

NIHR RESEARCH DELIVERY NETWORK

XXX RRDN Contractor Internal Governance Group

TERMS OF REFERENCE

Title	RRDN Contractor Internal Governance Group Terms of Reference
Current Version and Version No.	Draft Version: v0.1 - RDN Board approval date: TBC
Prepared By	
Date	28/10/2024
For review by	

1. Mandate

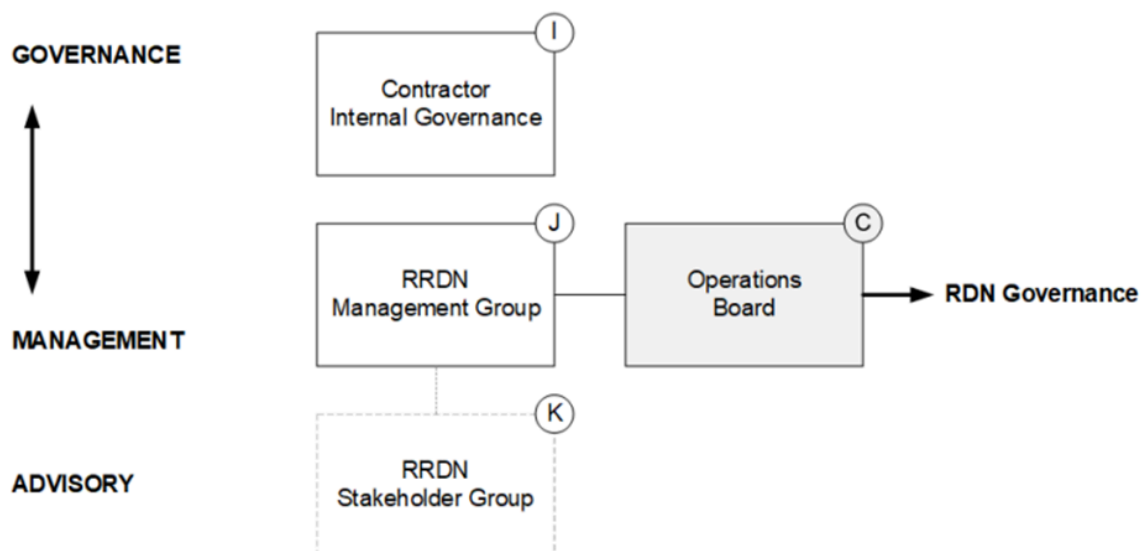
The implementation and maintenance of a RRDN Contractor Internal Governance Group is a requirement of the RDN Board as defined in the RDN Board Paper RDN057 'RDN Governance and Management Boards Groups' (16 Oct 2024).

2. Role

The **XXX** RRDN Contractor Internal Governance Group shall be the governance function for the RRDN contract between Department of Health and Social Care and **[insert Host Trust name]**. The governance role requirements of the Group will be in accordance with **[insert Host Trust name]** scheme of delegation and management arrangements.

[insert Host Trust name] as the Host Organisation for **XXX** RRDN will be expected to appoint a Host Lead who will be accountable for the delivery against and compliance with the RRDN contract. As the Host Organisation **[insert Host Trust name]** will ensure that the RRDN function is organisationally separate to the Host Organisation's R&D Department, and the Trust's R&D Director will not be the Host Lead for the RRDN (which is in compliance with the RRDN contract).

3. Governance hierarchy



4. Group business

The XXX RRDN Contractor Internal Governance Group shall:

- Maintain oversight of XXX RRDN governance, leadership and management arrangements, which should be in line with guidance issued by the RDN Coordinating Centre. It is expected that the RDN Operating Framework which forms part of the RRDN contract, will set out mandated requirements and/or restrictions for this Group.
- Maintain oversight of compliance with the provisions of the XXX RRDN contract and ensure effective risk management and sound internal controls
- Review overall performance against the RRDN Strategies, RRDN Annual Plan, RRDN Annual Financial Plan and Key Performance Indicators
- Approve documents pursuant to the recommendations of the RRDN Stakeholder Group / RRDN Management Group including but not limited to;
 - Research Capacity & Capability plan
 - Strategies plan
 - Delivery plan
 - Financial plan¹
 - Research Delivery Partner redistribution of funding¹
 - Contract Compliance
 - Risk and issues register
 - Annual Report

It is envisaged that the majority of plans and Delivery Partner allocations will be approved in advance of 1 April of each financial year, ready to be implemented within the financial year, i.e. in Q4 of the prior financial year.

