

**Non-Executive Member of the  
Executive Committee of the Army  
Board and Chair of the Audit and Risk  
Assurance Committee**

**Information pack for applicant**

**Closing date: Wednesday 1<sup>st</sup> May 2024  
at 9am**

**Reference: GSe109582 (*please quote  
on all correspondence*)**

# Content

|   |    |
|---|----|
| Chief of the General Staff – message to candidates..... | 4  |
| The Role and Person Specification .....                 | 5  |
| Terms and Conditions of Appointment.....                | 10 |
| The recruitment process .....                           | 11 |
| The recruitment process cont.....                       | 12 |
| How to apply and submit your application.....           | 13 |
| Eligibility criteria .....                              | 13 |
| Conflict of interest and due diligence .....            | 15 |
| Data Protection and Privacy Notice .....                | 16 |
| Dealing with your concerns .....                        | 17 |
| Annex A: The Seven Principles of Public Life .....      | 18 |
| Annex B: Conflict of Interest.....                      | 19 |
| Annex C: The Ministry of Defence .....                  | 21 |
| Annex D: Synopsis Terms of Reference for ECAB .....     | 22 |
| Annex E: Terms of Reference for AARAC .....             | 25 |

# Chief of the General Staff – message to candidates

Thank you for your interest in this opportunity to join the Executive Committee of the Army Board (ECAB), the principal decision-making forum through which I exercise my command as the professional head of the British Army. The candidate will also become the Chair of the Army Audit and Risk Assurance Committee (AARAC).

The British Army is a highly complex, sophisticated organisation with over 110,000 people (regular soldiers, civil servants and reserves) across 500 sites; and 2024 marks a period of significant change in our role, focus, future capability, structure and industry relationships. We have great pride in the central role we play in the security, economy and life of the UK.

Innovation, critical thinking, and challenge are essential for the Army to be successful, and I am keen to strengthen and diversify the leadership of the Army's governance to achieve this.

I am seeking an insightful, purposeful, and independent Non-Executive Member (NEM), with significant board-level experience in large and complex organizations, who thrives on challenge and wants to be part of helping the Army meet the challenges of the 21<sup>st</sup> century.

In return, the successful candidate will gain experience at the heart of one of the UK's most significant, impactful organisations; and an opportunity to work alongside the Army's exceptionally strong senior leaders to shape vital capabilities which will protect the UK now and into the future.



General Sir Patrick Sanders KCB CBE DSO ADC Gen

# The Role and Person Specification

**We are looking for a new Non-Executive Member (NEM) of the Executive Committee of the Army Board (ECAB<sup>1</sup>). The candidate will also become Chair of the Army Audit and Risk Assurance Committee (AARAC).**

## **AN UNUSUAL, HIGH-IMPACT ROLE AT THE HEART OF DEFENDING THE UK**

- This non-executive role is at the heart of the British Army, supporting ECAB with independent advice in how the Army shapes how 110,000 people protect the UK and its dependent territories, prevent conflict, deal with disaster, and fight the nation's enemies.
- The successful candidate will be expected to bring the intellectual strength, analytical rigour, creative thinking, and broad/deep experience for the demands of the Army's boardroom.
- As Audit and Risk Assurance Committee Chair the candidate will bring the specific skills and experience needed to shape independent assurance of an organisation of this complexity and financial scale (£12bn annual budget) – and the judgement and credibility to handle sensitive risks and issues within Defence.
- The NEM should also have sufficient time – and sufficient flexibility – to allow them to invest outside the formal meeting structures in learning about the Army and its many facets.
- The role is open only to British Citizens, and will be vetted to “Security Check” (SC) level.

## **ECAB**

ECAB is the principal decision-making body through which the Head of the Army (the Chief of the General Staff (CGS)) exercises command and focuses on the business aspects of the Army from strategy and future force development through to portfolio direction and in-year financial management. It also prepares CGS for his quarterly performance and risk-reporting meetings with the Departmental Permanent Secretary and Chief of Defence Staff.

Its responsibilities are to:

- determine the Army's Strategy, Annual Command Plan and its priorities;
- agree Army sub-strategies to ensure coherence with the Army's Strategy and Plan;

---

<sup>1</sup> ECAB is the Army's executive committee of the Army Board (AB), which is chaired annually by the Secretary of State for Defence. It is an empowered committee of the AB, directed under Letters Patent issued to the Defence Council and by sanction of the Defence (Transfer of Functions) Act 1964. Its duties are set out in Annex B to Chapter 1 of the Queen's Regulations for the Army.

- review the Army's Performance, Risk, and Assurance at least quarterly and conduct a deep dive on each risk at least annually;
- agree the Annual Budgetary Cycle/Balance of Investment decisions and monitor in-year financial forecasts;
- determine Army Organisation, structure, and laydown;
- As the Portfolio Direction Group, ensure that the Army Portfolio delivers its desired outcomes and benefits;
- Agree Land Commitments Planning Guidance for contingent capability, Defence Engagement activity and emerging operations;

ECAB is chaired by the Chief of the General Staff; it comprises three Non Executive Members alongside the most senior Army leaders: the Deputy Chief of the General Staff, the Assistant Chief of the General Staff, and the Commanders of Home Command and the Field Army; supported by additional executives spanning finance, legal, and Reserves. The Army's Sergeant-Major attends to bring a perspective of the working soldiers. The Second Permanent Secretary brings a MOD perspective.

