



Foreign, Commonwealth
& Development Office



Wilton Park Board

Operating Framework and Terms of Reference

The Wilton Park Board is appointed by the Secretary of State for Foreign, Commonwealth and Development Affairs to oversee the leadership and direction of Wilton Park.

Aims and objectives

The Board, whose Chair and members are expected to act in accordance with [The 7 principles of public life](#), is specifically responsible for:

- Establishing and taking forward the strategic aims and objectives of Wilton Park, consistent with its overall strategic direction and within the policy and resources framework determined by the Secretary of State;
- Ensuring that the responsible Minister is kept informed of any changes which are likely significantly to impact on the strategic direction of Wilton Park or on the attainability of its targets, and determining the steps needed to deal with such changes;
- Ensuring that any statutory or administrative requirements for the use of public funds are complied with; that the Board operates within the limits of its statutory authority and any delegated authority agreed with the sponsor Department, and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the Board takes into account guidance issued by the sponsor Department;
- Ensuring that the Board receives and reviews regular high quality financial and non-financial information concerning the management of Wilton Park; is informed in a timely manner about any concerns about the activities of Wilton

Park; and provides positive assurance to the Department that appropriate action has been taken on such concerns;

- Demonstrating high standards of corporate governance at all times, including by using the independent Audit Risk and Assurance Committee (ARAC) to help the Board to address key financial and other risks;
- In consultation with the Department, setting performance objectives and remuneration terms linked to these objectives for the Chief Executive (CE) which give due weight to the property management and use and utilisation of public resources;
- Agreeing strategy and objectives, including the strategic plan, and annual financial and other performance targets;
- Monitoring and evaluating Wilton Park's delivery of strategic objectives and performance targets, including continuous risk assessment;
- Advising on the allocation of financial and human resources, and the management of risk;
- Ensuring the planning, performance and financial management of Wilton Park is carried out efficiently and effectively;
- Overseeing the process of change, encouraging innovation, and enhancing Wilton Park's capacity to deliver.
- Ensuring Wilton Park is run in a way consistent with FCDO values and the Civil Service Code as well as Wilton Park's own values;
- Agreeing Wilton Park's Annual Reports and Accounts;
- Agreeing, together with the FCDO, any appointments and term extensions for members of the Wilton Park Advisory Council; and
- Proposing or agreeing any amendments to the [Framework Document](#).

Committees of the Board

The Wilton Park Board is required to ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control. As such, the Wilton Park Board established the ARAC as a Committee of the Board, chaired by an independent Non-Executive Director (NED) to provide independent advice. The Board is expected to assure itself of the effectiveness of the internal control and risk management systems.

The Board agreed to add responsibility for Operational and Finance Management to the ARAC, with these duties now reflected in the Terms of Reference for the ARAC.

The ARAC will therefore consider matters such as the operations of the house, the workings of the hospitality elements of the business and the detailed financial analyses and will report its findings to the Board.

Membership

The Wilton Park Board members are appointed by the FCDO, with the process for this set out in paragraph 7.5 of the Framework Document.

In line with the government's Code of Good Practice, the Board will comprise the Non-Executive Chair, who also chairs the WPAC, the CE, up to four NEDs, who have a balance of skills and experience appropriate to directing Wilton Park's business. The Board will also comprise a maximum of three senior officials, one of whom is the FCDO's Senior Departmental Officer (SDO) and with the option to have the third senior official come from outside of the FCDO/an OGD.

Wilton Park Board meetings are also usually attended by members of the Wilton Park Senior Management Team (SMT): the Director of Finance, the Chief Operating Officer (COO), the Head of Policy, the Secretary to the Board, and key members of the FCDO's Strategy Directorate. The Board may also ask any other officials of the organisation to attend to assist it along with Senior Civil Servants from other Government Departments involved in Wilton Park work.

The period of membership for Non-Executives on the Wilton Park Board is, for the Chair, an extendable five-year term and for NEDs, a three-year term renewable for a further three years.

Gisela Stuart: Non-Executive Chair

Tom Cargill: Chief Executive

James Rawlingson, Non Executive Director (NED)

Ruth Crowell, NED

Julia Prescott, NED

Felix Dane, NED

Senior official members

Will Gelling, Director Strategy, FCDO

A minimum of 4 members of the Board will be present for the meeting to be deemed quorate.

Frequency of meetings

Meetings are normally held quarterly in January, April, July and November.

Governance

The Wilton Park Framework Document, which is reviewed every three years, specifies the processes and procedures used by Wilton Park in governance, management, and audit, including Wilton Park's relationship with the Internal Audit system of the FCDO and the National Audit Office (NAO).

Responsibilities

The Board, ARAC, and NEDs have an appropriate overview of operations of Wilton Park, proportionate to its purpose, risk and required degree of independence. The Board's responsibilities are set out in paragraphs 7.1- 7.6 and 14.1 - 14.5 of the [Framework Document](#).

The Non-Executive Chair, whose responsibilities are set out in paragraphs 7.3 to 7.6 of the Framework Document, plays a pivotal role – ensuring that all stakeholders work closely and effectively together and that Wilton Park is run in a way consistent with FCDO values and the Civil Service Code.

The Chair has an obligation to ensure that Board roles and responsibilities are in line with this Board Operating Framework and are consistent with the [Government code of good practice for corporate governance](#).

The Chair also has an obligation to ensure that Board members carry out their responsibilities and abide by the principles set out in the Cabinet Office's [Code of Conduct for Board Members of Public Bodies](#) which was updated in June 2019.

Effectiveness

The Wilton Park Board carried out an effectiveness review in March 2016. A further, external Board Effectiveness Review, recommended by the 2018 Tailored Review of

Wilton Park, took place over the April to June 2019 period. The Wilton Park Board will carry out further review at regular intervals, with the timing being not less than two years following completion of the 2019 Board Effectiveness Review. The latest Review was carried out in November 2022.

Wilton Park will bring the necessary issues to the Board for a decision, and Wilton Park and the FCDO will work to ensure the Board Effectiveness Review recommendations are implemented, along with the other recommended changes to board practices. Wilton Park are publishing their register of interests as recommended. We agree with the direction of the recommendation on Board diversity. Wilton Park will promote equality of opportunity in line with the targets in the Cabinet Office's Public Appointments Diversity Action Plan.

Information requirements

For each meeting, the Board will be provided with:

Management Accounts and appropriate key performance indicators to assess progress against key objectives.

Top seven risks from the Risk Register detailing mitigating actions and outcomes.

A progress report from the Accounting Officer (CE), and SMT members as needed and an oral briefing from FCDO Directors.

As and when appropriate, the Board will also be provided with:

Wilton Park's Business, Strategy and Financial plan and subsequent re-forecasts.

The draft accounts and Governance Statement of the organisation and reporting on any changes to accounting policies.

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