



**Equality and
Human Rights
Commission**

Corporate Governance Code of Practice and Conduct

for the Chair and Committee Members

**of the Equality and Human Rights Commission
(The Commission Board Governance Framework)**

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1.0 Introduction

- 1.1 This Code of Practice and Conduct (referred to as EHRC's Board Governance Framework) has been prepared in line with the Cabinet Office "Code of Best Practice for Board Members of Public Bodies" (referred to as "the Code") taking account of the nature of the Commission's business. It also reflects the principles set out in corporate governance in central government departments, the Combined Code on Corporate Governance; the outcome of the recent 2008 Board Review; good governance principles developed by the Independent Commission on Good Governance and current best practice principles in corporate governance.
- 1.2 The Commission and its Board members shall comply at all times with this framework (or any agreed modification of it) and act in good faith and in the best interests of the Commission. This Framework will also apply to Committees and Committee members who are not Commissioners, with appropriate amendments.
- 1.3 This Framework was approved by the Board on 5 May 2009 and will be formally reviewed in 2010, subject to any necessary amendments prior to this date.

Aims

- 1.4 The Commission's governance framework seeks to:
- clarify the complementary roles and responsibilities of the Board and the Senior Management Team;
 - promote efficiency and effectiveness;
 - maximise the value to the Commission of the skills, knowledge and experience of its members; and
 - Ensure that the Members of the Commission operate in accordance with best practice and in a way that commands the confidence of the Commission's stakeholders.

2.0 Statutory Framework

- 2.1 The Commission for Equality and Human Rights (EHRC) was established under the Equality Act 2006 ("the Act") and came into operation on 1 October 2007. The new Commission brings together the work of the three previous equality Commissions and also takes on responsibility for the other aspects of equality as out in the Equality Act 2006 as amended by the Equality Act 2010.
- 2.2 The Commission is a non-departmental public body (NDPB) established under the Act accountable for its public funds, but independent of government.

2.3 For further information about the Commission visit our website at www.equalityhumanrights.com

3.0 Duties and Powers of the Commission

3.1 General Duty

3.1.1 The Commission is required to use its powers in a way that will encourage and support the development of a society in which:

- (a) People's ability to achieve their potential is not limited by prejudice or discrimination,
- (b) There is respect for and protection of each individual's human rights,
- (c) There is respect for the dignity and worth of each individual,
- (d) Each individual has an equal opportunity to participate in society; and
- (e) There is mutual respect between groups based on understanding and valuing of diversity and on shared respect for equality and human rights.

3.2 Duties

3.2.1 The Commission shall by using its powers:

- (a) Promote understanding of and encourage good practice in the area of equality and diversity.
- (b) Promote awareness and understanding of importance of human rights, encourage good practice and compliance with Section 6 Human Rights Act 1998 ("HRA")
- (c) Promoting good relations between groups
- (d) Monitor the law on equality and human rights
- (e) Monitor progress towards achieving the desirable outcomes under its general duty

3.3 Powers

In carrying out its duties the Commission has various powers set out in the Act including:

- (a) Provide and or publish information and advice

- (b) Issue Codes of Practice
- (c) Conduct Inquiries
- (d) Make grants
- (e) Cooperate with persons interested in Human Rights
- (f) Take various types of enforcement actions
- (g) Provide legal assistance

4.0 Vision, Mission and Priorities

Our vision

- 4.1 A society built on fairness and respect. People confident in all aspects of their diversity.

Our mission

- 4.2 The independent advocate for equality and human rights in Britain, the Equality and Human Rights Commission aims to reduce inequality, eliminate discrimination, strengthen good relations between people, and promote and protect human rights.
- 4.3 The Commission challenges prejudice and disadvantage, and promotes the importance of human rights.
- 4.4 The Commission enforces equality legislation and encourages compliance with the Human Rights Act.
- 4.5 In order to bring about effective change, the Commission uses influence and authority to ensure that equality and human rights remain at the top of agendas for government and employers, media and society. We will campaign for social change and justice.
- 4.6 Acting directly and by fostering partnerships at local, regional and national levels, the Commission stimulates debate on equality and human rights.
- 4.7 The Commission gives advice and guidance to businesses, the voluntary and public sectors, and also to individuals.

- 4.8 Developing an evidence-based understanding of the causes and effects of inequality for people across Britain, the Commission will be an authoritative voice for reform.

Our Strategic Priorities

- 4.9 Our regulatory approach gives us a set of methods to use for creating change in society. We have also identified five 'strategic priorities', or key objectives, a summary of which are set out below, that we will work towards as an organisation over the next three years. All of the work we do will relate to one or more of these priorities. The strategic priorities set out the overall objectives for the work programmes and projects that will be undertaken by the Commission.

i. Implement Effective Legislation

We aim to secure and implement an effective legislative and regulatory framework for equality and human rights.

ii. Create a Fairer Britain

We aim to create a society with equal life chances and access to services for all.

iii. Address Discrimination and Prejudice

We aim to build a society based on good relations, and to foster a vibrant equality and human rights culture.

vi. Provide Guidance and Advice

We aim to promote understanding and awareness of rights and duties, and to deliver timely and accurate advice and guidance to individuals and employers.

v. Build an Authoritative, Responsive Organisation

The four strategic priorities above require the Commission to fulfil a complex remit, while coping with a range of economic and political challenges.

We will continue to build our authoritative measurement framework and evidence base. That will require the Commission to invest in people while developing effective approaches to project-based working.

5.0 General Propriety

Public Service Values

- 5.1 The Commission and its Board will at all times comply with the Nolan Principles of Standards in Public Life (**Appendix 1**); the Six Principles of Good Governance (**Appendix 2**) and the nine Principles of Public Service found at (**Appendix 3**).

6.0 Responsibility and Accountability

Statute

- 6.1 The Commission is an independent body but with certain accountabilities. The Act makes it clear that the Commission is not a servant or agent of the Crown and Commissioners and employees are not civil servants. The Secretary of State is required to have regard to the desirability of ensuring that the Commission is under as few constraints as reasonably possible in determining its activities, timetables and priorities.

Ministerial Responsibility

- 6.2 The Secretary of State for Equalities and Women, who is the Lord Privy Seal, is answerable to Parliament for the policies and performance of the Commission, as a body sponsored by the Government Equalities Office ('the GEO'), including the use of resources and the policy framework within which it operates. She is supported by the Parliamentary Under Secretary in this role. The Lord Privy Seal also approves the amount of grant-in-aid and other funds to be paid to the Commission.

Government Equalities Office (GEO)

- 6.3 The GEO is the Sponsor Department responsible for the Commission.
The relationship between the GEO and the Commission is governed by the agreed Framework Document (**see Appendix 8**). This document sets out the legal, policy, procedural and resources framework in which the Commission operates and the arrangements for managing the relationship between the Commission and the GEO.
- The Director General of the GEO is the Principal Accounting Officer accountable to Parliament for all the expenditure, including grant-in-aid and the conditions attached to it, given to the Commission. The Director General will have the formal lead responsibility for the GEO's relationship with the Chief Executive and Accounting Officer of the Commission.
 - The Deputy Director in charge of the Commission's sponsor team is the Commission's Senior Departmental Sponsor (SDS)

- The Sponsor Team provides the day to day contact point between the GEO and the Commission.

The Director General for GEO is responsible for: -

- accounting for any disbursements of grant to the Commission
- sponsorship of the Commission's aims in central government
- relationship with any other department(s) with an interest in the Commission's business
- The quality of GEO's relationship with the Commission.

6.4 Communications between the Board and the Ministers of the sponsoring departments will normally be through the Chair except where the Board has agreed that an individual member should act on its behalf. Nevertheless, an individual member has the right of access to Ministers on any matter which he or she believes raises important issues relating to his or her duties as a member of the Board. In such cases the agreement of the rest of the Board should normally be sought.

6.5 The main point of contact between the Board and the sponsoring department on day to day matters will normally be the Chief Executive or another member of staff who is authorised to act on behalf of the Commission.

7.0 The Board

7.1 The Board provides strategic oversight and direction for the Commission. The Commission is led by a Board of non-executive members called Commissioners appointed by the Secretary of State for Women and Equalities. The Board is led by a Chair who is also a Commissioner. The Chief Executive is ex- officio a Commissioner.

Role and Responsibilities of the Board

7.2 The Board is the Members of the Commission working collectively.

The Board is responsible for:

- i. Ensuring the Commission effectively fulfils its statutory objectives, powers and duties vested in it and that it operates within its statutory and delegated authority, including any conditions relating to the use of grant- in- aid, and that the Commission complies with any other relevant legislation, including statutory or administrative requirements for the use of public funds;

- ii. Establishing the overall strategic direction of the Commission within the Act and the policy and resources framework (i.e. contained in Framework Document) agreed with the sponsoring department i.e. the GEO;
- iii. Ensuring that effective arrangements are in place to provide assurance on risk management, governance and internal control;
- iv. Monitoring the Commission's performance against strategic priorities, targets and budget and ensuring it can demonstrate that resources are being used to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes;
- v. Holding the Chief Executive and the Executive team to account for the performance and delivery against strategic and business plan priorities and objectives and budgets including follow-up actions on its decisions;
- vi. Formulating a strategy for ensuring that the Commission is as open and transparent in all that it does, providing Parliament (including its Select Committees) – (**see Appendix 4**) and the public, with as full information as may be requested concerning its policy decision, and actions, including full compliance with the Freedom of Information Act 2000 and its adopted complaints procedures;
- vii. Promoting and protecting the Commission's position, values, mission, vision, integrity, image and reputation;
- viii. Ensuring high standards of corporate governance that command the confidence of EHRC's stakeholders, are observed at all times;
- ix. Make publicly available annual reports, and, where practical and appropriate, hold open meetings, release summary reports of meetings and invite evidence from members of the public on matters of public concern.

Matters Reserved for Board's Consideration, Determination and/or Decision.

In carrying out its functions the Board will:

- Oversee and approve the statutory Strategic Plan;
- Monitor performance against the strategic and business plan objectives and targets including use of financial resources (i.e. budget);
- Consider regular information on actual spend to date, and forecast expenditure, including any projected overspend or under spend that is required to be reported to the GEO;
- Consider and approve the annual Statement of Accounts;

- Consider and approve, on the recommendation of the Chief Executive, strategic policies relating to the discharge of the Commission's statutory functions;
- Establish decision making and advisory Committees and consider annual reports on their work;
- Oversee the work of Statutory Committees;
- Appoint Investigating Commissioners;
- Appoint the Chief Executive;
- Receive reports from the Chief Executive;
- Consider and approve a Risk Management Strategy;
- Consider high risks or high impact issues escalated by the Chief Executive in accordance with the Risk Management Strategy;
- Receive and consider reports on risk management and financial controls.

7.3 Meetings of the Board will be in accordance with the Proceedings of the Board. **(See Appendix 5).**

8.0 Committees

8.1 The Board is required to establish the following three statutory Committees: Scotland, Wales and Disability. The Board also have powers to establish other decision making committees (chaired by a Commissioner), and advisory committees. Membership of decision making and advisory committees may include Commissioners; non-Commissioners or staff. Apart from the three statutory committees, the Board has established 4 decision making committees. The terms of reference of all Board Committees are **appended** (see Annexes 1 to 7 on pages 136 to 178). They are also available on the Commission's website.