## **AARAC**

The AARAC is a formal sub-committee of ECAB with a remit to review and challenge the adequacy of the control environment and to bring a wider perspective and independent challenge to the Board's management of risk and performance against the Army Command Plan (ACP). It maintains oversight of the Top-Level Budget (TLB) Holder's corporate governance, particularly across the components of the assurance model. It reviews the effectiveness of TLB processes set against Departmental and central Government policies. The AARAC is responsible for advising on assurance across the Army TLB and TLB sponsored bodies.

The AARAC advises ECAB on:

- The effectiveness of control and assurance processes, including Army compliance and internal audit activity.
- The management of risk and performance against the Army Command Plan, and the effectiveness of risk management in High Level Budgets (HLB) and Directorates.
- The adequacy of financial management, financial planning and financial assurance.
- Issues raised on Army Lessons assurance.
- Issues raised on Army Safety and Environmental management.
- Issues raised by the Government Internal Audit Agency (GIAA) and the National Audit Office (NAO), the planned activity and results of both internal

and external audit, and the adequacy of management response to issues identified by audit activity.

- The effectiveness of TLB counter-fraud approaches, including whistle-blowing processes.
- The content of the Annual Assurance Report (AAR) including recommendations on individual control issues to highlight in the AAR.

# Role Description

As Non-Executive Member your key responsibilities will be:

- Provide independent advice, support and challenge to ECAB to encourage innovative thinking and efficiency in the approach toward the delivery of the Army's outputs, Balance of Investment Decisions, Annual Budgetary Cycle planning and In-Year Financial Decisions/Considerations.
- Support CGS by constructively challenging and contributing to the development of strategy and planning, including the development of key objectives and targets.
- Work with ECAB to scrutinise and evaluate progress against agreed goals and objectives, including finance and efficiency targets as part of Departmental Performance and Risk Reporting.
- Provide constructive challenge and support to CGS in the consideration of any command and administrative decisions that fall within the remit of ECAB and that recommendations and considerations presented to the Army Board for decision are transparent and evidence based.
- Work with ECAB to monitor performance of key intermediate suppliers against agreed plans and hold them to account for their performance. Support and challenge any action plans to manage consequences where performance standards or expectations have not been achieved.
- See Annex C for full Terms of Reference for the ECAB.
- act as Chair of the AARAC in accordance with its terms of reference, bringing a wider perspective, independent challenge, skills and knowledge to bear on performance and risk management
- participate as required in wider Defence assurance and risk management—for example, provide occasional briefings to the Defence Audit and Risk Committee
- act as a sounding-board and “critical friend” to senior Army personnel leading finance, audit and risk functions.
- See Annex D for full Terms of Reference for the AARAC.

# Person Specification

## Essential criteria

**Candidates will require the rigour and intellectual strength to understand and navigate a large, complex, fast-moving organisation during a period of significant change.**

NEM Candidates must demonstrate all of the following essential criteria:

- ❖ Board level experience in a large, complex and changing environment.
- ❖ Strong communication skills with the ability to build positive, productive relationships and contribute effectively within and outside the Boardroom.
- ❖ The ability to think strategically and provide robust and reasoned challenge, bringing insights, independence, and diversity of thought.
- ❖ A passionate interest in Defence and the National Security agenda.
- ❖ Experience in bringing about change in large, complex organisations.
- ❖ An understanding of the economic and political environment within which the public sector operates.
- ❖ Ability to champion change and learning, while helping the Board think through the risks and mitigations.
- ❖ Commitment to abide by the Seven Principles of Public Life (Annex A) and the Code of Conduct for Board Members<sup>2</sup>.

For the AARAC Chair role candidates must demonstrate:

- ❖ Experience with the risk, control and governance issues found in a commercial or government organisation of significant scale;
- ❖ Experience with the additional complexities of a Group/subsidiary structure;
- ❖ Experience handling both financial and non-financial (e.g. reputational) risks;
- ❖ Ability to exercise sound judgement in a sensitive and complex area and be able to defend decisions confidently under scrutiny;
- ❖ Experience as a Chair, or Member, of an audit committee for large organisations in either the Public or Private commercial Sector.

## Desirable criteria

The following criteria are also desirable:

- ❖ Financial qualification (e.g. ACCA, CIPFA, CIMA, ICAEW, IACAS ) and/or experience as Finance Director, Auditor or similar at an organisation of substantial size and complexity.
- ❖ Experience as Chair of a Board or Committee.
- ❖ Experience of working in a regulatory or highly-regulated environment.
- ❖ Prior experience working in a secure environment (e.g. National Security, law enforcement or Defence).

<sup>2</sup> <https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies>



# Terms and Conditions of Appointment

## Time commitment and Remuneration

The post requires a core commitment of up to 15 meetings per annum (potentially 4-10 for ECAB and 5 for AARAC), with the potential need for other meeting attendance. This currently works out at 2 days a month core commitment including pre-reading. In addition, the appointee will be encouraged to have the time and flexibility beyond the formal meeting structure to learn about the Army, its capabilities and its principal risks – and to meet a wide range of Army people, to understand better Army life.

