

NHS Race and Health Observatory Board

Terms of Reference

1.0 Introduction

1.1 The NHS Race and Health Observatory works towards tackling ethnic and racial inequalities in healthcare amongst patients, communities and the NHS workforce. It supports, where appropriate, aspirations in these areas as outlined in national healthcare policies, including the NHS 10 Year Health Plan.

1.2 The Observatory is a dynamic, independent body that provides evidence-based, actionable recommendations and enables their adoption and implementation by the Department of Health and Social Care and the wider NHS and health system.

1.3 The Observatory's foundations are built on being proactive, a principled commentator on new initiatives as well as being evidence-driven and solution-focused.

1.4 The key areas of the Observatory's function are to:

- I. Catalyse and facilitate high-quality, innovative evidence to develop meaningful insight
- II. Develop and embed evidence-based insight into actionable recommendations for change
- III. Support the implementation of recommendations and share good practice to facilitate change in the NHS

1.5 The Observatory is distant enough from the NHS to be neutral and close enough to understand nuances on key policies, and to be an active supporter as a delivery partner in tackling inequalities.

1.6 This document outlines the Terms of Reference for the Board of the NHS Race and Health Observatory. For information on the governance structure please see Appendix 1.

2.0 Purpose

2.1 The purpose of the Board is to be responsible for the establishment of the strategic direction of the Observatory and to have oversight of the effective implementation of that strategy. This includes oversight of the establishment and delivery of the Observatory work, its operations, governance and its relationship with stakeholders. The scope of this purpose is detailed in section 3.

2.2 As the Observatory is not yet a legal entity; the Board is unable to enter into contracts or own property in its own name and will therefore work with NHS England who will contract with a host to provide the Observatory with infrastructure support,

(providing physical space, equipment, communications; and financial information for staff and the Board to perform their duties effectively); recruitment and people management support in partnership with the Chair and Chief Executive of the Observatory; and ensure legal and regulatory compliance, including working with NHS England and the Observatory Board to appoint a Chair of the Board. The host will be ultimately responsible for legal and regulatory compliance, and the Observatory Board will act in an advisory capacity in these matters, supporting that compliance.

3.0 Purpose Scope

3.1 Establish vision, ambition and values:

- a) Set the Observatory's vision and intention to guide and set the pace for its current operations and future development.
- b) Set the values to be promoted throughout the Observatory.
- c) Set and review the Observatory's goals and ambitions.
- d) Verify the Observatory's policies.

3.2 Set strategy and structure:

- a) Review and evaluate present and future opportunities, mitigate threats and risks in the external environment; and build on current and future strengths, and addresses weaknesses relating to the Observatory.
- b) Review strategic options, select those to be pursued, and decide the means to implement and support them.
- c) Review the Observatory's strategies, programmes and plans that supports the delivery of high-quality outputs and outcomes.
- d) Ensure that the Observatory's organisational structure and capability are appropriate for implementing the chosen strategies.
- e) Determine the Observatory's appetite for risk and to engage in the process of backing a robust risk management programme focused on the Observatory's areas of activity.
- f) Ensure the viability of the Observatory through effective financial and performance planning, control and reporting.
- g) Review and ensure into the effective development of the Observatory's governance arrangements, including ensuring an effective Board and future operational model.
- h) Work with the host organisation to ensure it is able to effectively discharge its legal and compliance responsibilities as the host, as set out in the host contract.

3.3 Delegation to management:

- a) Delegate authority to the CEO of the Observatory, and monitor and evaluate the implementation of policies, strategies and business plans.
- b) Determine monitoring criteria to be used by the Board.
- c) Ensure that internal controls are effective.
- d) Communicate with senior management.

- e) Ensure that effective people management and development systems are in place.