9.0 The Role of the Chair

9.1 Schedule 1 Paragraph 4 (2) of the Act sets out the role of the Chair as follows, to:

- i. Preside over meetings of the Commission
- ii. Undertake functions set out in his/her terms of appointment and those assigned him/her by the Commission i.e. the Board

9.2 The Chair has particular responsibility for ensuring the Board operates effectively, makes collegiate and inclusive decisions, and provides effective strategic leadership on matters such as:

- Formulating the Board's strategy for discharging its statutory duties and delivering its functions including consulting on its strategic plan;
- Leading the Board and, in partnership with the Chief Executive, set the overall direction policy and plans for the Commission;

- Ensuring that the Board meets at regular intervals throughout the year and that minute of meetings accurately record the decisions taken, and where appropriate, the views of individual Board Members;
- Ensuring that in reaching decisions the Board takes into account guidance provided by the responsible Minister or sponsor department;
- Encouraging high standards of propriety and promoting the efficient and effective use of resources throughout the organisation;
- Representing the views of the Board to the general public;
- Building and maintaining positive and effective working relationships with Ministers, stakeholders and other related bodies, both nationally and internationally;
- Being a visible national presence for equality, human rights and good relations, representing the Commission;
- Providing for the induction, training, agreeing objectives and performance assessment of individual Board Members (**see Appendix 6 Board Development and Effectiveness**);
- Supporting the Chief Executive in undertaking his/her role, including agreeing objectives, and undertaking annual appraisal;
- Establishing a relationship of trust with the Chief Executive, informing him/her of key developments in a timely manner and seeking advice and support as appropriate.

10.0 The Role of the Deputy Chair

10.1 Schedule 1 Paragraph 4(3) of the Act sets out the role of the Deputy Chair as follows, to:-

- i. Preside over meetings of the Commission in the absence of the Chair;
- ii. Undertake functions set out in his/her terms of appointment and those assigned him/her by the Commission i.e. the Board.

11.0 The Role of the Chief Executive and Accounting Officer

11.1 The Chief Executive has responsibility under authority delegated by the Board, for the overall organisation, management and staffing for the Commission and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values embodied in the Nolan Committee's Seven Principles Public Life (see Appendix 1).

11.2 The **Chief Executive** is responsible for:

- Fulfilling the Commission's statutory objectives, general functions and duties and exercising its legal powers;

- Developing strategy proposals for recommendation to the Board and ensuring that agreed strategies are reflected in the business plan;
- Developing plans, programmes and policies in line with the agreed strategy for Board approval;
- Accounting to the Board for realising its strategy business plan priorities and objectives and policies including, follow-up action on its decisions;
- Ensuring that the Board receives regular financial management and performance reports that are accurate, timely and clear;
- Developing processes and structures to ensure that expenditure proposals are reviewed thoroughly, that associated risks are identified and appropriate steps taken to manage the risks;
- Establishing a relationship of trust with the Chair, informing and consulting him/her on key developments in a timely manner and seeking advice and support as appropriate, including advice and support in his /her role;
- Developing an organisational structure and establish processes and systems to ensure the efficient organisation of resources;
- Leading the executive team, including the development of performance objectives and appraisals;
- Acting as the Commission's designated Accounting Officer, responsible to the Public Accounts Committee, the Principal Accounting Officer of the GEO and the Board, on the Commission's economic, efficient and effective use of public funds and with personal accountability and responsibility for the Commission's:
 - propriety and regularity;
 - keeping of proper accounts
 - prudent and economical administration;
 - avoidance of waste and extravagance;
 - efficient and effective use of available resources;
 - the organisation, staffing and management of the Commission; and
 - for ensuring that appropriate advice is tendered to the Board on all these matters.

11.3 The Chair and Chief Executive will meet regularly to review issues, opportunities and problems.

12.0 The Executive and Senior Leadership Team

12.1 The Chief Executive leads the Senior Management Team (SMT). SMT is made up of the Group Directors and the National Directors for Scotland and Wales. SMT has overall responsibility for delivering the Commission's strategic objectives approved by the Board and collective and corporate leadership for the efficient business planning

and overall delivery and operation of the Commission. The Executive Team's responsibility is to:

- act within the levels of authority delegated by the Board, escalating any high risk and /or high impact issues for the timely attention and consideration of the Board;
- maintain an effective interface with the Members of the Commission (See paragraph 13 below & appendix 10 on Relationship between the Board and the Executive);
- provide accurate and timely information to enable the Board to fulfil its governance responsibilities effectively; and
- Support the Chair and Members of the Commission in fulfilling their role and responsibilities as set out in this governance framework.

12.2 The Senior Leadership Team (SLT) is made up of Directors and SMT. SLT has overall responsibility for delivering the business plans and supporting SMT in the day to day operation of the Commission, implementing the decisions and directions set by SMT, to achieve delivery of key objectives and outcomes.

12.3 The Executive will establish suitable structures, processes and systems to ensure effective delivery of the Commission's business and strategic plans. The Operational Programme Board (OPB) is currently responsible for providing direction and oversight for the Commission's Work Programme and projects, established under its business plan, to ensure that they are clearly defined, organised and managed in a way that achieves the Commission's goals and objectives. The OPB is responsible for providing assurance to SMT and the Board that all Directorate Work Plans are effectively governed and risks are managed appropriately. It oversees programme quality and ensure that products delivered by the programme and projects are fit-for-purpose and meet defined quality standards and value for money.

13.0 Relationship between Board and Executive Team (SMT)

13.1 An effective relationship between the Board and the Senior Management Team characterised by openness and integrity is important for the successful delivery of the Commission's statutory objectives. The relationship between the Board and the Senior Management team is largely defined through the prism of the Chair and Chief Executive. The principles and behaviours underpinning the maintenance and development of an effective interface between the Board and the Executive Team i.e. SMT are set out in **Appendix 10**.

14.0 Principles of Good Governance.

Collective Accountability

- 14.2 Members of the Board have collective responsibility for decisions of the Board and any public statement arising from these decisions.
- 14.3 In fulfilling its responsibilities, the Board pays particular attention to the following:
- maximising the impact and effectiveness of the Commission;
 - identifying and managing risks and seizing opportunities;
 - listening and responding to stakeholders;
 - ensuring prudent use of public funds;
 - ensuring the Commission acts fairly, responsibly and ethically; and
 - ensuring they can demonstrate that they are using resources to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes.
- 14.4 The Board seeks to debate issues based on appropriate, accurate and timely information and advice and seeks to achieve consensus on major decisions. However, where this is not possible, collective decisions will be based on a majority, with the Chair holding a casting vote. Minority views will not be made public internally or externally. Nominated Board members (other than those who disagreed with a decision) may be required to explain and articulate specific decisions.
- 14.5 In line with their collective responsibility for decisions, where a member has a strong objection to a decision, at their request their dissention following a vote will be expressly recorded. Where a member has a strong reservation about a Board decision and/or a public statement arising from it, that member should discuss their reservations and how they can be handled with the Chair of the Commission.
- 14.6 In dealing with any such conflicts there is an expectation that the member will be willing to explain the reasons for the decision, whilst expressing their personal reservations, and will personally seek to avoid speaking publicly against the decision of the Board.

14.7 If a member resigns, he or she may state the basis for the disagreement, but may not publicly repeat the arguments of other members.

Individual accountability

- 14.8 Members of the Commission will:
- abide by this framework and observe the highest standards of propriety in fulfilling their collective responsibilities, upholding the Seven Principles of Public Life ;
 - comply with the Commission's Member Code of Conduct (**See Appendix 7**) and Terms and Conditions of Appointment;

- give proper time and attention to their duties and personal development as Members of the Commission;
- use their specialist skills, knowledge and experience to inform collective decisions;
- uphold and promote the work of the Commission including collective corporate decisions and not publically criticise it;
- abide by the Principles of the Relationship between the Board and the Executive Team in **paragraph 13 and Appendix 10**;
- participate in an annual appraisal of their own performance with the Chair, including identification of any personal development needs;
- Not occupy paid party political posts or particularly sensitive or high profile unpaid party political roles; (NB. This restriction does not apply to members who are Local Councillors or to peers in relation to their conduct in the House of Lords (see annex D to Non-Departmental Public Bodies. A guide to Departments);
- Not make party political speeches or engage in other political activities on matters directly affecting their public duties as a member of the Commission;
- Will not use their position or misuse information gained in this role for personal or private benefit; and
- Conduct all their dealings with the public in an open and responsible way and ensure full compliance with the *Cabinet Office's Public Bodies*.

14.9 Whistle blowing

- i) In line with normal corporate governance principles, members are expected to be loyal to the Commission and fully committed to its activities. If a Board member is not in agreement with the general view of the majority of the Board on a matter of substance, internal debate should continue to seek to resolve the issue. This may include revisiting the issue over a period of time followed by a resolution in which any minority views are subsumed by an overall consensus or majority decision. If, eventually, a unanimous position cannot be achieved, then the individual concerned would be expected to continue to argue the point internally, while expressing the majority view externally, or to resign before making their dissent known publically.
- ii) Initially, Board members should discuss their difficulties or any concerns they have with the Chair of the Board or in his absence the deputy chair and if still dissatisfied (or if the Chair is the Board member, or the concern is about the Chair) then with the senior official of the departmental sponsor team of the Commission ie the Director General of the Government Equalities Office and through him to the Minister, if necessary.

Registration and Declaration of Interests/Gifts and Hospitality

14.10 Members of the Commission will:

- Complete the Register of Interests on appointment and review it annually or earlier if any declarable interests arise;
- Declare an interest at the start of a Board or Committee meeting if they have a personal or business interest in an issue on the agenda; and withdraw from the meeting if required; and
- Comply with the rules on receipt and registration of gifts and hospitality.

(See Annex 1 to Appendix 7: Rules and Guidance on Managing Conflict of Interest)

Expenses

14.11 Members of the Commission are expected to seek reimbursement of reasonable expenses solely incurred in exercise of their duties, in accordance with the Commission's policy.

Confidentiality

14.12 Members of the Commission are required to maintain confidentiality in respect of information relating to the Commission's business, unless disclosure is expressly authorised, in addition to issues required by law to be kept confidential. Members by virtue of their office are likely to see many documents – not just legal opinions but also policy documents and so on – which are confidential. Members therefore come within the Commission's circle of confidentiality and cannot, by themselves, decide to break that circle. If these rules on confidentiality are not respected, it makes the work of the Commission immensely more difficult and indeed ultimately impossible.

14.13 Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under 'insider dealing' legislation.

14.14 In addition, Section 6 of the Equality Act 2006 creates a summary criminal offence of unauthorised disclosure by a former or current Commissioner, Investigating Commissioner, employee or member of a committee, of information provided to the Commission by third parties in the course of an inquiry, investigation, assessment, compliance notice, or a negotiation to obtain an agreement.

Public Speaking

14.15 Members of the Commission may be asked to undertake public speaking engagements on behalf of the Board by the Chair. In so doing they will:

- ensure that their comments are consistent with Commission strategy and policy; and
- Be open and responsive in their dealings with stakeholders.

14.16 The Director of Commissioners' office will maintain a register of all public speaking engagements by Members on behalf of the Commission. All such engagements should therefore be notified to him/her.

14.17 In undertaking other public speaking engagements not associated with the Commission, Members of the Commission will clarify that they are speaking in a personal or private capacity and take care that their actions do not compromise or conflict with their role as a Member of the Commission.

15.0 Accountability for Public Funds

15.1 The Board has a duty to ensure that public funds – including all forms of receipts from fees, charges and other sources – are properly safeguarded and that, at all times, the Commission conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in Government Accounting.

15.2 Members of the Board are responsible for ensuring that the Commission does not exceed its powers or functions, including any limitations on its authority to incur expenditure. Advice on these matters will normally be provided by the Chief Executive and the Director of Corporate Law and Governance.

16.0 Strategic Planning and Control

16.1 One of the main tasks of the Board is oversight of the production of a Strategic Plan in accordance with Sections 4 and 5 of the 2006 Act. This will form the basis for agreeing, with the responsible Minister or Ministers, the policy and resources framework within which the Commission will discharge its duties, and for determining its key strategic objectives and targets, including financial performance, quality of services, and efficiency and effectiveness of the Commission's operations.

16.2 The Strategic Plan is supported by an annual Business Plan which is developed by the Chief Executive with the advice of the Executive Team and approved by the Board. The Business Plan is underpinned by directorate business plans. The Business Plan will set out the work which the Commission intends to do in the year in question to implement its three year Strategic Plan.