The fee for this role is based on a daily rate of £600, capped within the agreed time commitment. Reasonable travel and subsistence expenses will be reimbursed in line with MOD's policy.

HMRC will treat the appointment as an Office Holder and automatically classed as employed for tax purposes for this work and subject to PAYE arrangements for tax and NIC deductions<sup>3</sup>. This requires MOD to deduct tax at source.

## Appointment term

The appointment will be for a period of 3 years. There may be a possibility of re-appointment, for no more than a further 3 years, subject to a satisfactory annual appraisal of performance assessed by the Chief of the General Staff of the Ministry of Defence. Acceptance of the appointment does not constitute employment with the MOD or Civil Service.

## Location

Meetings are usually held in Andover, Hampshire and Whitehall, London. Occasional travel to other military establishments may also be required for formal meetings, induction, to learn about Army capabilities, and to meet Army personnel at all levels.

## Termination of Appointment

The successful candidate may resign at any time by notice in writing to the Chief of the General Staff of the Ministry of Defence. Subsequently, the Chief of the General Staff of the Ministry of Defence can remove you from office if you fail to perform the duties required in line with the standards expected in public office.

## Confidentiality

You will be subject to the provisions of the Official Secrets Act and required to exercise care in the use of official information acquired in the course of official duties, and not to disclose information which is held in confidence.

---

<sup>3</sup> Chapter 10, Part 2 of the Income Tax (Earnings and Pensions) Act 2003.

# The recruitment process

- ❖ This is a Non-Regulated appointment and is run in line with the 2016 Governance Code on Public Appointments and follows OCPA process as best practice.
- ❖ The Governance Code is based on three core principles – merit, openness and fairness.
- ❖ Interviews will take place in Army HQ, Andover, or Whitehall, London.
- ❖ The Interview Panel composition along with the indicative timetable for the recruitment can be found on the next page.
- ❖ The decision to appoint to this role rests with the Chief of the General Staff.
- ❖ This candidate pack is for a Non-Executive Member of the Executive Committee, Army Board.
- ❖ A candidate reserve list will be held for 12 months and may be used for similar roles that occur in the future.

**Please note:** Candidates will be able to claim for reasonable expenses incurred travelling to and from the interview should a face-to-face interview take place. Claim forms will be provided with invitations to interview.

# The recruitment process cont.

## Indicative Timetable

Please note that these dates may be subject to change.

|  |  |
|--|--|
| Closing date                                 | 9am Wednesday 1 <sup>st</sup> May 2024                 |
| Longlist meeting                             | w/c 6 <sup>th</sup> May 2024                           |
| Preliminary interviews with GatenbySanderson | w/c 13 <sup>th</sup> May and 20 <sup>th</sup> May 2024 |
| Short-listing meeting                        | w/c 27 <sup>th</sup> May 2024                          |
| Final panel interviews                       | Friday 7 <sup>th</sup> June 2024                       |
| Start/provisional date:                      | TBA  |

## Advisory Assessment Panel composition

|                     |   |
|---------------------|---|
| Chair:              | Lt Gen Sir Roly Walker<br>Chief of the General Staff Designate  |
| Member              | Lt Gen Dame Sharon Nesmith<br>Deputy Chief of the General Staff |
| Member:             | Mr Nick Gordon<br>Director Resources                            |
| Independent Member: | Ms Roni Katz<br>Non-Executive Board Member                      |

**Completed applications should be submitted to**

<https://www.gatenbysanderson.com/job/GSe109582>

**by 9am Wednesday 1<sup>st</sup> May 2024**

# How to apply and submit your application

If you wish to apply for this appointment, please supply the following:

- ❖ A **CV** (*maximum two sides A4, minimum font 12*) setting out your career history and including details of any professional qualifications.
- ❖ A **short supporting statement** (*maximum two sides A4, minimum font 12*) explaining how you meet the essential and desirable criteria (Page 7). Make sure you refer to the contents of this information pack and provide specific examples which demonstrate proven and demonstrable expertise or ability. Please ensure your full name and the reference number are clearly stated at the top of your CV and additional papers.
- ❖ Note References will be taken up if candidates are invited to an interview. You should ensure that they have given their permission for their names to be used.

- ❖ If you are applying under the **Guarantee Interview Scheme** you will need to meet the minimum criteria for the role as determined by the Panel. This will guarantee an invite to an interview. To ensure fairness, the Interview Panel will not be informed who has applied under the GIS until they have set the minimum criteria at the start of the sift meeting.
- ❖ If you have a disability and require **reasonable adjustments** to enable an interview, please advise us when you return your application

**Please note:** it is your responsibility to ensure we receive your application by the closing date.

## Further information

If you have queries about any aspect of this role, the recruitment process or you wish to have an informal discussion, then please contact:

Orla Brennan, Researcher  
[orla.brenan@gatenbysanderson.com](mailto:orla.brenan@gatenbysanderson.com)  
0113 205 6065

Michelle Atkinson, Principal Consultant  
[michelle.atkinson@gatenbysanderson.com](mailto:michelle.atkinson@gatenbysanderson.com)  
07384 253021

James Payne, Partner  
[james.payne@gatenbysanderson.com](mailto:james.payne@gatenbysanderson.com)  
07384 818170

## Eligibility criteria

To be eligible for consideration the candidate will need to be a British Citizen. [Civil Service Nationality Rules](#)

The candidate is expected to inform CGS if they intend to accept a prominent position in any political party and to understand that the appointment may be terminated if it is felt that the position is incompatible.