3.4 Accountability:

The Board

- a) Will seek any or all of its responsibilities as it sees fit, including, without limitation, the establishment of sub-committees and sub-groups to analyse particular issues and report back to the Board.
- b) May seek information it requires of Observatory staff and oversee any investigation of the Observatory's activities which are within its Terms of Reference as and when required.
- c) May obtain, at the Observatory's expense, external legal or other professional advice on any matter within its Terms of Reference and as permitted by the entities funding the Observatory.
- d) Ensure effective strategic and contractual relationships are maintained with NHS England, the Department of Health and Social Care, other relevant national and international bodies, funders and partners, maintaining the independence of the Observatory and its work, whilst working as a delivery partner. This includes agreeing and ensuring the delivery of a memorandum of understanding between the Board and NHS England.
- e) The Chair and CEO of the Observatory will present progress updates to the NHS England public Board, as well as to the national healthcare organisations CEOs group.
- f) Ensure that communications both to and from relevant stakeholders are effective.
- g) Understand and take into account the interests of relevant stakeholders.
- h) Monitor relations with stakeholders by the gathering and evaluation of appropriate information.
- i) Promote the goodwill and support of stakeholders and ensure their input into Observatory strategy and plans.
- j) Ensure effective arrangements are in place to provide clarity on funding arrangements and for the reporting of these to funders and commissioners, working with the Host organisation to do so.

4.0 Appointment and retirement of Board members

4.1 Members of the Board must be experienced Board members and recognised experts in their field. The Board will review its membership annually and ensure that its membership is representative of the range of health sectors and organisations, and care commissioners, including commissioners, providers, public health specialists, academia, and charitable organisations representing communities and the public. The Board will also ensure that its membership is reflective of the communities that the Race and Health Observatory services.

4.2 The membership of the Board will not exceed 15 members.

4.3 An open and public expression of interest process will be utilised to appoint members to the Board, which ensures that Board members have the skills, experience and values to be Board members. Co-chairs of the Observatory's Academic Reference Group and its Stakeholder Advisory Group will routinely receive membership on the Board. The Host Organisation will nominate one member of its Board to sit on the Race and Health Observatory Board.

4.3 As recognised experts in their field, Board members may sit on the Board for a maximum of three terms of 3 years, enabling the Board to recruit and retain the right skills at the right time to suit the strategic objectives of the organisation. The Board can agree to extend a Board member's term after this time, for exceptional reasons. The Board will seek to replace at least two of its members every three years to maintain independent oversight.

4.3 The Chair will be recruited based on an open recruitment process which will be led in partnership between the Host Organisation, NHS England/Department of Health and Social Care and a subgroup of the Board.

4.4 A person ceases to be a Board member as soon as:

- a) notification is received by the Chair from the Board member that the Board member is resigning from the position; or
- b) the Board member fails to attend three consecutive meetings of the Board and the Board resolve that the Board member be removed for this reason; or
- c) the Board member no longer meets the skills and qualities required to be a Board member as determined by the Board; or
- d) they have reached their maximum term, unless decided otherwise by the Board for exceptional reasons.

4.5 A list of the Board members can be found in Appendix 2. This list will be dated and be kept current at all times.

5 Conflicts of interest

5.1 Members of the Board will be required to inform the NHS Race and Health Observatory team immediately of any potential or actual conflict of interest arising in relation to its work.

5.2 Interests should be documented using the declaration of interest form (obtained from the Board secretariat).

5.3 All declared interests will be reviewed by the Observatory team, which will then decide whether, given the circumstances of the interest, the individual should:

- a) Contribute/take part in discussions as normal.
- b) Remain privy to information but not contribute to activities or take part in any discussion specific to the conflict of interest, except to answer any relevant questions that might reasonably be put to them.
- c) Not be privy to information specific to the conflict of interest.

6 Hosting governance

- 6.1 The Host Organisation has a clear hosting relationship with the Observatory as set out in its legal contract with NHS England and in a mutually agreed, (by the Host and the Observatory Board), memorandum of understanding which does not have legal status.
- 6.2 The CEO of the Observatory will report directly to the Observatory Board and will be appraised and supervised by the Chair of the Board but will also have a supervisory line to a senior executive of the Host Organisation to enable the effective discharge of the host contract.