17.0 Annual Report and Accounts

- 17.1 The Commission is required to prepare an annual report in accordance with paragraph 32 of Schedule 1 to the 2006 Act which it must send to the Secretary of State who must lay it before Parliament. The Annual Report will be made publicly available. The Commission is also required to keep proper accounting records and must prepare a statement of accounts in respect of each financial year in such form as the Secretary of State may specify in an accounts direction. A copy of that statement must be sent to the Comptroller and Auditor General for his examination and report, and to the Secretary of State, within months of end of the financial year to which it relates. It is for the Comptroller and Auditor General to lay a copy of that statement and of his report before Parliament.
- 17.2 The Annual Report will provide a full description of the Board's activities; state the extent to which key strategic objectives and agreed financial and other performance targets have been met; list the names of the current Board Members and senior staff, and provide details of any remuneration that Board members may receive.
- 17.3 The Annual Report will include information on access to the register of interests, and at least a summary of the Annual Accounts, and in any case give details of how to obtain the full accounts. A statement by the auditors will be included in the summary to confirm that it is consistent with the Annual Accounts, and state whether the report was qualified, with details if necessary.

18.0 Delegation

- 18.1 The Board has powers under the Act to delegate a function to a Commissioner, a member of staff, to an Investigating Commissioner (for specific actions) or a decision making committee. The Commission has delegated, by operation of law, the carrying out of certain of its powers and duties to the Scotland, Wales and Disability Statutory Committees.
- 18.2 The Board has, in line with its statutory powers and the Framework Document (**Appendix 8**) between the Commission and the GEO i.e. its sponsor department, established clear levels of delegated authority within which it operates: (**see Appendix 9 Commission's Scheme of Delegation**).
- Some decisions are reserved to the Board;
 - Some decisions have been delegated to decision making committees.
 - Some decisions have been delegated to the Chair and in his absence the Deputy-Chair.

- The Chair is given delegated authority or, in his absence, the Deputy Chair, to discharge such powers of the Board as he/she deems necessary in order to deal with the business of the Commission between formal Board meetings.
- Where, in the opinion of the Chair, and considering advice from the Chief Executive, significant operational or other matters require approval by the Board between meetings, papers will be circulated for approval by correspondence.
- The Chief Executive is given delegated authority for the efficient operation of the Commission and is empowered to make decisions and delegate authority within SMT and staff for the day to day operation of the Commission.
- The Chief Executive is required to escalate high risk and /or high impact issues for the timely attention and consideration of the Board or in cases of emergency, through the rapid alert system.
- In cases of emergency, in consultation with the Chair a rapid alert system will be used to inform Board members and brief them on such high risk or high impact issues in between board meetings and any action/decision that has been taken.

18.3 The Chief Executive may delegate any of his/her functions to any member of staff and, in doing so, will ensure that the person has the necessary qualifications, experience and skills to be able to perform the functions in an effective manner.

19.0 The Board as an Employer

19.1 The Board shall appoint the Chief Executive subject to the consent of the Secretary of State. The Chief Executive shall be a Commissioner ex officio.

19.2 The Board shall ensure that as a responsible employer it complies with all the relevant employment legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the Commission. All staff should be familiar with the Commission's main aims and objectives.

19.3 The Board shall ensure that the Commission's arrangements for the recruitment and management of all employees provides for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff, and that rules of conduct for its employees reflect the public service values set out in this Framework and management practices which will use resources in the most economical and efficient manner. The Board shall satisfy itself that an adequate field of suitable candidates is considered, and should always consider the merits of full and open competition.

19.4 The Board shall ensure that its staff and the Board's own Members have appropriate access to advice and training opportunities in order to enable them to exercise their responsibilities effectively.

19.5 The Board has responsibility for monitoring the performance of the Chief Executive, and they should ensure a Code of Conduct is in place. Where the terms and conditions of employment of the Chief Executive and other members of staff include an entitlement to be considered for performance-related pay, these will be assessed by the Remuneration Committee of the Commission.

20.0 Member/Employee Relationship

20.1 Members of the Commission and staff shall treat each other with mutual respect. Any dealings between members of the Commission and staff should observe reasonable standards of behaviour and courtesy.

20.2 Neither party should seek to take an unfair advantage of their position or act in anyway which compromises their respective roles and responsibilities.

APPENDIX I

NOLAN COMMITTEE STANDARDS IN PUBLIC LIFE

The seven principles are:

- **Selflessness:** holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or other friends.
- **Integrity:** holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might 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 a way that protects the public interest.
- **Leadership:** holders of public office should promote and support these principles by leadership and example.

Appendix 2

Six Principles of Good Governance¹

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users

- Being clear about the organisation's purpose and its intended outcomes for citizens and service users.
- Making sure that users receive a high quality service.
- Making sure that taxpayers receive value for money.

¹ *The Good Governance Standard for Public Services*
the Independent Commission on Good Governance in Public Services 2004.

Good governance means performing effectively in clearly defined functions and roles

- Being clear about the functions of the governing body.
- Being clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out.
- Being clear about relationships between governors and the public.

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour

- Putting organisational values into practice.
- Individual governors behaving in ways that uphold and exemplify effective governance.

Good governance means taking informed, transparent decisions and managing risk

- Being rigorous and transparent about how decisions are taken.
- Having and using good quality information, advice and support.
- Making sure that an effective risk management system is in operation.

Good governance means developing the capacity and capability of the governing body to be effective

- Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well.
- Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group.
- Striking a balance, in the membership of the governing body, between continuity and renewal.

Good governance means engaging stakeholders and making accountability real

- Understanding formal and informal accountability relationships.
- Taking an active and planned approach to dialogue with and accountability to the public.
- Taking an active and planned approach to responsibility to staff.
- Engaging effectively with institutional stakeholders.

APPENDIX 3

Nine Principles of Public Service Duty

Every public service should:

Set Standards of Service

Set clear standards of service that users can expect; monitor and review performance; and publish the results, following independent validation wherever possible.

Be Open and Provide Full Information

Be open and communicate clearly and effectively in plain language, to help people using public services: and provide full information about services, their cost and how well they perform.

Consult and Involve

Consult and involve present and potential users of public services, as well as those who work in them; and use their views to improve the service provided.

Encourage Access and the Promotion of Choice

Make services easily available to everyone who needs them, including using technology to the full, and offering choice wherever possible.

Treat All Fairly

Treat all people fairly; respect their privacy and dignity; be helpful and courteous; and pay particular attention to those with special needs.

Put Things Right When They Go Wrong

Put things right quickly and effectively; learn from complaints; and have a clear, well publicised, and easy-to-use complaints procedure, with independent review wherever possible.

Use Resources Effectively

Use resources effectively to provide best value for taxpayers and users.

Innovate and Improve

Always look for ways to improve the services and facilities offered.

Work with Other Providers

Work with other providers to ensure that services are simple to use, effective and co-ordinated, and deliver a better service to the user.

Evidence to Select Committee

1. Departmental Select Committees have an important role in examining the expenditure, administration and policies of NDPBs. The Government fully supports this role. Lords Committees and other Committees may also seek evidence from NDPBs from time to time.
2. NDPB Board members may, on occasion, be invited to give evidence to Select Committees. When they do so, they should be as helpful as possible in providing accurate, truthful and full information, refusing to provide information only when disclosure would not be in the public interest. This should be decided in accordance with the relevant statutes and in full compliance with the *Cabinet Office's Public Bodies: A Guide for Departments, Chapter 8: Policy – Openness and Accountability*. Board members should bear in mind in this context the need to respect legitimate Board confidences.
3. Before giving evidence, Board Members may find it helpful to see *Departmental Evidence and Response to Select Committees* (also known as the *Osmotherly Rules*). This gives general advice on dealing with Select Committees including their powers to summon witnesses and papers and responses to Select Committee reports. Copies are available from the Propriety and Ethics team in the Cabinet Office on 020-7276- 2474 or it can be accessed at:-
www.cabinetoffice.gov.uk/propriety_and_ethics/select_committees/index.asp.
4. Similarly, the Chief Executive of an NDPB may be called, as an Accounting Officer, to give evidence to the Public Accounts Committee (PAC). Guidance on giving evidence to the PAC is set out in the *Accounting Officer Memorandum* which can be obtained from the Treasury Officer of Accounts.
5. Board Members wishing to give evidence should, as a matter of courtesy, advise their Chair and colleagues on the NDPB Board and its sponsoring department of their intention. They should discuss with them the handling of any oral or written evidence they want to submit and whether they expect to be giving evidence on behalf of the NDPB or in a personal capacity. The Select Committee should be advised of the status of the witness.
6. Subject only to a Committee's power to decide to require the attendance of a witness, the decision on whether to give evidence is solely for the individual concerned. There must be no pressure placed on individuals to deter them, or action taken against them as a consequence of giving evidence to a Select Committee. Any such actions might be regarded as contempt of the House, with potentially serious consequences for those involved.

CONDUCT OF BOARD BUSINESS

Purpose

1. This Procedure has been prepared to aid the effective and efficient conduct of business by the Board and to capture the principles by which the Board and its members will operate. The procedure also applies to Committees, amended as appropriate.

Convening Meetings

2. Formal Ordinary Meetings of the Commission Board shall be convened by the Director for Commissioner's Office (DCO) either on a regular cycle of six meetings each calendar year and so far as reasonably practicable evenly spaced or as otherwise agreed by the Board from time to time.

3. A Special Meeting of the Board may be called by the DCO at any time at the request of the Chair or in his absence the Deputy Chair, or following receipt of a written request by at least five Commissioners.

4. Formal ordinary meetings will normally be held on the last Thursday of the month at one of its office sites in Cardiff, Glasgow, London or Manchester, or at such other time and/or suitable meeting place as the Chair shall determine.

5. Informal meetings of the Board may be convened as and when required at the request of any Board member. These meetings are intended to be for the purposes of board development, strategic planning and review, or general discussion/briefing on issues.

Attendance by Board Members

6. Board Members shall attend Board meetings and their attendance shall be recorded. Where a Member is unable to attend a meeting, that Member shall send their apologies to the Commissioner's Support Manager (CSM) as soon as reasonably practicable. Members' attendance at meetings shall be reported to the Chair as necessary or upon their request.

7. Observers shall attend Board meetings and meetings of Committees to which they are invited.

8. The Chief Executive, Group Directors, Director of Commissioners' Office, Director of Corporate Law and Governance and the Commissioners' Support Manager (CSM) shall attend Board meetings. Other Officers of the Commission shall attend as required by the Chair, Chief Executive or Group Director.

9. The Chair may invite or permit representatives of external organisations or individuals to attend for the whole or any specific part of the Board meetings, and may specify when issuing such invitation or permission or at the time of the meeting the capacity in which, and any terms on which, the person in question is attending.

Notice of Meetings

10. An annual meeting calendar will be published and supplied to Board Members in or about each December for Ordinary Meetings in the following calendar year starting in January. The DCO shall arrange for further written notice of meetings, specifying the date, time and venue of the meeting, to be sent to Members at least five clear working days prior to an Ordinary Meeting.

11. Where a Special Meeting is arranged at short notice and there are fewer than five clear working days prior to the meeting, the DCO shall arrange for the written notice of meeting to be sent to and brought to the attention of Members as soon as reasonably practicable.

Service of Agenda Papers

12. Board Members shall from time to time inform the Commissioner's Support Manager of their preferred email and postal addresses for receipt of written notice of meetings, agenda papers and other documents.

13. The notice of meetings and agenda and papers will normally be sent to Board Members at the address and method specified by a Board Member five clear days before a meeting. The failure to send written notice or agenda papers to Board Member within the time limits specified above, or the non-receipt of duly dispatched written notice and agenda papers shall not invalidate the proceedings at a relevant meeting.

Agenda Items

14. The DCO, in consultation with the Chair (or in the Chair's absence the Deputy Chair) and Chief Executive shall agree the agenda setting out the business to be considered at each meeting in accordance with an agreed timetable to allow sufficient time for preparation and approval of reports. The final agenda and reports shall be approved by the Chair at a call-over meeting convened by the DCO.

15. Copies of the final agenda and available reports for an Ordinary Meeting shall be sent to Members at least five clear working days before the meeting. The purpose of this rule is to allow Members to have sufficient time properly to consider the items on the agenda.