The successful applicant will be required to sign the Official Secrets Act and go through the appropriate security checks for this position. The successful candidate must meet the security requirements before they can be appointed. The level of security needed is Security Check (SC).

There are circumstances in which an individual may not be considered for appointment. If:

- ❖ You have received a prison sentence or suspended sentence of 3 months or more in the last 5 years;
- ❖ You are the subject of a bankruptcy restrictions order or interim order, or a debt relief order or interim debt relief order under Schedule 4ZB to the Insolvency Act 1986;
- ❖ You are disqualified from acting as a company director under the Company Directors Disqualification Act 1986;
- ❖ You have been removed from trusteeship of a charity,

### **Equal opportunities**

MOD is committed to be an equal opportunities employer. We value and welcome diversity. The appointment(s) will be governed by the Principle of Public Appointment based on merit with independent assessment and transparency of process. Candidates may come from a wide range of backgrounds and experience although the successful candidate(s) will need to demonstrate that they meet all the criteria for this appointment(s). Applications from women, ethnic minorities and disabled people will be welcomed.

### **Guarantee Interview Scheme (GIS)**

MOD actively encourages applications from disabled people. As part of this, MOD along with several Departments have committed to a Guaranteed Interview Scheme (GIS). This is a commitment to interview all disabled applicants who meet the minimum criteria for the role(s). This gives them the opportunity to demonstrate their abilities at the interview stage.

To be eligible for GIS the candidate must have a disability, as defined by the [Equality Act 2010](#). Further definition can be found on the [Cabinet Office website](#).

## Conflict of interest and due diligence

If you have any interest that might be relevant to the work of the Ministry of Defence and which could lead to a real or perceived conflict of interest if you were to be appointed, please provide details in the **Diversity Monitoring Form and Declaration of Interests** (Annex B in this information pack should help you to evaluate whether you have a potential conflict.) This includes other MOD Boards and Committees on which you are already appointed. If you have queries about this and would like to discuss further, please contact [james.payne@gatenbysanderson.com](mailto:james.payne@gatenbysanderson.com)

As part of our **due diligence** checks we will consider anything in the public domain related to your conduct or professional capacity. This will include us undertaking searches of previous public statements and social media, blogs etc. Any information found may be made available to the Interview Panel who may wish to explore further with you should you be invited to an interview. The information may also be shared with Ministers and the Cabinet Office.

Given the nature of public appointments, it is important that those appointed as members of public bodies / Committees maintain the confidence of Parliament and the public. If there are any issues in your personal or professional history that could, if you were appointed, be misconstrued, cause embarrassment, or cause public confidence in the appointment to be jeopardised, it is important that you bring them to the attention of the Interview Panel and provide details of the issue(s) in your application. In considering whether you wish to declare any issues, you should also reflect on any public statements you have made, including through social media.

# Data Protection and Privacy Notice

The Department is required by the Commissioner for Public Appointments and Cabinet Office to retain information about the people who apply for public appointments and non-regulated public appointments and make it available for auditing and management information purposes, if requested. Any data about you will be held in secure conditions with access restricted to those who need it in connection with dealing with your application and the selection process.

The [MoD Personal information charter](#) contains the standards you can expect when we ask for, hold or share your personal information and your rights under the law.

Our data protection policy is in line with the requirements of the General Data Protection Regulation and Data Protection Acts. Our data protection officer can be contacted by writing to [cio-dpa@mod.gov.uk](mailto:cio-dpa@mod.gov.uk).

Your initial contact details, including your name and address will be held by the WIG for a period of up to two years.

If you submit an application, that and any supporting documentation, will be retained by GatenbySanderson and the Army for up to two years. Information held electronically, will also be held for up to two years.

If you would like these details to be removed from our records as soon as this recruitment campaign is completed, please email to:

[ArmyExec-ArmyHQ-Mailbox@mod.gov.uk](mailto:ArmyExec-ArmyHQ-Mailbox@mod.gov.uk) and  
[james.payne@gatenbysanderson.com](mailto:james.payne@gatenbysanderson.com)

## Dealing with your concerns

We aim to process all applications as quickly as possible and to treat all applicants with courtesy. If you feel that you have any complaints about the way your application has been handled, please contact in the first instance: [ArmyExec-ArmyHQ-Mailbox@mod.gov.uk](mailto:ArmyExec-ArmyHQ-Mailbox@mod.gov.uk) and [james.payne@gatenbysanderson.com](mailto:james.payne@gatenbysanderson.com)



## Annex A: The Seven Principles of Public Life

The candidate is expected to adhere and understand the standards of probity required of public appointees outlined below in the “Seven Principles of Public Life” drawn up by the Committee of Standards in Public Life.

