

### Revision History

Version	Date	Author(s)	Reason for change
2	2/9/2025	NS&I Board/Secretariat	The role of HMT representative on the NS&I Board is currently vacant
1.1	31/01/2025	NS&I PMO	Amendment as per Action 001
0.1	29/10/2024	NS&I Board/Secretariat	Initial Version

### Approval History

Version	Approved By	Date
2	NS&I Board	2/9/2025
1.0	NS&I Board	29/10/2024

## NS&I Business Transformation Programme (BTP) Committee: Terms of Reference

Approved by the NS&I Board on 29<sup>th</sup> October 2024

### 1. Purpose

- 1.1. The NS&I Board has established the Business Transformation Programme (BTP) Committee, a committee of the Board comprising both executive and non-executive members, to support the Board and the Accounting Officer in their responsibilities for oversight of NS&I's Business Transformation Programme and B2B Services.
- 1.2. The committee has been established to conduct a more detailed review of the BTP than would be possible in Board meetings alone to provide assurance as well as recommendations for the Board to consider. The committee will scrutinise the programme's plans, business cases, and delivery progress (including the management of time, cost and delivery of benefits) to support the assurances to be provided to HM Treasury as a condition of funding. As part of this the committee will consider the management of risks relevant to the programme but will not duplicate the Audit and Risk Committee's consideration of NS&I's wider internal control and risk management systems. The committee may request any information from the Programme it requires.

### 2. Authority

- 2.1. Reflecting the advisory role of the NS&I Board, the committee's authority is limited to making recommendations relating to the Business Transformation Programme and B2B services, on behalf of the Board, to the Accounting Officer and to HM Treasury. It will review the submissions to be provided as part of the regular reporting on the Business Transformation Programme to HM Treasury.

### 3. Membership, Chair and attendees

- 3.1. All members of the committee, including any co-opted members, shall be appointed by the NS&I Board. The committee membership comprises:
  - Melanie Moreland, non-executive NS&I Board member [Chair]

- Luke Jensen, non-executive NS&I Board member [Deputy Chair]
  - The HM Treasury representative on the NS&I Board
  - Dax Harkins, Chief Executive
  - Matt Smith, Chief Operating Officer and Senior Responsible Owner (SRO) of the Business Transformation Programme
  - Andrew Gudgeon, Risk Director
  - Ruth Curry, People and Finance Director
- 3.2. The Board may co-opt committee members to bring in specialist skills, knowledge and experience.
- 3.3. In the absence of the Chair, the Deputy Chair will chair meetings.
- 3.4. If unable to attend, the HM Treasury representative on the NS&I Board ask a delegate to attend a meeting on their behalf.
- 3.5. The Chair NS&I, although not a member of the committee, will receive committee papers and have an open invitation to attend committee meetings.
- 3.6. Committee meetings will normally be attended by Assistant Directors for Business Transformation Programme, Change Delivery, and Information Technology and either the Head of Retail Debt and Cash Issuance branch, Debt and Reserves Management team (DRM), HM Treasury or another member of the DRM team.
- 3.7. Others, from inside or outside NS&I, may be invited to attend meetings and contribute to discussions, either in connection with particular items or as standing invitees.

#### **4. Conflict of interests**

- 4.1. At the start of each meeting the committee members and any others in attendance will be asked to disclose any interests that are relevant to the matters on the agenda for that meeting. At the discretion of the Chair of the meeting, they may be asked to withdraw from the discussion and voting regarding the matter in which they have an interest.

#### **5. Quorum**

- 5.1. The quorum for meetings (whether in person or by video conference) shall be four committee members including at the Chair or, in their absence, the Deputy Chair and including at least one executive Board member.
- 5.2. In the absence of the HM Treasury member of the NS&I Board, HM Treasury shall be invited to send another representative to committee meetings.

#### **6. Written procedure**

- 6.1. As agreed with the Chair (or their absence, the Deputy Chair), the committee may take a decision by email, without holding a meeting, through a simple majority of the members who are eligible to take part in the decision confirming, to the committee secretary, their agreement.
- 6.2. The committee secretary will include a record of any committee decisions reached by email between meetings in the papers for the next committee meeting and that record shall be retained with the minutes of the meeting.

#### **7. Minutes and reporting**

- 7.1. The minutes will comprise a summary of the topics covered and the resultant discussion; any decisions (including any dissension and the reasons for it); and action items and those responsible for their discharge.
- 7.2. Draft minutes of committee meetings will be submitted to the Chair for review (normally within one week of the meeting) before issue to the committee for approval at its next meeting.
- 7.3. Following review by the Chair of the committee, the committee's draft minutes will be shared with the Board via the Board's Diligent reading room.

## **8. Frequency of meetings**

- 8.1. The committee will normally meet monthly with additional meetings held as required with the Chair's agreement. Committee meetings will be aligned to NS&I Board meetings and HM Treasury reporting deadlines.

## **9. Information requirements**

- 9.1. To fulfil its remit, the committee will be provided with:
- 9.1.1. A programme dashboard showing status summary, top risks and issues, with planned mitigation actions;
  - 9.1.2. A summary of milestones achieved since the previous meeting and any deviation from those planned; planned for the upcoming period; and
  - 9.1.3. A summary of discussion, guidance, challenge and decisions by the Executive Committee during the reporting period.
  - 9.1.4. Documents prepared to support the reporting obligations to HM Treasury. This includes the documentation of the steps being taken to control future costs, the information to support providing updates to the Chief Secretary to the Treasury (CST) and the implementation of recommendations from the 2024 Infrastructure and Projects Authority (IPA) report.

## **10. Committee secretary**

- 10.1. NS&I shall provide the secretary to the committee. The secretary is responsible for circulating agendas and papers and producing minutes. The secretary manages business conducted by written procedure.

## **11. Review**

- 11.1. The committee's membership and these terms of reference will be reviewed by the committee as required but no less frequently than annually. Any proposed changes shall be submitted to the Board for formal approval.