16. Where an item has been added to the agenda fewer than five days prior to an Ordinary meeting and is of a matter of particular significance consideration should be given to the time afforded to Board Members to make an informed decision before deciding the issue, and only in exceptional circumstances and with the approval of the Chair, should items be the subject of decision if a report on the item has not been sent to Members at least five clear working days before an Ordinary Meeting. Where possible the decision should be adjourned to the next meeting.
17. Where a Special Meeting is arranged at short notice and there are fewer than five clear working days prior to the meeting, the DCO shall arrange for the agenda and available reports and information to be sent to and brought to the attention of Members as soon as reasonably practicable.
18. Matters relating to the conduct of individual Officers shall not be discussed at any meeting other than a disciplinary, grievance or other meeting properly convened for that purpose in accordance with Human Resource procedures, unless in exceptional circumstances it is necessary and proper to do so, and then only to the extent that it is necessary and proper.
19. The Chair shall have the discretion to alter the order of the agenda at the meeting and to take other business that does not appear on the agenda where the Chair considers the matter to be urgent.
20. A Board Member may place items on the agenda for a Board meeting. Written notice of items to be included on the agenda for an Ordinary Meeting must be submitted to the DCO at least 21 days prior to the meeting. Written notice of items for a Special Meeting shall be submitted to the DCO as far in advance of the meeting date as is possible.
21. Agenda items and reports not considered at a meeting shall be carried forward for consideration at the next Ordinary Board meeting, unless otherwise agreed.

Reports

22. The DCO shall arrange for relevant officers and their Group Directors to be notified of reports that are required to prepare for a Board meeting and include a timetable. Reports shall be prepared in accordance with the "Report Writing Guidelines" (see **Annex 1 to this appendix**).

23. All reports for decision must be sent in advance to the Director of Finance and the Director of Corporate Law and Governance for financial and legal observations which shall be included in the report, in sufficient time before its submission to the Board.

Quorum

24. No business shall be transacted at any meeting of the Board unless a quorum is present. Five Board Members entitled to vote upon the business to be transacted shall be a quorum for Board meetings.

25. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion for the time being vested in, or exercisable by, the Board, subject to the purposes for which the meeting is called.

26. If a quorum is not present within 30 minutes of the time when the meeting was due to commence, the meeting shall be adjourned and the DCO shall arrange a new date, time and venue for such meeting after consultation with the Chair (or in the Chair's absence the Deputy Chair) and the Chief Executive.

27. If during a meeting the Chair or DCO, after counting the number of Board Members present, declares that there is not a quorum, no agenda items requiring decisions can be taken and those items shall stand adjourned to a date, time and venue to be advised. The Chair may, on the advice of the Director of Corporate Law, decide to continue the meeting in order to consider agenda items that are for information purposes only and do not require a decision to be made.

28. For the purpose of determining whether a quorum is present, a Board Member may be counted in the quorum if they are able to participate in the proceedings of the meeting by remote means e.g. telephone or video link (or equivalent) and remain so available throughout the discussion and decision for each item for which they are counted as part of the quorum.

Role of Chair at Meetings

29. The Chair shall preside over all Board meetings but in the Chair's absence the Deputy Chair shall preside. When neither the Chair nor the Deputy Chair is available to preside at the meeting the Board Members

present shall by a simple majority choose one of their number to preside unless the Chair or in his absence Deputy Chair has nominated a Board Member to preside at that meeting.

30. It shall be the responsibility of the Chair or, in the Chair's absence the Deputy Chair or other Board Member presiding, to:

- (a) Maintain order in the meeting;
- (b) Decide the order in which the Board Members shall speak ensuring that all views are fairly represented;
- (c) Ensure that all the work of the Board gets done in the most efficient and effective way whilst encouraging participation;
- (d) Direct a Member or other attendee to modify their behaviour or leave the meeting (as appropriate) if, in the opinion of the Chair, it is necessary to do so to maintain order;
- (e) Decide, where necessary, the order in which agenda items will be taken; and
- (f) Adjourn the meeting if in the Chair's (or, in the Chair's absence, the Deputy Chair's) view this is necessary, for whatever period of time the Chair or Deputy Chair (as appropriate) thinks appropriate.

Disorderly Conduct

31. If at any Board meeting a Member or attendee behaves improperly or offensively or wilfully obstructs the business of the meeting, the Chair or in his absence the Deputy- Chair or presiding member may caution that Member about his/her behaviour and ask that they modify their behaviour. If the behaviour continues, the Chair shall either (1) ask that the Member leaves the meeting and allow other members to vote on this request; or (2) adjourn the meeting.

32. If a member of the public interrupts the proceedings at any meeting, the Chair shall issue a warning to him/her. If that person continues the interruption, the Chair shall order that the person leaves the meeting.

Open Government and Exceptions

33. The Public Bodies (Admission to Meetings) Act 1960, which establishes a right for the public to attend the meetings of certain specified public bodies, does not apply to the EHRC. Furthermore, while Part VA of the Local Government Act 1972 (access to meetings and documents of certain authorities, committees and sub-committees) does not apply to the EHRC, the provisions of Paragraphs 35 to 40 below apply to meetings of the Commission's Board but not to its Committees, unless the Board on the recommendation of the Committee itself has decided to apply them.

34. The Commission is however committed to public disclosure, transparency and accountable government. There is a general

presumption, therefore, that in the absence of a reason for privacy, the business of the Board will be discussed in Public session (Part 1) of the meeting.

35. Where an item of business contains information which is exempt as described in paragraph 36 below then the Chair, in consultation with the Chief Executive and with advice from the Director of Corporate Law and Governance as necessary, may decide to consider either the whole or part of the item in the Private session (Part 2) of the Board meeting. Attendees who are not Board Members may remain in or be excluded from the Private session at the reasonable discretion of the Chair. Wherever practicable to do so, reports shall be written in a way so that any exempt information is contained in an exempt appendix with the remainder of the report being placed and discussed in the Public session (Part 1) of the Board meeting.

36. Exempt information as referred to in paragraph 35 above means:

- (a) Confidential personal information relating to any identified individual or individual capable of being identified, subject to the provisions of the Data Protection Act 1998;
- (b) Information relating to the financial, contractual or business affairs of the Commission or any other person where the disclosure would be likely to adversely affect the Commission's position;
- (c) Information relating to any current or contemplated consultation or negotiations in connection with any labour relations matter arising involving the Commission or Officers of the Commission;
- (d) Information furnished to the Commission by a government department upon terms (however expressed) which forbid the disclosure of that information to the public;
- (e) Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings;
- (f) Information which reveals that the Commission proposes:
 - i) To give under any enactment a notice under or by virtue of which requirements are imposed on a person; or
 - ii) To make an order or direction under any enactment;
- (g) Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime or alleged or possible crime;
- (h) The early consideration or formulation of strategy or policy, where the disclosure of such information might have a detrimental consequence to the Commission; its sponsor body or a third party to whom or which the Commission owes a relevant duty;
- (i) Information which was provided to the Commission in confidence by any person;
- (j) Information the disclosure of which to the public is prohibited by or under any enactment or by Court order;

(k) Information exempt from disclosure under the Freedom of Information Act;

37. Information should only be considered exempt information if, in the reasonable opinion of the Chair and Chief Executive, in consultation with the Director of Corporate Law and Governance, in all the circumstances of the case the public interest in maintaining the exemption (including the public interest of the Commission in observing its legal obligations) outweighs the public interest in disclosing the information.

38. In circumstances where it would be impracticable to separate the exempt information from the report, then it may decide to consider the whole of the report in the private session. This should occur in exceptional circumstances only.

39. Where a report or appendix is considered to contain 'exempt information', the Commission shall record on the agenda and on the private report and appendix the applicable category or categories of exempt information from the categories set out in paragraph 36 above.

40. Where proceedings are open to the press and public, the following will apply:

- (a) The complete meeting agenda plus papers relating to the public part of an Ordinary Meeting shall normally be made available to the press and public five clear days in advance of the meeting via the Commission's website, or in hard copy, large print, braille, on disk, audio cassette or otherwise as reasonably practicable, upon request to the CSM, giving reasonable notice. In the case of Special Meetings called at short notice then papers shall be made available as soon as is reasonably practicable;
- (b) There shall be no right for a member of the press or public to take part in any debate and if any person interrupts or attempts to take part in the proceedings at any meeting, the Chair shall warn that person. If that person continues the interruption, the Chair may order that person's removal from the meeting. In the case of general disturbance in any part of the area open to the public, the Chair may order that area to be cleared;
- (c) In the event of general disturbance that, in the opinion of the Chair, hinders the consideration of business, the Chair may adjourn the meeting of the Board for such period as the Chair considers expedient;

No person may take photographs, broadcast or make sound or visual recordings of meetings of the Commission without express advance approval in writing of the Chair or Chief Executive. Application for such express approval shall be made to the Director of Commissioners office (DCO) who will notify the applicant as soon as is practicable of the decision of the Chair or Chief Executive.

Voting

41. All decisions shall be decided by common consent of the Board, unless a vote is requested by a Member. Those decisions that a Member has requested should be put to the vote shall be made by a show of hands and shall be decided by a simple majority of votes cast of the Members present and voting.

42. In the case of an equality of votes, the Chair, or in the absence of the Chair, the Deputy Chair or other Member presiding at the meeting shall have a second or casting vote.

43. The names and votes of Members voting shall not normally be recorded in the minutes. However any Member may require that that member's vote be recorded.

Board Decisions

44. The DCO shall communicate Board resolutions, conditions (precedent and subsequent) and agreed actions to relevant Officers within a reasonable period of time after the meeting and report back on action taken to the next Board meeting.

45. Decisions and resolutions of the Board may only be amended, varied or revoked by the Board. The Board may amend, vary or revoke any decision (if any) or resolution unless the Director of Corporate Law and Governance advises that it would be potentially unlawful to do so in the circumstances.

Minutes

45. Minutes shall be taken at each meeting by the DCO/CSM and will record the attendance of Board members and all decisions made and the reason(s) for such decisions. Action points following the meeting will be distributed within two working days of the meeting, with full minutes to be distributed as soon as possible after the meeting.

46. The Chair will be asked to agree the minutes before they are sent to the Board for approval at the following Board meeting. A copy of the unconfirmed minutes of the previous meeting will be sent to each Board member with notice of the next Board meeting.

47. Once the minutes have been agreed by the Board, the Chair will sign the minutes and these will be filed by the DCO in an appropriate manner.

48. Where an error comes to light after the minutes have been formally approved, this may be corrected by a subsequent Board meeting.

49. A summary version of the minutes will be published on the Commission website, subject to the provisions of the Freedom of Information Act 2000 and the Data Protection Act 1998.

Recording of meetings

50. No part of any Board meeting shall be filmed, recorded by tape or cassette or broadcast in any manner without the express permission of the neither Commission nor photographs be taken without the express permission of the Commission.

Resolutions in Writing

51. The Chair or the Board may decide that final decision on a matter before it should be taken by using the Resolutions in Writing procedure set out in this and following paragraphs as an alternative to holding a meeting. When deciding whether to use this procedure the Chair shall consult the relevant Group Director or Chief Executive (i.e. the person responsible for the report).

52. A Resolution in Writing shall be supported by a report on the matter from the relevant Group Director and the report shall be approved by the Chief Executive, Director of Finance Officer, Director of Corporate Law and Governance and the Director for the Commissioner's office.

53. In order for a decision to be taken under this procedure, a Resolution in Writing in identical terms must be considered and consented to by a simple majority of all Members who would have been entitled to vote on the subject of such resolution, as if it had been proposed at a meeting duly convened and held for that purpose.

54. No amendments may be made to a resolution considered under this procedure. For a decision to be validly taken under this procedure, every Board Member must indicate whether they consent to the proposed resolution or objects to it or wishes to abstain. The members' wishes (consent, objection or abstention) may be conveyed by each member orally to the DCO or in writing including by email or facsimile transmission, and need not be on the same sheet of paper or the same document.