### **Selflessness**

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising, in order to protect the public interest.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

The candidate is also expected to adhere to the [Code of Conduct for board members of public bodies](#).

# Annex B: Conflict of Interest

## **Q1. What is a conflict of interest?**

Public Appointments require the highest standards of propriety, involving impartiality, integrity and objectivity, in relation to the stewardship of public funds and the oversight and management of all related activities. This means that any private, voluntary, charitable or political interest which material might be relevant to the work of the public body concerned should be declared.

There is always the possibility for real or perceived conflicts of interest to arise. A perceived inference of a conflict may, on occasions, be as damaging as the existence of a real conflict. It is important, therefore, that you consider your circumstances when applying for a public appointment and identify any potential conflicts of interest, whether real or perceived.

## **Q2. Surely a perceived conflict is not a problem, as long as I act impartially at all times?**

The integrity of the individual is not in question here. However, it is necessary for the standing of the individual and the Board that members of the public have confidence in their independence and impartiality. Even a perceived conflict of interest on the part of a Board member can be extremely damaging to the public body's reputation and it is therefore essential that these are declared and explored, in the same way as an actual conflict would be. The fact that a member acted impartially may be no defence against accusations of potential bias.

## **Q3. If I hold another Ministry of Defence appointment will it be considered a conflict of interest?**

It will depend on the nature of the role you have and the one you are applying for. In some circumstances the relationship between the two may make it too difficult to put in place arrangements to manage the conflicts. In such circumstances you would have to decide which role you would want to step away from. To allow the Interview Panel to consider fully you should provide details of other MOD roles you have or may be applying for in the **Diversity Monitoring Form and Declaration of Interests** form.

## **Q4. What should I do if I think I have a conflict of interest?**

You will find a section on conflicts of interest in the **Diversity Monitoring Form and Declaration of Interests** form for you to complete. This asks you to consider and declare whether or not you have a real, or perceived, conflict. If you are unsure of your circumstances constitute a possible conflict, you should still complete this section, in order to give the Interview Panel as much information as possible. You might also find it helpful to discuss it with sponsor/ public body / Committee contact shown in the information pack.

## **Q5. If I declare a conflict, does this mean I will not be considered for appointment?**

No - each case is considered individually. If you are short listed for interview, the Interview Panel will explore with you how far the conflict might affect your ability to contribute

effectively and impartially on the Board and how this might be managed, if you were to be appointed. For example, it may be possible to arrange for you to step out of meetings where an issue is discussed, in which you have an interest. However, if, following the discussion with you, the AAP believes that the conflict is too great and appropriate arrangements cannot be made and would call into question the probity of the Board, they can withdraw your application

**Q6. What happens if I do not declare a known conflict, which is then discovered by the Department after my appointment?**

Again, each case would be considered on its merits, but the Department may take the view that by concealing a conflict of interest, you would be deemed to have breached the Seven Principles of Conduct of Public Life and we may terminate your appointment.

**Q7. What happens if I do not realise a potential conflict exists?**

This situation may arise where the applicant is not familiar with the broad range of work which a Body covers and therefore does not realise that a conflict might exist. In some cases, the Interview Panel, with their wider knowledge of the public body, might deduce that there is a potential conflict issue, based on the information on employment and experience provided by the candidate in the application form. They will then explore this at interview with the candidate.

**Q8. What happens if a conflict of interest arises after an appointment is made?**

This could arise for two main reasons. The first is that the member's circumstances may change, for example, they may change jobs and in doing so, a conflict with their work on the Board becomes apparent. The second is where a member is unfamiliar with the range of the work of the public body, but after appointment, it becomes clear that a conflict exists where none had been envisaged during the appointment process.

In both cases, the issue should be discussed with the Chair of the Board and the Chief Executive of the public body (if applicable) concerned, in consultation with the Department, to decide whether or not the member can continue to carry out their role in an appropriate manner and each case would be considered individually.

It may be that the conflict is such that it would be impractical for the member to continue on the Board, if they would have to withdraw from a considerable amount of the public body's routine business. In such cases, the member may be asked to stand down from the public body.

# Annex C: The Ministry of Defence

## Who we are?

The Ministry of Defence (MOD) is made up of 20 organisations: Head Office, four Military Commands, the Defence Nuclear Organisation, UK Space Command and 13 Enabling Organisations.

Head Office provides the Department of State function and political and military strategic direction for the Department.

There are four Military Commands that generate military capability and operate in accordance with Defence policy objectives as directed by Head Office. These are:

- Royal Navy
- British Army
- Royal Air Force
- Strategic Command

The Defence Nuclear Organisation manages the portfolio of Defence nuclear programmes.

The **UK Space Command** is a Joint Command staffed from the Royal Navy, British Army, Royal Air Force and the Civil Service.

There are 13 Enabling Organisations that deliver activities to support Defence. Further information can be found on [WWW.GOV.UK](http://WWW.GOV.UK).

