

HUMAN FERTILISATION AND EMBRYOLOGY AUTHORITY

**ANNEX A TO STANDING ORDERS:
(TO BE REVIEWED ANNUALLY BY THE AUTHORITY)**

**STANDING COMMITTEES ESTABLISHED BY THE AUTHORITY
AND THEIR TERMS OF REFERENCE**

**LAST REVIEWED AND APPROVED BY THE AUTHORITY ON 17th
DECEMBER 2008**

1. Standing Committees of the Authority

1.1 The Authority shall maintain the following Standing Committees:-

- a) Audit and Governance Committee;
- b) Compliance Committee;
- c) Remuneration Committee.
- d) Ethics and Law Advisory Committee; and
- e) Scientific and Clinical Advances Advisory Committee.

1.2. A report of the activities of the standing committees shall be presented to every meeting of the Authority, and presentation of such reports shall be a standing item on the Agenda for all Authority meetings.

1.3 All the Authority's Standing Committees may:-

- a) receive expert advice where the Chair of a Committee considers that such advice would assist the committee in its deliberations; and
- b) sit with a legal adviser in attendance.

2. The Audit and Governance Committee

Functions of the Audit and Governance Committee

2.1 The functions of the Audit and Governance Committee shall be to:-

- a) oversee the general corporate governance of the Authority (including supervision and review of the operational effectiveness of the Authority's internal control and risk management procedures);
- b) ensure that the Authority complies with its statutory functions, and with the requirements of the Regulators Compliance Code, requirements applicable to Arms Length Bodies, and the principles and best practice guidance issued by the Better Regulation Commission;
- c) meet regularly with the Authority's internal and external auditors to ensure that the Authority is complying with statutory requirements and best practice relating to internal control systems, risk management, audit, and financial reporting requirements;
- d) review the annual financial statements before their submission to the Authority focusing particularly on changes in, and compliance with accounting policies and practices; and
- e) review and manage the effectiveness of the Authority's whistle blowing policy.

2.2 In particular, the Audit and Governance Committee shall:-

- a) review the adequacy of all risk and control related disclosure statements, together with any accompanying statement from the Internal Auditors, prior to endorsement by the Authority;
- b) review the adequacy of structures, processes and responsibilities for identifying and managing key risks facing the Authority;
- c) review the adequacy of internal audit policies to ensure compliance with the Controls Assurance Standards and other relevant guidance;
- d) review the adequacy of policies and procedures for all work related to fraud and corruption as set out in the Secretary of State Directions and as required by Counter Fraud Services;
- e) make recommendations to the Authority about the the appointment (and if relevant the dismissal) of the internal audit service and the audit fee payable;
- f) manage the relationship with the external auditor (the Comptroller and Auditor General), and ensure that any chargeable non-audit services provided by him do not compromise the auditors' independence or objectivity; and
- g) review the planning, conduct and conclusions of the external audit process (including review of all reports and annual audit letters, together with the associated management responses).

2.3 In pursuance of these functions, the Authority authorises the Audit and Governance Committee to:-

- a) require a review or investigation of any procedures and activities undertaken by the Authority that fall within its remit;
- b) obtain from any employee of the Authority, such information as it considers relevant to the carrying out of its functions. (All employees are directed to co-operate with any request made by the Audit and Governance Committee);
- c) obtain such external legal or other professional advice as it considers necessary to enable it to fulfil its functions; and
- d) provide such advice or recommendations to the Chair and members of the Authority, and the Authority's Chief Executive, as it considers necessary or appropriate.

Membership of the Audit and Governance Committee

- 2.4 The Audit and Governance Committee shall consist of five members including:-
- a) a chair (who shall be a member of the Authority);
 - b) a deputy chair (who shall be a member of the Authority);
 - c) one or two members of the Authority; and
 - d) one or two persons who shall not be members of the Authority and who have relevant legal, financial, public sector or other corporate governance expertise.
- 2.5 The Chair of the Authority shall appoint the members of the Audit and Governance Committee.
- 2.6 Members of the Audit and Governance Committee shall normally be appointed for a term of three years.

Meetings of the Audit and Governance Committee

- 2.7. The quorum for a meeting of the Audit and Governance Committee shall be three members, which shall include the Chair or Deputy Chair.
- 2.8 The Audit and Governance Committee shall meet no fewer than four times a year.
- 2.9 The Audit and Governance Committee may hold additional meetings at the request of the Chair, members or officers of the Authority, or if the Chair of the Audit and Governance Committee considers that a meeting would be necessary or desirable.

Attendance at meetings of the Audit and Governance Committee

- 2.10 In addition to members of Audit and Governance Committee, the following persons shall normally attend that Committee's meetings:-
- a) the Chief Executive(or his delegated representative);
 - c) the Director of Finance and Facilities;
 - d) the Senior Legal Adviser;
 - d) such other members of the executive staff of the Authority as the Chair of the Audit and Governance Committee may agree should attend the proceedings;
 - e) a representative from the HFEA's Internal auditors; and
 - f) a representative from the HFEA's external auditors.