55. The Resolutions in writing procedure may not be used to revoke or vary the Governance Framework or any decision reserved to the Board.

Chair's Action

56. Any urgent matter requiring a Commission Board decision between meetings must be referred by the Director for Commissioner's office or the Chief Executive to the Chair and Deputy Chair (or, where no Deputy Chair, has been appointed, a Board member authorised by the Chair to act for this purpose) for action. In the absence of both the Chair and the Deputy Chair then no Chair's Action can be taken, except where any urgent matter

involves reputational or financial risk to the Commission and it is not possible to convene an emergency meeting of the Board or the appropriate Committee in which case the Chief Executive may take action but must consult with at least two Board members and the Chair of Audit and Risk.

57. Any request for a Chair's Action shall be supported by a report of the relevant Group Director on the matter, together with the reasons for the urgency, and submitted to the Director of Commissioner's office. The Chair's Action report and decision should be signed by the relevant Group Director and the Chief Executive prior to submission to the Chair or Deputy Chair.

58. The Director of Commissioner's office shall keep the original signed Chair's Action report and maintain a register of decisions taken by Chair's Action and shall make arrangements for Chair's Actions to be reported to the next board meeting and made available to members for inspection by Members.

59. A Chair's Action must not be used to revoke or vary the Governance Framework.

Admission and Exclusion of the Press, Public and officers at meetings

60. The media, public and Commission staff may be admitted to all public meetings of the Commission and its Committees in such numbers as health and safety requirements allow by agreement with the Chair.

61. They shall only be excluded from a meeting if it is likely that, in view of the nature of the business to be transacted or the nature of the proceedings, there would be disclosure to them of confidential information.

Breach of this Board and Committee Business

62. It is the responsibility of Board Members and Officers to comply with the rules and obligations of this procedure as amended from time to time. It is the responsibility of all Group Directors and Directors to take steps to ensure that the provisions of these procedures are brought to the attention of their teams.

Further Advice

63. Where any uncertainty exists about the applicability of these rules advice should be sought from the DCO or Director of Corporate Law and Governance.

Annex 1 of Appendix 5

Equality and Human Rights Commission Guidance on Writing and Submitting Reports for the Commission's Board & Committees

Introduction

In order to promote and support a clear and effective decision making process, and to ensure we are using Commissioners' time most effectively, it is important that we pay careful attention to the way papers for Board/Committee meetings are prepared.

This note provides guidance on producing reports for Board/ Committee meetings. It explains how the standard template should be completed, and it provides guidance on how best to structure and format reports so that information is accessible and conveyed clearly. It also outlines the procedure and timescales for securing approval of papers in time for agenda dispatch.

Preparing to Write Your Report

Before starting to draft your report, give careful thought to its purpose and agree this with your Group Director. Ask yourself the basic question: why am I taking this paper to the Board/ Committee? Am I seeking a high level, strategic decision or could it be submitted to a committee meeting instead? Think particularly about the following 2 things:

- How long the report is going to be. Keep it as brief and succinct as possible, using annexes for background information.
- The statutory question. Consult with colleagues, respectively in Wales, Scotland and/or in relation to the Disability Committee, at the earliest possible stage i.e. not when you are at the report writing stage but at the stage of developing the project/proposal/policy etc.

What does a well written report look like?

A well written report for the Commission's Board/ Committees should follow the following golden rules of report writing:

- Give thought about the audience's knowledge of the issues and adapt style, content and language used in the report accordingly.
- Clearly outline the recommendations that the Board is being directed to consider.
- Structure the body of the report to outline the key issues for consideration that could impact on the decision making process.
- Keep the report short and succinct, focusing the body of the report on the key issues for decision only, attaching any additional background information in annexes. Ideally Board/ Committee reports should be no longer than 4 - 6 pages of text.
- Complete the report template form properly.

How do I complete the Report Template?

It is important that the papers considered by the Board are produced to a common and consistent format. To help with this, a Board report template has been produced. Please use this template as it will guide you through how to structure and format your report. It will also prompt you to fill in all the required information about financial implications, statutory question etc.

The standard report template is available on the intranet. Please save a copy of this template permanently and then use it whenever you need to prepare a new report.

Please complete the template using the following as a guide:

Formatting your report

- The EHRC logo must always be displayed at the top of the front page. The logo has been left off the template at this stage, as it takes up a lot of disc space when circulated. It will be added by the Commissioners' Support Manager before the report is printed with the rest of the agenda.
- Arial font, 16pt must be used for main headings at top of page and thereafter Arial 14pt. These are regarded as best for people with visual impairments.
- Beneath the logo, centre page, display date of meeting and, below that, the agenda item number (if unknown, this can be left blank for Secretariat to fill in).
- Then, left aligned, the title of the report and author.

Boxed section

The boxed section of the template that follows prompts you to think about and include information about a number of issues. It is important that you complete every section fully. Failure to properly complete this, by for example putting 'N/A' against a section, will result in the paper being sent back to you as we cannot put your paper forward for approval by the Chair/Chief Executive without this.

- **Purpose of the report:** This asks you to include a brief sentence summarising the purpose of the paper. You need to pay particular attention to this and ensure you are absolutely clear in conveying what the paper is about. Good and bad examples of Purpose are:

Good example: To set out options for future development of the Helpline Service, both in terms of public service delivery and maximising opportunities for synergies with other Commission functions.

Bad example: To update the Board/ **Committee** on progress with developing the Helpline service.

- **Discussion/Decision/Information:** Please identify whether your report is for discussion, decision or for information. Please be absolutely clear about what your report is asking of Commissioners. Papers that are generally for information only will not be included in the main agenda, but will form part of the information pack for Commissioners.
- **Recommendation:** The recommendation should set out clearly all those things that the Board/Committee needs to approve, not background information which should be in the body of the report or attached as an appendix. Please avoid having recommendations dotted about the text of the report that are not set out on the front page, as these can easily become 'lost' at the point when the Board/Committee takes its decisions. We don't want Commissioners coming back at a later stage and saying 'I didn't realise we'd agreed that!'
- **Relevance to Key Business Priorities:** This should outline how the report contributes to the delivery of the EHRC's current Business Plan or Strategic Plan.
- **Legal Implications:** Reports must be sent to the Director of Corporate Law (Thelma Stober) for legal implications to be included. This is a requirement of Standing Orders. Please note that the Legal Implications will involve an assessment of the degree of risk posed by a proposed strategy. Any reports that do not include legal comments will be sent straight back to you.
- The legal implications will consider whether:-
 - the proposal falls within the statutory powers of the commission and therefore will not be an ultra vires decision,
 - even if the Commission has the powers, it is a reasonable exercise of those powers having regard to all relevant factors which should be contained in the body of the report (i.e. the **Wednesbury Principle**)
- **Financial Implications:** Reports must be sent to the Director of Finance (Tracy Allison) for financial implications to be included. This is a requirement of Standing Orders. Financial Implications relate to costs that might be incurred by the Commission, not any third party. Also think about building in staff time and attendant costs.
- **Equality Impact Assessment** – This should set out what requirements there might be for an EIA and timescales for undertaking it. If there is no need for an EIA, you will need to say why.

- **Statutory Question** - You need to set out whether you think the proposal, procedure, activity or policy **might** have a differential impact or **might** require a different approach. You will need to liaise with the Wales and Scotland Offices and with the Lead Officer for the Disability Committee (Neil Crowther). Please also name the Wales/Scotland officer with whom you consulted. Make sure you contact them at an early stage of report preparation, and not as an 'afterthought' when the report is nearly finalised.
- **Political Context** - This involves an assessment of the 'political' dimension with both a large and small 'p'. Think about the attitude or statements made by any of the political parties in relation to the issue under consideration. Think also about the possible reaction from the Government, stakeholders and the wider public. Consult with Rachel Kenningham, Head of Parliamentary Affairs, and with Kirsty O'Brien, Political Adviser to the Chair and CEO.

Executive Summary: An Executive Summary should be used when papers are going to be quite lengthy. The Executive Summary should set out the key points of the report as succinctly as possible. As part of the Board Review, Commissioners have stressed the need for papers to be as brief as possible. Supporting or background information should be placed in appendices at the rear of the report.

Main Report Section

- After this follows the main text of the report. Please write your report following the example format set out. Use paragraph numbers, headings and sub headings as appropriate to ensure the structure of your report is clear.
- Please align text **to the left**. Do not use full justification, as this can be difficult to read by people with visual impairments. For the same reason, please avoid use of capital letters and underlining (this is not liked by electronic screen readers).
- Please ignore Headers. The Commissioners' Support Manager (Jim Mitchell) will fill them in when he receives each report, inserting the appropriate report number (e.g. EHRC 01.01), which will then be unique to that paper, and a summary of the report title.
- With regard to **Footers**, please insert the page numbers as per the example given i.e. 'page x of y', right justified.
- Keep your report **short and succinct**. Ideally reports should be under 4 pages of A4. Put yourself in the Commissioner's shoes. What information do you think is essential to convey your message? Don't drown out the important facts and arguments by including lots of other irrelevant information. Limit the content of your report to its purpose. Commissioners

won't be impressed to read a report which is a thesis on every aspect of the topic. They will be grateful to receive a report which clearly outlines the key aspects of a debate and the implications of a decision.

- If it is essential to include background information, consider putting this in an annex or directing commissioners to web links or information which we can upload onto commissioner's online site.

How do I get an item on the Board agenda?

The issues and items that are delegated for decision by the Board are contained in the Commission's governance manual. This is available on the intranet. There are a number of corporate governance issues that regularly come to the Board. These will be included as part one on the agenda. Other items which will ask the Board to take decisions relating to strategy, policy, legal, or communications issues should be linked to the delivery of the EHRC business and strategic plan.

A forward plan for Board meetings is produced by the Commissioners' Office following discussion with Group Directors. To log an item on the agenda, you will need to speak to your Group Director. You will need to be clear at this stage of the purpose of the report, outline the key decisions that the Board will need to take and identify how time critical the report is.

Draft agendas for each Board are discussed at SMT roughly 6 - 7 weeks before the meeting. SMT place particular attention to the proposed purpose of the report. You need this to be very clear.

The draft agenda and the purpose of the proposed reports is then discussed and agreed with the Chair. Following agreement of the agenda, reports will be commissioned from report authors by the Group Director/Commissioners Office.

Before submitting your report to the Commissioners' Office, it is essential that you have received sign off from your Group Director. You will need to bear this in mind when agreeing your deadlines for report production. The late paper rule outlined below is strictly adhered to.

Reports are received and checked by the Commissioner's office for consistency of style and format. They will be returned to you if the formatting isn't completed properly.

Once cleared for structure, the reports are sent to the Chair and Chief Executive (via their private offices) for clearance on report content. Any proposed changes will be sent back to the report author for inclusion. Group Directors will be copied into this process. Final reports should be sent back to the Commissioners' office for approval by the specified deadline.

Our deadlines are tight because we need to build in time for the checking process and ensure Commissioners receive the papers on time. Please work with us to achieve this.

Procedure and Timescales for Approval of Papers

The dates of Board meetings for the year are all available on the intranet. Go to Corporate Information and then click on the button on the left headed Board and Committee Meetings Calendar.

It is essential that we send papers to Commissioners a week in advance of their meeting. Commissioners are busy people and they have to have time to read and absorb the information, or ask for more information or briefing in advance of the meeting.

It will only be in very exceptional circumstances that reports will be presented to Commissioners less than the seven days specified in standing orders. Such reports will only be considered if accepted by the Chair of the Board or Committee.

The report will have to show the written reasons for the lateness and an explanation of the reasons for the urgency of the matter. Such information should be clearly indicated on the face of the report, above the Recommendations and should be presented as follows:

Reasons for Lateness/Urgency

This report is late because.... (give reason) and it cannot await the next meeting because... (give reason).

Timetable

Set out below is the 'ideal' procedure/minimum timescales for report approval and submission to the Secretariat for agenda dispatch.