## Purpose

The Defence Purpose is to protect the people of the United Kingdom, prevent conflict, and be ready to fight our enemies. To **Mobilise** to make the most of existing capabilities; **Modernise** to embrace new technologies to assure our competitive position and **Transform** radically to improve the way Defence does business.

## The Army

With responsibility for an annual budget of over £12bn, the Army is a major part of the Ministry of Defence and one of its largest operating centres or Top-Level Budgets (TLB). The Army has 110K regular and reserve soldiers and officers, around 9K Civil Servants and around 2.5K Locally Employed civilians, spread across over 500 sites in the UK and overseas. Under the MOD's operating model, the Army has significant responsibilities for shaping and contributing to the delivery of the United Kingdom's National Security Strategy and providing major strands of the Government's overseas and domestic national security capability.

# Annex D: Synopsis Terms of Reference for ECAB



## SYNOPSIS TERMS OF REFERENCE FOR

### EXECUTIVE COMMITTEE OF THE ARMY BOARD (ECAB)

1. **Purpose.** ECAB is the senior executive decision-making body within the Army, through which CGS exercises command of the Army. The Board is mandated to meet 4 times per year (although frequency may be increased)<sup>4</sup> and is chaired by CGS. It is supported by four sub-committees.
2. **Responsibilities.** The Board will:
  - a. Determine the Army's Strategy, Command Plan (ACP) and its priorities.
  - b. Agree Army sub-strategies to ensure coherence with the Army's Strategy and Plan.
  - c. Review the Army's Performance, Risk and Assurance at least quarterly and conduct a deep dive on each risk at least annually.
  - d. Agree the ABC/Balance of Investment decisions and monitor in-year financial forecasts.
  - e. Determine Army Organisation, structure, and laydown.
  - f. As the Portfolio Direction Group (PDG) ensure that the Army Portfolio delivers its desired outcomes and benefits by:
    - (1) Directing top-level change within the Army's Portfolio (equipment, infrastructure and non-equipment change programmes).
    - (2) Providing oversight of ECAB level programmes through deep dives where the Senior Responsible Owner (SRO) provides an update on progress, issues, and risks.
    - (3) Endorsing the priority and funding of new initiatives.
    - (4) Reviewing issues raised by the Programmes Portfolio Progress Group (P3G).
  - g. As the Military Strategy Board (MSB):
    - (1) Agree Land Commitments Planning Guidance for contingent capability, Defence Engagement activity and emerging operations.
    - (2) Agree the Army Commitments Priority Matrix to inform; force preparation for readiness; interoperability activity; and force development activity.
  - h. Consider reports raised from its sub-committees.

---

<sup>4</sup> The current plan for 2024 is 10 meetings.

3. **Board Members' Roles and Responsibilities.** The members of the Board have the following roles and responsibilities:

a. **NEMs.** The non-executive members provide external advice and expertise to complement and inform Board decision making. Areas of expertise include: change management and leading through change, audit and risk management, and human resources.

**THE EXECUTIVE COMMITTEE OF THE ARMY BOARD – INDICATIVE AGENDA**

|  | <b>Feb</b>  | <b>Mar</b>                           | <b>Apr</b>              | <b>May</b>    | <b>Jun</b>              | <b>Jul</b>              | <b>Sep</b>              | <b>Oct</b>  | <b>Nov</b>              | <b>Dec</b>    |
|--|---|--------------------------------------|-------------------------|---------------|-------------------------|-------------------------|-------------------------|---|-------------------------|---------------|
| <b>Theme in conjunction with Strategic Objectives</b>    | <b>Away Day</b><br><br><b>Strategic Delivery</b> <ul style="list-style-type: none"> <li>• Proposition</li> <li>• Army Command Plan</li> <li>• Annual Budgeting Cycle</li> </ul> | <b>Strategic Risk 1</b>              | <b>Strategic Risk 2</b> | <b>Review</b> | <b>Strategic Risk 3</b> | <b>Strategic Risk 4</b> | <b>Strategic Risk 5</b> | <b>Away Day</b><br><br><b>Thematic</b><br>e.g.<br>Organisational Culture, Cyber | <b>Strategic Risk 6</b> | <b>Review</b> |
| <b>30 mins</b>   | <b>Introduction</b>   |                                      |                         |               |                         |                         |                         |   |                         |               |
| <b>3 hrs</b>   | <b>Major Change Programme</b>   |                                      |                         |               |                         |                         |                         |   |                         |               |
|  | <b>Strategic Objectives</b>   | 1.0 Mobilising Fighting Power        |                         |               |                         |                         |                         |   |                         |               |
|  |   | 2.0 Modernise our Capability         |                         |               |                         |                         |                         |   |                         |               |
|  |   | 3.0 Transform our Approach to People |                         |               |                         |                         |                         |   |                         |               |
|  |   | 4.0 Transform the Organisation       |                         |               |                         |                         |                         |   |                         |               |
| <b>Institutional including Governance and Reputation</b> |   |                                      |                         |               |                         |                         |                         |   |                         |               |
| <b>30 mins</b>   | <b>AOB</b><br><b>Closing Remarks</b>  |                                      |                         |               |                         |                         |                         |   |                         |               |