- 2.11 The Chair of the Audit and Governance Committee may invite such other persons (including non members of the Authority and representatives from the Department of Health) as the Chair considers appropriate, to attend the meetings of that Committee and/or to provide expert advice to inform the deliberations of the Committee.
- 2.12. The Chair of the Audit and Governance Committee may require non members of the Committee to withdraw from any part of the meeting where the Chair considers it necessary or desirable for that Committee to deliberate in private.
- 2.13. The Chair of the Audit and Governance Committee may require representatives of the HFEA's internal and external auditors to attend the private deliberations of that Committee, if the Chair considers it necessary or desirable for such representatives to attend.

Powers delegated by the Authority to the Audit and Governance Committee

- 2.14 The Authority delegates to the Audit and Governance Committee, the following powers:
- a) approval of the internal audit programme.
 - b) approval of the Statement on Internal Control included in the Annual Accounts.

3. THE COMPLIANCE COMMITTEE

Functions of the Compliance Committee

- 3.1 The functions of the Compliance Committee shall be to:-
- a) issue general directions on behalf of the Authority;
 - b) consider individual applications from licensed centres and to issue special directions relevant to those applications (other than those directions reserved to the Licence Committee under the Human Fertilisation and Embryology Act 1990) on behalf of the Authority;
 - c) monitor and review the effectiveness of the Authority's Code of Practice, and propose amendments as necessary;
 - d) monitor and review the Authority's policies in relation to compliance and enforcement, investigation of serious incidents and serious adverse reactions and complaints made by patients against licensed centres;
 - e) monitor and review the effectiveness of the Authority's inspection processes.

Membership of the Compliance Committee

- 3.2. The Compliance Committee shall consist of seven members which shall include:-
- a) the Chair, who shall be a lay member of the Authority;
 - b) the deputy Chair, who shall be a lay member of the Authority;
 - c) three other lay members; and
 - d) two clinical or scientific members, who need not be members of the Authority.
- 3.3 The Chair of the Authority shall appoint the members of the Compliance Committee.
- 3.4 Members of the Compliance Committee shall normally be appointed for for a term of three years.

Meetings of the Compliance Committee

- 3.5 The quorum for a meeting of the Compliance Committee shall be three including the Chair or Deputy Chair of the Committee and one clinical or scientific member.
- 3.6 The Compliance Committee shall meet no fewer than four times each year, and may hold further meetings as required, including meetings to consider applications for Special Directions.

Attendance at meetings of the Compliance Committee

- 3.7 In addition to the Chair and members, the following persons shall normally attend the meetings of the Compliance Committee:-
 - a) the Director of Compliance; and
 - b) such other members of the executive staff of the Authority as the Chair of the Compliance Committee may agree should attend the proceedings.

Powers delegated by the Authority to the Compliance Committee

- 3.8 The Authority delegates to the Compliance Committee, the following powers:-
 - a) issue of General Directions on behalf of the Authority;
 - b) issue of Special Directions (other than those reserved to the Licence Committee under the Human Fertilisation and Embryology Act 1990);
 - c) approval of updates and minor revisions to the Code of Practice;
 - d) approval of amendments to the Authority's Compliance and Enforcement Policy; and
 - e) approval of internal operational protocols to be used by the Authority's compliance department.

4. THE REMUNERATION COMMITTEE

Function of the Remuneration Committee

- 4.1 The function of the Remuneration Committee shall be to:-
- a) develop the Authority's pay policy and strategy;
 - b) monitor overall levels of remuneration;
 - c) specifically to approve the remuneration of the Chief Executive and Directors;
 - d) approve general staff pay increases; and
 - e) consider human resource issues referred to it by the Chief Executive or Chair of the Authority .

Membership of the Remuneration Committee

- 4.2 The Remuneration Committee shall consist of three members, which shall include:-
- a) a Chair (who shall be the Chair of the Authority);
 - b) a deputy Chair, who shall be a member of the Authority; and
 - c) the Chair of the Audit and Governance Committee.
- 4.3 The Chair of the Remuneration Committee shall be appointed for the same term as the Chair of the Authority.
- 4.4 Other members of the Remuneration Committee shall normally be appointed for a term of three years.

Meetings of the Remuneration Committee

- 4.5 The quorum for a meeting of the Remuneration Committee shall be two members including the Chair or Deputy Chair.
- 4.6 The Remuneration Committee shall meet at least once a year, and may hold further meetings at the discretion of the Chair.

Attendance at meetings of the Remuneration Committee

- 4.7 In addition to the Chair and members, such other members of the executive staff of the Authority as the Chair considers necessary, may attend the meetings of the Remuneration Committee.