This is an example for a meeting scheduled to take place on Thursday 26 March 2009 and it works backwards from the date of the meeting.

- Thursday 26 March – date of meeting
- Wednesday 18 March - date of agenda dispatch (5 working days before meeting)
- Tuesday 17 March, 17:00 Hrs - all **final** papers to be with Commissioners' Support Manager (6 working days before the meeting)

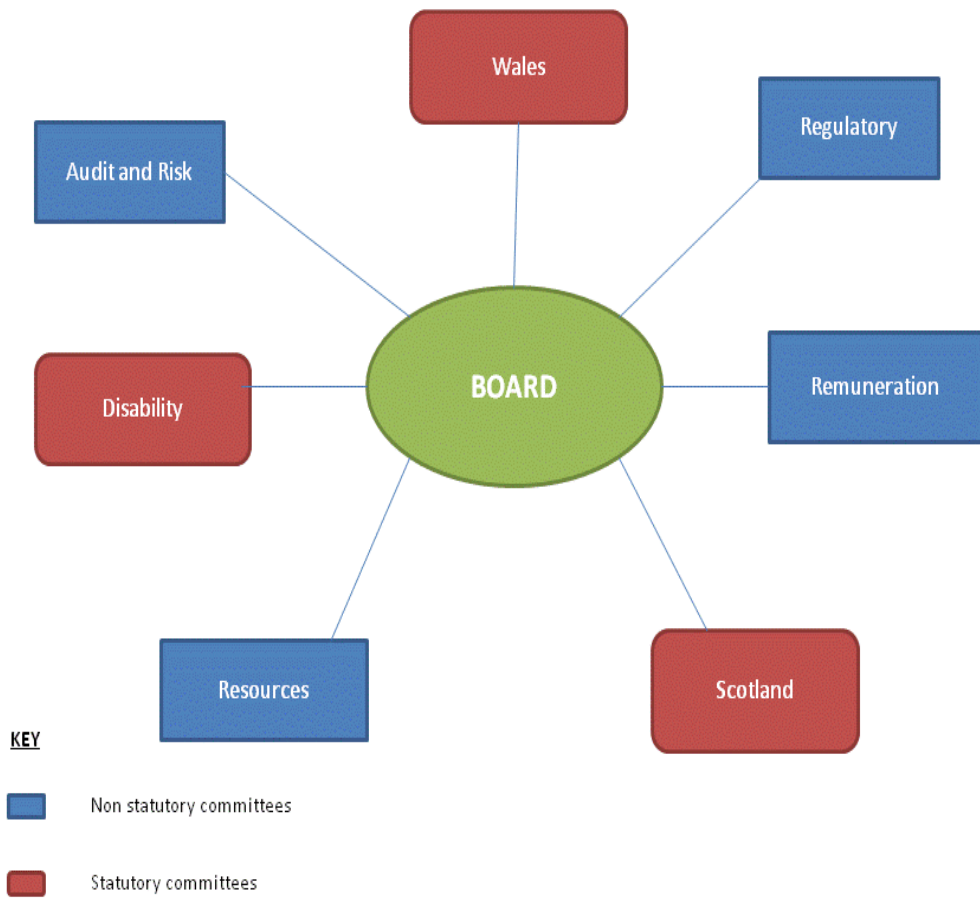
- Friday 6 March, noon - all **draft** papers to be with Commissioners' Support Manager. He will then forward them to the Chair's and Chief Executive's Offices for comment. Any comments from the Chair and/or Chief Executive will be sent directly back to the report author. (20 days before the meeting).

Please note: the timescale between Friday 6 March and Tuesday 17 March is to allow all papers to be checked for format and to allow sufficient time for the Chair/Chief Executive to read them and pass comments back for amendments to be made.

- Wednesday 4 March, noon - draft papers to be sent to Director of Corporate Law and Director of Finance (or their representatives) to check Legal and Financial implications of papers (22 days before the meeting).
- Prior to Wednesday 4th March - you will want to discuss your paper with the appropriate Group Director and make any necessary amendments, before commencing on the process outlined above.

We hope this guidance is helpful. Please contact either Jim Mitchell (x0220) or Debbie Wood (x0228) if you have any queries about report format or timescales. In particular, please get in touch with us if you have any concerns about meeting a particular agenda dispatch date!

Structure of Board and Committees



Board Development and Effectiveness

Induction, training and objectives for individual Board members

1. The Chair of the Board will ensure that individual members of the Board are informed about the terms of their appointment, their duties and responsibilities. The Chair will set the framework for the training and development of Board members. The Chair will set individual performance objectives for Board members each year.
2. Board members will be expected to ensure they have the skills, knowledge and training to fulfil their duties and responsibilities and to meet their performance objectives.
3. The Director for Commissioners' Office shall arrange for a comprehensive induction programme, including additional briefings as appropriate, for Board members upon their appointment. The induction programme will include an overview of the role of the Board, its members, the role of an NDPB board member, operational procedures, the statutory functions and powers under which the Commission operates its governance, strategic and operational frameworks and the organisational structure of the Commission.
4. In addition arrangements shall be made by the Director for Commissioner's Office for the Board to have appropriate training days on developments in corporate governance and related issues as part of improving Board efficiency.
5. Appropriate arrangements shall be made for the induction training and development of non-Commissioner Committee members, to facilitate the effective discharge of their roles and responsibilities.
6. The Chair, from time to time, may give an individual Board member responsibility for providing oversight and guidance on the Board's behalf in relation to areas of the Board's work i.e. a Board Sponsor. In that event, the relevant Board member will take an active involvement in the work area and will take a lead in Board discussions concerning their portfolio.

Review of Effectiveness

7. The Board will review its performance annually. This review may from time to time involve external advisers to provide challenge from an

independent, expert perspective. The Chair will agree the framework for the Annual Review of the Board.

8. The Annual Review will include consideration of the Board as a whole, the operation of committees, and the contributions of individual members of the Board.

9. The Chair will assess the performance of individual Board members and advise the Secretary of State on the reappointment of members to the Board.

10. Where performance or conduct of a Board member is not satisfactory such that the Chair considers a Board member is unable or unfit to carry out the duties of their office, the Chair may recommend to the Secretary of State that their appointment be terminated.

11. The effectiveness of the Chair will be reviewed by the Permanent Secretary of the Government Equalities Office on behalf of the Secretary of State, taking account of a range of views.

Review of the Chief Executive

12. The Chair will be responsible for assessing the performance of the CEO in accordance with the performance framework approved by the Remuneration Committee under delegation from the Board, for reviewing performance of the CEO and SMT. The Remuneration Committee will review the performance of the CEO and following a report from the Chair and Deputy Chair will determine the appropriate reward package. Performance of the Executive Team will be on the basis of review reports of the Chief Executive. The recommendations of the Committee will be submitted to the GEO/Treasury/NAO for approval.

Members Code of Conduct

Application of Code of Conduct to Members of the Board

1. Members must observe the Code of Conduct whenever they conduct the business of the Board or act as a representative of the Board.

Public Service Values

2. The Board Members endorse and agree to abide by the principles of public life as set out by the Committee on Standards in Public Life (the Nolan Committee); the Six Principles of Good Governance and the nine Principles of Public Service. The Board will in its activities and actions at all times:
 - observe the highest standards of propriety through impartiality, integrity and objectivity in relation to the stewardship of public funds and the strategic leadership of the Commission;
 - support the CEO in maximising value for money through delivery of the Commission's functions in the most economical, efficient and effective way, within available resources, and with independent validation of performances achieved wherever practicable;
 - ensure that the Commission is open and honest in its reports to Parliament and its interactions with the public through the publication of reports; effective complaints procedures and clear and accessible guidance;
 - Have regard to best practice in good governance.

A. Responsibilities of individual Board Members

3. The success of the Commission will depend to a large extent on the support and expertise of its Commissioners in formulating and pursuing its strategic objectives of achieving a more equitable and tolerant society.
4. Board members will need to provide knowledgeable, impartial and balanced perspectives on a range of sensitive and complex issues. They will be public ambassadors for the Commission promoting its values, will engage with a wide range of stakeholders and participate in committees, advisory panels and task groups. They will help to develop and sustain a positive culture and ethos, which encourages partnership and empowers the Executive Team. They will need the skills and expertise to make informed decisions, to focus on outcomes and manage risks.
5. Individual Board Members should be aware of their wider responsibilities as members of the Board. Like others who serve the

public, they should follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life.

6. Board Members must also:

- a) comply at all times with this Code of Conduct and with the rules relating to the use of public funds;
- b) comply at all times with their terms and conditions of appointment as a Commissioner;
- c) ensure that they comply with the Board's rules handling conflict of interest and on the acceptance of gifts and hospitality;
- d) act in good faith and in the best interests of the Commission;
- e) not use information gained in the course of their public service to promote their private interests, or those of connected persons, firms, businesses or other organisations;
- f) Comply with the Commission's data security policy and policy and protocols on use of ICT;
- g) familiarise themselves and ensure that they comply with the Commission's rules on declaration and registration of interests and on the acceptance of gifts and hospitality; **(Annex I to Appendix 7)**
- h) Not disclose to outside parties working papers of the Board and its meetings, except where these are published documents or where expressly agreed by the Chair or Chief Executive;
- i) Not to occupy paid party political posts or hold particularly sensitive or high-profile unpaid roles in a political party;
- j) Subject to that, part-time Members are free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the Board;
- k) On matters directly affecting the work of the Board, Members should not make political speeches or engage in other political activities;
- l) The restrictions in the paragraph above do not apply to Board Members who are MPs (in those cases where MPs are eligible to be appointed), to local councillors or to Peers, in relation to their conduct in the House of Lords. The position of Peers in this regard is covered by a statement made by **Lord Addison in 1951** in relation to Peers who are members of public bodies. **(See Annex II to Appendix 7).**

B. Principal Responsibilities include:

- m) Publicly championing the work of the EHRC;

- n) Undertaking additional duties as requested by the Chair such as chairing committees, acting as Board Sponsor;
- o) Giving advice and support to the Chair and Chief Executive in the strategic leadership and management of the Commission;
- p) Collectively ensuring effective corporate governance and agreeing the Commission's Annual Budget and Business Plan;
- q) Supporting the Chair and Chief Executive in building and maintaining positive and effective working relationships with stakeholders.

7. Personal liability

7.1 Legal proceedings by a third party against individual members of the Board are very rare. Except for fraud, negligence, breach of confidence under common law or a criminal offence under insider dealing legislation, the issue of personal liability should not arise. However, if it should, provided that Board members have acted in accordance with the seven principles of public life, acting honestly, reasonably, in good faith and without negligence, they will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their functions as a Board member.

8. Public speaking

8.1. Comply with the rules relating to public speaking set out in paragraph 14 on page 17 above.

9. Non- Compliance: Process for investigations

- 9.1 Where any person alleges that a Board member has failed to comply with the Code of Conduct, the Chair will require details of any alleged contravention of the Code in writing in order to determine whether there is sufficient evidence of a potential breach of the Code as to warrant investigation.
- 9.2 Where the Chair considers that an investigation is required they will appoint the Director of Corporate Law and Governance (or any other person the Chair considers appropriate) to investigate the matter and prepare a report to determine whether the Board Member concerned has contravened the Code of Conduct.
- 9.3 Where the report prepared for the Chair concludes that there has been a failure to comply with the Code of Conduct, the Chair will refer the matter to the Board for consideration and to determine what further action (if any) should be taken, including whether to recommend to the

Secretary of State that the Board Member concerned be removed from office, being unable or unfit to carry out the duties of their office.

- 9.4 In the event that any person alleges that the Chair has failed to comply with the Code of Conduct, the Board will ensure that a third party is appointed to investigate the alleged contravention in accordance with the above requirements, in place of the Chair.
- 9.5 The Secretary of State may remove a Board Member in accordance with the terms and conditions of their appointment, if they are considered unable or unfit to discharge the functions of a Member. This includes failing to perform the duties required of Board Members to the standards expected of persons who hold public office and failing to meet their obligations and responsibilities as described in this document.