7 Frequency and format of meetings

- 7.1 The Board will meet on a quarterly basis and will be required to have a quorum of 5 Board members to be able to make decisions, which will be recorded in the minutes of the meeting.
- 7.2 It may also be convened (either in its entirety or an agreed sub-set of members) to advise on extraordinary, emerging matters during the course of the programme where these do not coincide with a scheduled meeting, and/or members may be asked to contribute to the process outside of the meetings on a purely voluntary basis.
- 7.3 The Board will be convened in a central London location. Where the Board cannot meet in person, it will convene virtually through an online meeting platform.
- 7.4 Meetings of the Board shall be called by the Observatory secretariat, at the request of the Chair with notice of each meeting confirming the venue, time and date together with the agenda and papers will be sent to all members of the Board and any other person required to attend no later than five working days before the date of the meeting.
- 7.5 Minutes of the meetings shall record key points of the discussion, conflicts of interest and decisions of the meeting. Draft minutes of Board meetings shall be circulated to the Chairman for approval in principle and once that approval is given to all members of the Board.

8 Confidentiality

- 8.1 Members of the Board will agree to maintain confidentiality, as appropriate, regarding items discussed at the meetings and any associated papers (this includes any outputs or documents provided by the delivery supplier).

9 Expenses and inclusion

- 9.1 Any reasonable expenses incurred to attend a Board meeting will need to be claimed through the expenses policy.

9.2 The secretariat should be informed of any additional support or accessibility requirements. 'Reasonable adjustments' will be made to ensure every Board member can contribute fully.

10.0 Terms of Reference review and evaluation

10.1 These Terms of Reference will be updated as required by the Board, and following its annual Board review and development meeting, will be reviewed in detail every 3 years.

Updated: January 2026

Appendix 1

NHS Race and Health Observatory: Governance structures

	Observatory Board	Observatory team	Academic Reference Group	Themed working groups	Board Working Groups
<i>Purpose</i>	Strategic leadership	Operational leadership and management	Catalysing, facilitating and reviewing high-quality innovative research evidence	Identifying the operational and policy areas with regard to specific priority themes	Established by the Board to support the Board in the discharge of its functions
<i>Lead</i>	Dame Marie Gabriel (Chair)	Prof. Habib Naqvi (CEO)	Prof. Stephani Hatch	Subject matter experts to Chair themed working groups	Board member
<i>Attendees</i>	Healthcare sector leaders, academic and research experts, community and charitable organisation representatives	Full Observatory team covering research, policy, implementation, workforce, communications, business support, and seconded advisors	Academic and research experts in the area of ethnic inequalities	Policy leads, patient / community representatives, frontline healthcare staff, representation from the Academic Reference Group	Nominated Board members and relevant senior executive team members
<i>Frequency of meeting</i>	Quarterly	Weekly and monthly	Every two months	Every 4-6 weeks	As required
<i>Decision making authority</i>					As defined by the Board but limited to the purpose and scope for which the Subgroup was established.

Appendix 2

NHS Race and Health Observatory: Board membership (January 2026)

Dame Marie Gabriel (Chair)	Chair, RHO and Chair, North East London ICS
Professor John Appleby	Independent Advisor (Economist)
Dr Shabna Begum	CEO, Runnymede Trust
Yvonne Coghill	Independent Race Advisor
Professor Kevin Fenton	Regional Director (London), OHID
Professor Stephani Hatch	Professor of Sociology and Epidemiology, King's College London
Dr Varadarajan Kalidasan	Consultant Pediatric Surgeon and Urologist, Royal Alexandra Children's Hospital
Dame Donna Kinnair	Independent Race and Nursing Advisor
Rev Charles Kwaku-Odoi	CEO, Caribbean and African Health Network (CAHN)
Professor Sir Michael Marmot	Director, Institute of Health Equity, University College London
Dr Chaand Nagpaul	Chair of the Council, British Medical Association
Dr Lade Smith	President, Royal College of Psychiatrists
Professor David Williams	Professor of Public Health, Harvard University