Powers delegated by the Authority to the Remuneration Committee

4.8 The Authority delegates to the Remuneration Committee, the following powers:-

- a) to approve the annual staff pay increase.

5. THE SCIENTIFIC AND CLINICAL ADVANCES ADVISORY COMMITTEE

Function of the Scientific and Clinical Advances Advisory Committee

- 5.1 The function of the Scientific and Clinical Advances Committee shall be to:-
- a) advise the Authority on scientific and clinical developments (including research) in assisted conception, embryo research and related areas;
 - b) to make recommendations to the Authority on policy implications arising out of such developments;
 - c) to advise the Compliance Committee on implications for licensing and regulation arising out of such developments; and
 - d) where required, to work with the Ethics and Law Advisory Committee to consider the social, ethical and legal implications arising out of such developments.

Membership of the Scientific and Clinical Advances Advisory Committee

- 5.2 The Scientific and Clinical Advances Advisory Committee shall consist of no more than nine members, which shall include:-
- a) a Chair (who shall be a member of the Authority with clinical or scientific expertise);
 - b) a deputy Chair, who shall be a member of the Authority with clinical or scientific expertise);
 - c) the Chair of the Ethics and Law Advisory Committee; and
 - d) Up to six other persons, who need not be members of the Authority.
- 5.3 The Chair of the Authority shall appoint the members of the Scientific and Clinical Advances Advisory Committee.
- 5.4 Members of the Scientific and Clinical Advances Advisory Committee shall normally be appointed for a term of three years.

Meetings of the Scientific and Clinical Advances Advisory Committee

- 5.5 The quorum for a meeting of the Scientific and Clinical Advances Advisory Committee shall be four including the Chair or Deputy Chair of the Advisory Committee.
- 5.6 The Scientific and Clinical Advances Advisory Committee shall meet no fewer than four times each year, and may hold further meetings at the request of the Chair of the Authority.

Attendance at meetings of the Scientific and Clinical Advances Advisory Committee

- 5.7 In addition to the Chair and members, such other members of the executive staff of the Authority as the Chair considers necessary, may attend the meetings of the Scientific and Clinical Advances Advisory Committee.
- 5.8 The Chair of the Scientific and Clinical Advances Advisory Committee may invite such other persons (including non members of the Authority and representatives from the Department of Health) as the Chair considers appropriate, to attend the meetings of that Committee and/or to provide expert advice to inform the deliberations of the Committee.

Powers delegated by the Authority to the Scientific and Clinical Advisory Committee

- 5.9 The Authority does not delegate any powers to the Scientific and Clinical Advisory Committee.

6. THE ETHICS AND LAW ADVISORY COMMITTEE

Function of the Ethics and Law Advisory Committee

- 6.1 The function of the Ethics and Law Advisory Committee shall be to:-
- a) review the social, ethical and legal aspects of the work of the Authority;
 - b) provide advice to the Authority, and make recommendations on policy to be adopted by the Authority;
 - c) advise the Compliance Committee on social, ethical and legal considerations which may be affected by the Authority's Compliance and Enforcement Policy or Code of Practice; and
 - d) where required, work with the Scientific and Clinical Advances Advisory Committee to consider the social, ethical and legal implications arising out of scientific and clinical developments.

Membership of the Ethics and Law Advisory Committee

- 6.2 The Ethics and Law Advisory Committee shall consist of no more than nine members, which shall include:-
- e) a Chair (who shall be a lay member of the Authority);
 - f) a deputy Chair, who shall be a lay member of the Authority;
 - g) the Chair of the Scientific and Clinical Advances Advisory Committee; and
 - h) Up to six other persons possessing relevant expertise, who need not be members of the Authority.
- 6.3 The Chair of the Authority shall appoint the members of the Ethics and Law Advisory Committee.
- 6.4 Members of the Ethics and Law Advisory Committee shall normally be appointed for a term of three years.

Meetings of the Ethics and Law Advisory Committee

- 6.5 The quorum for a meeting of the Ethics and Law Advisory Committee shall be four including the Chair or Deputy Chair of the Advisory Committee and three other members.
- 6.6 The Law and Ethics Advisory Committee shall meet no fewer than four times each year, and may hold further meetings at the request of the Chair of the Authority.

Attendance at meetings of the Ethics and Law Advisory Committee

- 6.7 In addition to the Chair and members, such other members of the executive staff of the Authority as the Chair considers necessary, may attend the meetings of the Ethics and Law Advisory Committee.
- 6.8 The Chair of the Ethics and Law Advisory Committee may invite such other persons (including non members of the Authority and representatives from the Department of Health) as the Chair considers appropriate, to attend the meetings of that Committee and/or to provide expert advice to inform the deliberations of the Committee.

Powers delegated by the Authority to the Ethics and Law Advisory Committee

- 6.9 The Authority does not delegate any powers to the Ethics and Law Advisory Committee.