# Annex E: Terms of Reference for AARAC



## TERMS OF REFERENCE FOR THE ARMY AUDIT AND RISK ASSURANCE COMMITTEE

1. **Authority.** The Army Audit and Risk Assurance Committee (AARAC) is a formal sub-committee of the Executive Committee of the Army Board (ECAB).
2. **Remit.** The AARAC exists in service of the Army and its purpose, which is to fight and win wars on land. The AARAC's remit is to oversee the enterprise-wide system of governance that the Army uses to ensure it achieves its purpose. This includes challenging and supporting the fitness for purpose of:
  - a. The Army's GOVERNANCE system; and should overview its application to assure itself that objectives are properly set and decisions properly made, with clear accountability. The AARAC should also overview the way the most important actual objectives are governed.
  - b. The Army's RISK MANAGEMENT system; and should overview its application to assure itself that risks are properly managed. The AARAC should also overview the way in which some of the most important actual risks are managed.
  - c. The Army's CONTROL system; and should overview its application to assure itself that the appropriate control framework is in place and complied with. The AARAC should also overview the extent of actual compliance with the most important Controls.
  - d. The Army's ASSURANCE system; and should overview its integrity, so that the Command can receive an accurate picture of how well governance is being executed, risks are being managed, and controls/policies are being complied with. This activity will support AARAC in its role to sign off (or not) the CGS' Annual Assurance Opinion, which must be evidence- based.
3. **Scope.** The scope of the AARAC is not limited to financial management and controls, but is enterprise-wide across the Army, including all aspects of performance, risk, compliance and



assurance. It includes Army-sponsored bodies<sup>5</sup>; the Army's commercial and partnership relationships; Service Advisors (e.g. the Royal Military Police), and the Army's response to relevant internal and external policymakers and regulators. It includes matters that are reserved for the Ministry of Defence insofar as they impact Army. AARAC has the ability to operate at any level of security classification: security classification is not a barrier to AARAC's access to information.

4. **Membership and Attendance.** Membership and attendance of the AARAC is as shown in the table below. All attendees who are invited on an agenda driven basis are required to attend when called upon to do so. The AARAC Chair may require any or all of those who attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. The AARAC Chair may co-opt additional members, internal or external to the organisation, for a period not exceeding a year to provide specialist skills, knowledge, and experience.

| Appointment   | Role  |
|---|---|
| <b>Members:</b>   |   |
| Non-Executive Member  | Chair (External) who is also a member of ECAB   |
| Non-Executive Member  | Member (External) who is a chartered accountant   |
| Non-Executive Member  | Member (Internal to the MOD)  |
| <b>Attendees:</b>   |   |
| Assistant Chief of the General Staff                              | Governance, Risk management, and Compliance<br>Chain of Command to oversee management actions           |
| Director of Resources (Army)                                      | Internal Financial Control and overall Army Assurance<br>Chain of Command to oversee management actions |
| Brigadier General Staff   | Performance and Risk Monitoring<br>Chain of Command to oversee management actions                       |
| Army Inspector  | ACA&I and Army 3 <sup>rd</sup> Line of Defence assurance  |
| Defence Internal Audit (DIA)                                      | Defence annual audit programme and specific findings  |
| National Audit Office (NAO)                                       | External audit of TLB accounts and VfM audits   |
| SO2 Corporate Governance  | Secretary   |
| <b>As required Attendees:</b>                                     |   |
| Chief of the General Staff /<br>Deputy Chief of the General Staff | If required as senior Chain of Command to action and oversee<br>AARAC actions                           |
| <b>Agenda driven Attendees</b>                                    |   |
| ECAB NEMs   | If required for functional expertise  |

5. **Access.** The AARAC Chair has free and confidential access to anyone across the Army, enterprise-wide, regardless of seniority or other considerations. The Chair will also have access to

<sup>5</sup> MOD Annual Report and Accounts 2021-22 (Note 20: Entities within the Departmental boundary (Page 217) and Annex F (Page 229)).

the Permanent Secretary and Second Permanent Secretary of the Ministry of Defence on an as needed basis. Representatives of the DIA and NAO have free and confidential access to the AARAC Chair with whom they will meet without the presence of Command management on an annual basis or as required.

6. **Meetings and Quorum.** The AARAC will meet five times a year. The Chair may convene additional meetings as necessary. A minimum of 2 Members need to be present at each meeting to achieve a quorum. The ECAB may ask the AARAC to convene further meetings to discuss particular issues on which they require the Committee's advice.

7. **Agenda.** The standing agenda for the AARAC is shown at **Annex A**, which includes the items required for the quarterly and EOY meetings. For each meeting, a detailed agenda will be agreed by the Secretariat with the Chair 8 weeks in advance, having taken advice from DCGS and others.

8. **Secretariat.** The AARAC will be provided with Secretariat support by Army Corporate Assurance who will ensure that agendas, papers and discussion are of a suitable quality and focus on the matters most relevant to the needs of the Army/TLB and purpose of the AARAC.