RULES AND GUIDANCE FOR BOARD AND COMMITTEE MEMBERS ON MANAGING CONFLICT OF INTEREST AND GIFT AND HOSPITALITY

General principles

1.1 All Members of the Commission's Board and its committees, as holders of public office, are required to demonstrate their commitment to, and comply with, the principles and values of public service including the seven principles of standards in Public Life, referred to as the Nolan principles (appended to the Board's Interim Code of Practice for the Chair and Commissioners).

1.2 Public appointees require the highest standards of propriety, involving impartiality, integrity objectivity and transparency, in relation to the stewardship of public funds and the oversight and management of all related activities.

1.3 Almost nothing undermines confidence in public institutions more than the appearance or reality of their Members acting in a way which gives rise to an actual or perceived conflict of interest.

1.4 This means that Members must ensure that no conflict arises, or could reasonably be perceived by a fair-minded person to arise between their public duties and their private or business interests financial or otherwise.

2 What is conflict of interest?

2.1 A 'conflict of interest' involves a conflict between the public duty and private interests of a public appointee, in which the public appointee has private-capacity interests which could improperly influence the performance of their official duties and responsibilities.

2.2 Defined in this way, 'conflict of interest' has the same meaning as 'actual conflict of interest'. A conflict of interest situation can thus be current, or it may be found to have existed at some time in the past.

2.3 By contrast, an apparent or perceived conflict of interest can be said to exist where it *appears* that a public official's private interests could improperly influence the performance of their duties *but this is not in fact the case*.

2.4 A potential conflict arises where a public official has private interests which are such that a conflict of interest would arise if the official were to become involved in relevant (i.e. conflicting) official responsibilities in the future.

2.5 In this definition, ‘private interests’ are not limited to financial or pecuniary interests, or those interests which generate a direct personal benefit to the public official. A conflict of interest may involve otherwise legitimate private-capacity activity, personal affiliations and associations, and family interests, if those interests could reasonably be considered likely to influence improperly the official’s performance of their duties.

2.6 These themes are reflected in the Nolan Principles which is appended to the Commission’s Member Code of conduct and letters of appointments. These do not define what a conflict of interest is, but they do cover much of the same ground.

2.7 The Nolan Committee made this point itself in its 10th Report when considering what was a conflict of interest when it stated in Para 3.95 of its 10th report that:–

“The Registration and Declaration of Interests by public office-holders that may constitute or may be perceived to constitute a conflict of interest is one of the cornerstones of probity in public life. The resolution of such conflicts of interest brings together all the aspects of the Seven Principles of Public Life. The central principles are clear:

‘A person in public office must not take any decision in pursuit of a private interest, and must not allow any private interest to influence a public decision. Any relevant private interest must be declared, and if the conflict of interest is too great then the person concerned must either stand aside from the decision in question, or dispose of the private interest’.

2.8 These general principles have to be applied in the *specific* context of the Commission. The potential for conflicts of interest to arise is simply a fact of life. There is a well recognised added risk of this when appointments are made of experts to a public body. The experiences which make such people eligible and suitable for appointment can easily provide the basis for a conflict to arise.

2.9 Thus the maintenance of proper policies and procedures by the Commission, together with the availability of firm and clear advice on such conflicts, to enable the making of prudent decisions about difficult or novel conflict of interest situations on a case by case basis, are essential for the health of the Commission as a public body and public life in general.

2.10 While the external functions of the Commission (that is to say the way in which it engages with the world) are fully defined in the Equality Act 2006 (the Act), there are relatively few provisions in the Act that lay down what must be the internal working of the Commission. It is in this undefined area that there is a particular danger of conflicts arising.

2.11 The Act gives the Commission a wide discretion in choosing the procedures by which it will work. This apparent width of discretion is subject to control by the courts, which will ensure that the Commission operates in a way that is consistent with the purposes set out in the Act, the ordinary laws of the land and the normal standards of public life.

2.12 So the Courts (like the public) will expect the members to work for those purposes. They will treat members as having responsibilities similar to those of a trustee, that is to say as having a fiduciary duty similar to the responsibilities imposed on the directors of a company, to make the statutory corporation work as intended.

3. How to identify a conflict of interest

3.1 The mere existence of a private or personal interest of a Member, on its own, may not necessarily cause a conflict. A conflict arises only if, in a particular situation, there is a connection between that interest and the member's responsibilities to the Commission as a public body. Therefore, one must always focus on what the private interest has to do with the particular matter (that is, the question, decision, project or activity) that is being considered by the Commission.

3.2 Labelling a situation as a "conflict of interest" does not mean that corruption or some other abuse of public office has in fact occurred. Usually, there is no suggestion that the person concerned has actually taken advantage of the situation for their personal benefit, or that the person has been influenced by improper personal motives.

3.3 But a perception of the possibility for improper conduct – no matter how unfair to the member – can be just as significant. Impartiality and transparency in administration are therefore essential to maintaining the integrity of the Commission. The key issue is whether there is a reasonable risk, to a fair-minded outside observer, that the situation could undermine public trust and confidence in the member or the Commission.

3.4 One way of considering whether a conflict of interest may exist is to ask:
"Does the issue create (whether actual or perceived by a fair-minded person) an incentive for the member to act in a way that may not be in the best interests of the Commission?"

3.5 The existence of this risk, or a likely perception of this risk, is what creates the conflict of interest. Whether or not the Member would actually compromise himself or herself, is irrelevant.

3.6 A conflict of interest can arise in any number of ways. It can arise from a financial interest, or a non-financial association. It can be professional or personal. It can be caused by, among other things:

- employment with another organisation;

- involvement in another business;
- professional or legal obligations owed to someone else;
- holding another office;
- membership of another organisation;
- investments and property ownership;
- beneficial interests in trusts;
- gifts and hospitality;
- debts;
- family or close personal relationships;

4 Some Areas where conflict could arise

4.1 The wide remit of the Commission under the Act is such that there is always a potential for conflict of interest to arise. However there are certain areas where the issue of conflict is more likely to arise, and where Members should be particularly vigilant in complying with their obligation to avoid a conflict, or the perception of a conflict, and any reputational damage to the Commission

Monitoring the Law and Progress Sections 11 and 12

4.2 In giving advice to government it is possible that a leading member might be in a potential conflict where they have a personal interest – perhaps a client or close associate or family member interest, or an interest arising from their association with another body – which is concerned with the application of equality and human law enactments.

4.2.1 A Member could not lawfully take part in the process of promoting legal policy in fulfilment of these provisions which would have the effect of advancing the interests of their clients, family or other personal interests. That is not to say that they cannot bring personal experience to bear on decision making about plans and the implications of monitoring.

Providing information and advice (not concerned with taking legal proceedings).Section 13

4.3 Where this is not delegated to officers, Members will need to be careful about conflicts.

Giving of Grants Section 17

4.4 Here again there is a very real possibility for conflicts to arise and therefore the need for Members to be careful.

Legal Assistance Section 28

4.5 Since there is such a very wide range of circumstances in which a discrimination issue could arise, it must be recognised that from time to time

there may be conflicts that arise between private interests of members and the interests of the Commission in a specific piece of litigation

4.6. In most cases it will be enough for the Member concerned to recuse themselves from such decisions. It is only if the Member's private interests in discrimination litigation were so extensive, that they were so frequently recusing themselves, that a more extensive consideration might be necessary as to whether they could, for instance, fulfil a role on the Legal Committee.

Regulatory Powers Sections 20 – 24 (investigations into possible unlawful acts), sections 25 – 26 (proceedings to restrain unlawful advertising and pressure to discriminate). Sections 31 – 32 (enforcement of the public sector duties.)

4.7 Here there is a very high obligation on Members to avoid, and on the Commission to prevent, any conflict of interest arising. The role of the Commission as a regulator is materially different from its role in supporting litigation.

Procurement of Goods and Services

4.8 The Commission from time to time will invite tenders for goods and services. Care needs to be taken by Members to avoid issues of conflict arising for example by virtue of employment or involvement with another organisation. That is not to automatically preclude an organisation of which a Member is associated with from bidding for Commission work or applying for grant funding. Appropriate measures should be put in place by the member to avoid any conflict whether real or perceived.

5. Handling Conflict

5.1 When expressed in general terms, the concept of conflicts of interest is well known and accepted, but it can be difficult to know whether and how the concept applies to a particular scenario.

5.2 There are no prescriptive and comprehensive written "rules" for identifying and dealing with conflicts of interest that apply to all situations throughout the whole public sector. Nor are there published model guidelines that can be adopted and applied universally, although there are many examples of good practice and general guidance from, for example, the Guidance on Codes of Practice for Board Members of Public Bodies Model Codes of Practice for Board Members of Executive and Advisory Non Departmental Public Bodies and the Guidelines for managing Conflict of Interest in the public sector 2004 (Organisation for economic Co-operation and Development).

5.3 In part, this is because the concept can cover an infinite range of situations, of varying seriousness. Moreover, each entity's own circumstances are likely to generate different needs and concerns.

Nevertheless, there is a widely recognised understanding of what constitutes acceptable practice and behaviour in the public sector.

5.4 Addressing potential and actual conflicts of interest is never an easy task. No one wishes to be in a position to have to choose between two interests. Yet it is a task which cannot be ignored. It is best done by being acute to the fact that others may consider the position differently and by being aware not only of the importance of avoiding unlawful behaviour personally, but also of the reputational and management consequences that flow from decisions, which are wrong or appearances which do not easily accord with public perceptions.

5.5 That means that Members (and senior officers) must support each other in relation to the management of these issues with a clear eye to the problems of perception referred to above. This is not easy but it is very much a matter of pursuing the highest standards of corporate governance.

5.6 As a matter of good practice, whenever the issue of a conflict of issue arises or may be perceived to arise, the first course for the Member concerned should be to discuss the full context with senior officers of the Commission and Member colleagues (as appropriate), and to take careful note of the perceptions of others concerned, recognising the fact that we all suffer from personal limitations in judging such issues objectively.

5.7 The Accounting officer has responsibility for ensuring that conflicts of interest are avoided, whether in the proceedings of the board or in the actions or advice of its staff, including herself”(see Paragraph F of Annex 1: Accounting officer responsibilities appended to a paper titled “Accounting officer Status” considered at the Board on the 21 June 2007)

5.8 The Audit Committee has responsibility for reviewing the operation of the Commission's corporate governance arrangements, including risk management and the Code of Conduct and register of interests for Commissioners and senior staff ;(see terms of Reference)

6. **Responsibility for avoiding conflict**

6.1 It is the personal responsibility of each Member to decide whether and what action is needed to avoid a conflict or the perception of a conflict, taking account of advice received from the Chair, Chief Executive and the Director of Corporate Law and Governance. The cardinal rule is that:-

“A person in public office must not take any decision in pursuit of a private interest, and must not allow any private interest to influence a public decision. Any relevant private interest must be declared”, and if the conflict of interest is too great then the person concerned must either stand aside from the decision in question, or dispose of the private interest’ (Seven Principles of Public Life).

6.2 The danger of a perceived conflict of interest is greatest for those in leadership roles. As stated by Robin Allen QC in his advice to the Commission on managing Interests:-

“The Commissioners who have been appointed to those roles (i.e. key leadership roles namely the Chair Vice Chair Chief executive, Chairs of the three statutory Committees, Chair of Audit Committee and an Investigating Commissioner) must realise that in assessing whether conflicts of interest arise there will be a particular scrutiny by both the public and the law of their position as a result of that role. So they need to consider very carefully the kind of work in which they are involved in that part of their time which is not committed to the Commission.”

6.3 Generally where a Member is appointed part-time it will be readily acknowledged that the member is free to work in some other way. However it would be wrong to conclude from the fact that other work is contemplated, that the member is totally unrestricted in that other work. The same degree of scrutiny with respect of conflict of interest will be required.

