Chair – Professor Patrick Chinnery
  - Natural Environment Research Council (NERC) Executive Chair – Professor Louise Heathwaite
  - Research England – Professor Dame Jessica Corner
  - Science and Technology Facilities Council – Professor Michele Dougherty

Department of Science Innovation and Technology (DSIT) officials attend as representatives of the Secretary of State at the invitation of the Committee chair and may take part in deliberations of the Committee, but not in any decisions.



**UKRI Executive Committee Sub-Committees as at 01 February 2026**

The Committee has established the following sub-committees in accordance with the Act. As Committee sub-committees the Committee shall determine their remit and agree their ToR. UKRI shall keep the structure and scope of the committees and sub-committees under review in accordance with the Act.

- Strategy Committee (StratCo)
- People Finance and Operations Committee (PFOC)
- Health and Safety Management Committee (HSMC)
- Workforce and Financial Planning Committee (WFPC)