9. **Information Requirement.** For each meeting, the AARAC will be provided with papers commissioned by the Secretariat to support the agenda. Papers will be written specifically, crisply and concisely for the AARAC, with a clear articulation of their purpose and answering the "asks" of AARAC. The standard AARAC template must be used (to be provided by the Secretariat). Whilst responsibility for writing papers may be delegated to the appropriate subject-matter expert within the Army, accountability for their quality and fitness for purpose may not be delegated and rests with the relevant 2\* officer as "Sponsor" of the paper. Both Author and Sponsor will attend the meeting for their paper. At the meetings, the Chair's assumption will be that all papers have been read by all attendees.

10. **Submission and Circulation of Papers.** Papers must be submitted to the AARAC Secretariat no later than 14 working days prior to the meeting for review by the AARAC Chair. Seven days before the meeting they will be circulated as a single set, together with the Agenda. Papers will not be circulated piecemeal either before or after this deadline. Once circulated, papers will not be subject to change. Unless circumstances are truly exceptional, papers that are not submitted in time for circulation will not be taken at the meeting and a record will be kept of such instances.

11. **Minutes and Actions.** The draft minutes of the meeting will be produced for review by the Chair within 10 working days of the meeting and for review by attendees within 14 working days.

The final version of the minutes will be issued within 21 working days of the meeting. A list of the agreed actions from each Committee meeting will be maintained by the Secretariat.

12. **Public Sector Equality Duty Compliance**<sup>6</sup>. All papers submitted to the AARAC must comply with the Public Sector Equality Duty and have evidence of an Equality Analysis being considered/conducted.

13. **Reporting**. AARAC is a sub-Committee of ECAB and the Chair will report to the ECAB following each AARAC meeting. The purpose of this reporting will be to provide advice about where further work may be considered necessary to satisfy ECAB performance objectives, risk appetite, compliance expectation, and desired assurance profile. The Chair will also provide input to, and commentary on, the Army's Annual Assurance Report with the aim of agreeing it prior to its submission to the Permanent Secretary.

---

<sup>6</sup> [ACSO 3252 \(sharepoint.com\)](#)

## THE ARMY AUDIT AND RISK ASSURANCE COMMITTEE – STANDING AGENDA

|          | Q1 (Jul)  | Q2 (Oct)   | Q3 (Dec)   | Q4 (Mar)  | Year End (May)  |
|----------|---|--|--|---|---|
| One Hour | <b>Introduction</b>   |  |  |   |   |
|          | <b>Conflicts of Interest</b>  |  |  |   |   |
|          | <b>Minutes of Last Meeting and Actions Review</b>   |  |  |   | <b>Performance</b><br>YE Outturn and Achievement of Financial Objectives<br>Fraud Report<br>Whistleblowing Report<br>Assessment of AARAC performance (biennial) |
|          | <b>Key Incidents, Lessons Learned, Emerging Issues/Weak Signals</b><br>DCGS; ACGS; D Res; Army Insp (AI); DIA; NAO*                     |  |  |   |   |
|          | <b>Audit Plan and Outcomes Update</b><br>AI; DIA; NAO*  | <b>Audit Plan and Outcomes Update</b><br>AI; DIA; NAO*                                       | <b>Audit Plan and Outcomes Update</b><br>AI; DIA; NAO*<br>Agree Audit Plans for following year | <b>Audit Plan and Outcomes Update</b><br>AI; DIA; NAO*                              |   |
| One Hour | <b>Army Strategy</b><br>Army Strategic Objectives for the coming year; the risks to achieving them; and the plans to manage those risks | <b>HLB Holder Interview**</b><br>- Field Army<br>- Home Comd                                 | <b>Functional Interview**</b><br>- Programmes<br>- Infrastructure                              | <b>Functional Interview**</b><br>- Information<br>- Finance                         | <b>ACP update for the following year</b>  |
| One Hour |   | <b>HLB Holder Interview**</b><br>- Reserves<br>- JHC   | <b>Functional Interview**</b><br>- HSEP<br>- Futures   | <b>Functional Interview**</b><br>- Support<br>- Personnel                           |   |
| One Hour | <b>Risk Management</b><br>Review of the enterprise-wide Risk Management Process   | <b>Governance</b><br>Review of governance processes, delegated authority, and accountability | <b>Compliance</b><br>Review of enterprise-wide Controls & Compliance processes                 | <b>Assurance</b><br>Review of the enterprise-wide Assurance processes and Framework |   |
| One Hour | <b>Deep Dive(s)</b><br>Into a key risk, compliance, assurance or performance issue  | <b>Deep Dive(s)</b><br>Into a key risk, compliance, assurance or performance issue           | <b>Deep Dive(s)</b><br>Into a key risk, compliance, assurance or performance issue             | <b>Deep Dive(s)</b><br>Into a key risk, compliance, assurance or performance issue  |   |
|          | AOB   | AOB  | AOB  | AOB   | AOB   |

\*including NAO Value for Money (VFM) Reviews.

\*\*A review in which the function owner/HLB Holder describes their objectives and how they are GOVERNED; the key RISK (to achieving those objectives), including reputational risk, and how they are managed; the CONTROL processes that they have in place to ensure quality and the levels of COMPLIANCE with those processes; as well as the manner in which they achieve ASSURANCE on these matters.