- Monitor XXX RRDN activities and receive:
 - Quarterly performance reports
 - Quarterly finance reports
 - Quarterly contract compliance reports
 - Quarterly risk and issue register updates, or more regularly should a high impact issue occur
- Select and appoint the chair of the XXX Stakeholder Group

5. Secretariat and Group papers

The secretariat shall:

- Schedule XXX RRDN Contractor Internal Governance Group meetings by agreement with the Chair
- Prepare agendas for meetings for approval by the Chair
- Record the minutes for Group meetings
- Send these minutes for approval by the Chair within five (5) working days after each Group meeting
- Circulate the approved minutes to all Group members within ten (10) working days

¹ RRDN financial plans do not require any regional approvals in relation to **funding allocation models** to RRDN Delivery Partners as these will be determined nationally

- after each meeting
- Inform all Group members of the deadline for submission of papers in advance of each meeting
- Provide the template Cover Sheet to be completed by the paper author or sponsor and attached to the paper
- Prepare and circulate all meeting papers to all Group members no later than five (5) working days before each meeting.

6. Membership

- XXX RRDN Host Lead (CHAIR)
- XXX RRDN Network Director
- XXX RRDN Strategic Development Director
- XXX RRDN Operations Directors
- XXX RRDN Health and Care Research Directors (Medic and NMAHP)
- [Other Host Representatives, as regionally agreed]
- [Any other colleagues as agreed regionally, e.g. Finance Manager]

In addition to the standing Group members, subject matter experts may join meetings in an ad hoc or longer term basis in order to lead or support specific agenda items

7. Conduct and Conflicts of Interests

- Group members must declare any potential conflict of interest in relation to an item of Group business at the relevant meeting. Any such declaration will be recorded in the minutes of the meeting.
- Group members are expected to remain professional, courteous and treat Group members with respect

8. Other attendees

- By agreement from the Chair, other internal attendees (XXX RRDN Staff) may be invited to attend, present and participate in discussion for a specific agenda item
- By agreement from the Chair, individuals may be invited to attend a meeting as an opportunity for personal/professional development or as a strategic public voice representative
- By invitation from the Chair, other external attendees (for example, but not limited to, Delivery Organisation representatives) may be invited to attend, present and participate in discussion for a specific agenda item

9. Chair

The Chair shall be the XXX RRDN Host Lead. In their absence the Deputy Chair shall be the XXX RRDN Network Director

10. Start and end dates

XXX RRDN Contractor Internal Governance Group meetings shall commence in or before April 2025 and should continue for the duration of the XXX RRDN contract.

11. Frequency of Meetings

- XXX RRDN Contractor Internal Governance Group meetings shall be convened quarterly as a minimum but this frequency may be increased in line with emerging business requirements
- Group secretariat shall give at least twenty (20) working days' notice of each meeting, unless the Chair determines that an urgent meeting is required in which case the secretariat shall give a shorter notice

12. Location of Meetings

Meetings will be held virtually.

13. Quoracy and Voting

- A minimum of three voting members, including the Host Organisation Nominated Executive Director, are required for the meeting to be quorate.
- Voting members are:
 - XXX RRDN Host Lead (CHAIR)
 - XXX RRDN Network Director
 - XXX RRDN Strategic Development Director
 - XXX RRDN Operations Directors
 - XXX RRDN Health and Care Research Directors (Medic and NMAHP)
- The Group is expected to make decisions by consensus. As such voting should not generally be required.
- Should voting be required, only the voting members shall vote
- In the event that a vote is taken, the Chair shall not have a casting vote
- No individual member or combination of members shall have a power of veto
- In formulating strategy and making decisions, the Group should always have regard to the best interests of XXX RRDN Delivery Organisations as a whole, and not the specific interests of any one party, and to service the interests of all communities across the XXX RRDN region.

14. Attendance

- Group members shall make all reasonable efforts to attend Group meetings.
- If a Group member is unable to attend a meeting they may nominate another Group member to represent them at the meeting but deputies will not be accepted

15. Transparency

- Group members are expected to observe appropriate confidentiality and discretion in the conduct of matters of the Group and handling/safe keeping of information and documents, in particular in relation to any confidential or sensitive information
- Permission should be sought from the sponsor of any Group meeting paper or the Chair before any Group paper is shared with parties who are not members of the XXX RRDN Contractor Internal Governance Group

16. Review

This Terms of Reference for the XXX Contractor Internal Governance Group shall be reviewed in April 2026 in line with a RDN wide review of RRDN Contractor Internal Governance Group Terms of Reference.