7. Expectations of Members

7.1 It is important to the Commission and therefore it **requires** that Members:

- i. Obtain advice at the earliest opportunity and declare any personal or business interests, which may or may be perceived to conflict with their responsibilities as Members, to the Chair and Chief Executive of the Commission. These interests should be included in a register of interests (open to the public) maintained by Secretariat, which you must keep up-to-date.
- ii. In Board and Committee meetings, ensure that they **declare** any conflicting interest as soon as practicable after the beginning of a meeting which will be recorded as appropriate in board resolutions. This includes the interests of related parties. “Related parties” include family members or members of the same household who may be expected to influence or be influenced by Board Members or key management. “Related parties” include family members or members of the same household who may be expected to influence or be influenced by Board and Committee Members or key management.
- iii. Where the interest is pecuniary take no part, in the discussion or determination of such matters and withdraw from the meeting.
- iv. Where the interest is not of a direct pecuniary kind or non pecuniary, consider whether participation in the discussion or determination of a matter would create either a real danger of bias

or the perception of bias. This should be interpreted in the sense that Members might unfairly regard with favour, or disfavour, the case of a party to the matter under consideration.

- v. In considering whether a real danger of bias exists in relation to a particular decision, assess whether they, a close family member, a person living in the same household as the board member, or a firm, business or other organisation with which the Member is connected, are likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a decision to invite tenders for a contract where a firm with which a member was connected would be significantly better placed than others to win it as a result of that association.
- vi. Not to have any involvement in taking a decision or participating in a discussion on any matter where a conflict of interest exists. Each Member should ensure that, before he/she becomes involved in taking a decision or participating in a discussion on any matter, there are no conflicts of interests that, in the opinion of a fair-minded and informed observer, would suggest a real possibility of bias.
- vii. Recognise that those providing information to the Commission can be confident that it will be properly handled, and that the duty of confidentiality owed to the Commission is adhered to unless disclosure is authorised.
- viii. Not to use or disclose information for personal benefit for themselves or any other person where Members come into possession of confidential information in the course of their membership duties.
- ix. Not to use or give the appearance that a Member has used membership of the Board and or Committee to further private or personal interests.

8 Interests that should be registered or disclosed

8.1.1 In the interests of transparency and accountability, Members are required to provide information, on a register of interest form, which will be made publicly available, of any relevant interests (pecuniary or non pecuniary direct or indirect) or material benefit received that are capable of causing conflict of interest. Relevant interest is an interest or other involvement whether financial or otherwise, which you or your close relative or personal partner/spouse has in any organisation or with any individual that has business dealings with the Commission.

8.1.2 The Register should, as a minimum, list all direct or indirect pecuniary and non pecuniary interests¹ and those of related parties, which a fair-minded person might reasonably think could influence those Members' judgement; list

non-pecuniary interests or material benefits where these have a direct bearing on the business of the Commission.

8.2 Registering interests

8.2.1 Members should register the following interests:

- 1) Remunerated employment, office or profession,
- 2) Directorships and partnerships, whether remunerated or not,
- 3) Shareholdings,
- 4) Interest in organisation which the Commission is contemplating taking enforcement action,
- 5) Land and Property,
- 6) Membership of public bodies (hospital trusts, governing bodies of universities, colleges and schools, and local authorities), trusteeships (of museums, galleries and similar bodies), and acting as an office holder or trustee for pressure groups, trade unions and voluntary or not-for-profit organisations,
- 7) Sponsorship,
- 8) Gifts and Hospitality,
- 9) Contracts and section 17 grants,
- 10) Overseas visits,
- 11) Relevant interests of related parties,
- 12) Miscellaneous,
- 13) Gifts and hospitality.

8.2.2 Each Member is responsible for keeping his or her entries in the register up to date. It is the responsibility of each Member to take active steps to update entries on their register regularly as these occur and annually even if the interests remain the same.

8.2.3 The register is available for scrutiny by the public and will be available on the Commission website.

8.3 Disclosing interests

8.3.1 From time to time Members may have or become aware of interests whom do not have to be registered but which might, nonetheless, conflict with their duties as Members. As well as keeping his/her entry on the register up to date, a Member must disclose such interests as soon as he/she becomes aware that they may cause or be perceived to a conflict and seek appropriate advice. Such interests must be disclosed whether or not they are entered on the register.

8.3.2 In considering whether to disclose an interest, a Member should ask whether, in the opinion of a fair-minded and informed observer, the interest would suggest a real possibility of bias on the Member's part.

8.3.3 It is the responsibility of Members to make full disclosure of their interest. Sufficient information should be provided to so that the relevance to the Commission's business and any potential for conflict can be identified.

8.3.4 The following questions may be useful:

- i. Does the Member has, or has the Member recently had (i.e. within the past two years), any material business or other pecuniary relationships with a relevant party?
- ii. Does the Member have, or has the Member recently had, any other relationships with a relevant party, the existence of which might suggest a real possibility of bias on the part of the member?
- iii. Has a Member taken a public position that might be seen as compromising his/her ability to deal objectively with a matter that is relevant to a Commission inquiry or investigation whether current or proposed?
- iv. In considering whether to disclose an interest, Members should also ask whether, in the opinion of a fair-minded observer, the interests of close family members or associate would suggest a real possibility of bias on the part of the Member.

9. Procedures for handling interests

9.1 Where a Member is considering engaging in an activity in relation to their private or business interests, financial or otherwise, that could reasonably be perceived by a fair-minded person to give arise to a conflict of interest with their public duty as a member of the Commission's board or a committee, they should at the earliest possible opportunity notify the Chair and seek appropriate advice.

9.2 In the event that a Member receives a written paper on a matter on which he or she has a conflict of interest, he or she must immediately return the paper to the Commissioners' Support Manager with an indication of the extent to which the paper has been read.

9.3 If a Member becomes aware of a conflict during the course of any discussion, his/her interest should be disclosed immediately and he or she should (if appropriate) withdraw from the discussion and any decision relating to the matter.

10. Disclosure does not always entail recusal

10.1 In most cases where a relevant interest has been disclosed or registered, the Member must withdraw from all involvement in decisions or discussions relating to that matter.

10.2 However, in some circumstances the Member may, if the Board permits, participate in decisions or discussions. The circumstances in which the Board may permit participation are where the Member's relationship is so slight or historic that it would be unreasonable to suppose that the Member has any significant interest, or where the decision/discussion will have no foreseeable implications for the Member's interest.

11. Confidential information

11.1 Section 6 of the Equality act 2006 creates a summary criminal offence of unauthorised disclosure by a former or current Commissioner, Investigating Commissioner, employee, or member of a committee established by the Commission, of information provided to the Commission by third parties in the course of an inquiry, investigation, assessment, compliance notice process, or a negotiation to obtain an agreement. Particular care should therefore be taken to avoid disclosing to any person (or otherwise acting on) any discussions relating to decisions which have not yet been made public. For example, decisions to launch a formal investigations or inquiries etc.

11.2 Even where disclosure would not breach Section 6, Members must ensure that they do not disclose to any person information received during their Commission duties, where such information has been provided to the Commission on a confidential basis.

12. Getting Further Assistance

12.1 The Director of Corporate Law and Governance is there to provide advice and assistance and to discuss fully how a Member's interests might be perceived by others.

12.2 Members should be advised explicitly that:

- it is easy to fail to see a conflict of interest
- A Member is not always the best judge of what is a potential conflict for him or her, and
- In the interest of protecting the Member and the Commission it is really important that a Member have regard to and consider very carefully advice provided.

13. RULES ON THE ACCEPTANCE OF GIFTS AND HOSPITALITY

ACCEPTANCE OF GIFTS AND REWARDS

- 13.1 Gifts, rewards, hospitality or benefits should not be solicited from others.
- 13.2 The acceptance of gifts, hospitality or benefits is an area that requires sound judgement. Members should avoid even the suspicion of a conflict of interest and avoid any perception that they have been or may be influenced by any gift, hospitality or other consideration to show favour or disfavour to any person or organisation while acting in an official capacity.
- 13.3 It should be borne in mind that even innocent acceptance of some gifts might, because of their cost or other overtones, give an impression that individuals may be open to corruption. Such gifts should be notified to the **Commissioners' Support Manager** who will advise whether it should/should not be accepted. The donor should then be told that it is not permitted for such gifts to be retained and should be informed of this procedure.

The only exceptions to this rule are as follows:

- (i) isolated gifts of a trivial character or inexpensive seasonal gifts such as trade calendars valued up to £25.00;
- (ii) Conventional **hospitality** provided it is normal and reasonable in the circumstances. In considering what is normal and reasonable, regard should be had to the:
 - a) Degree of personal involvement. There is of course no objection to the acceptance of, for example, an invitation to the annual dinner of a body with which the Commission is in much day-to-day contact; or of working lunches (provided the frequency is reasonable) in the course of Commission duties. If in the latter case, a travel claim is involved it must not include a claim for the lunch.
 - b) Usual conventions of returning hospitality, at least to some degree. The isolated acceptance of, for example, a meal would not offend the rule whereas acceptance of frequent or regular invitations to lunch or dinner on a wholly one-sided basis even on a small scale might give rise to a breach of the standard of conduct required.
- (iii) If there is any doubt about the propriety of accepting any gift, reward or benefit the Director of Corporate Law and Governance **should** be consulted. Similarly, if it is felt that there are circumstances surrounding a particular gift or occasion which merit special consideration, the/she should be consulted.

14. GIFTS FROM ORGANISATIONS, OVERSEAS GOVERNMENTS ETC

14.1 It is possible that there may be difficulty about refusing a gift from an overseas Government or organisation without the risk of apparent discourtesy. Although the principles on non acceptance of gift set out above apply to such gifts generally, on some occasions it may be desirable that a gift should be offered in return and in these circumstances the matter should be reported to the **Commissioners' Support Manager**. An exchange of gifts of this kind should be initiated only after advice from with the **Commissioners' Support Manager following consultation with the Director of Corporate Law and Governance**.

14.2 Members must notify the **Commissioners' Support Manager** by completing a gift and hospitality form, immediately of any gifts, hospitality or favour they are **offered** that may be related to their membership of the Commission's Board or Committee, who may advise that the gift may be kept **following guidance from the Director of Corporate Law and Governance**.

14.3 If a gift is accepted its receipt should, in all cases, be reported to the Commissioners' Support Manager by completing a register of gift and hospitality form.

14.4 The notification should include details of the person(s) or organisation(s) offering the gift, hospitality or favour, the purpose or object of the offer and the reasons why the gift, favour or hospitality was *or was not* accepted.

14.5 Any such notification received from any Member shall be included in the Register of Member's Gift and Hospitality register maintained by the **Commissioners' Support Manager**.

**Register of Interest Form
Register of Gift and Hospitality Form**

**COMMISSION FOR EQUALITY AND HUMAN RIGHTS
BOARD AND COMMITTEE MEMBERS REGISTRATION AND
DECLARATION OF INTERESTS**

1) Under the Commission's Code of Practice and Guidance for Handling Conflict of Interest you are required to provide information, on a register of interest form, which will be made publicly available, of any interests (pecuniary or non pecuniary direct or indirect) or material benefit received that are capable of causing conflict of interest.

2) You should include as a minimum register all direct or indirect pecuniary interests ¹ (i.e. relevant interests) and those of related parties which a fair minded person might reasonably think could influence your judgment; detail all non-pecuniary interests or material benefit where these have a direct bearing on the business of the Commission, and interests of your spouse/partner, children under 18 and interests of persons living in the same household as you.¹

3) As a general principle you should err on the side of caution and register relevant interests in accordance with the Guidance on handling conflict of interest. The Register is a document that can be consulted when (or before) an issue arises. If you require advice you should contact the Director of Corporate Law and Governance Directorate, currently Thelma Stober.

4) An annual update reminder will be sent out at the beginning of every financial year.

To the Secretary of the Board of the Commission for
Equality and Human Rights

Enter full name

I

of

Enter full residential address

A Member of the ECHR [Board] [Committee], give notice that:

EITHER

I have no interests, which are required to be registered
under the Commission's rules of for Handling conflict of
Interest Guide– approved by the Board on []200[].

OR

I have set out below under the appropriate headings the
interests that I am required to register under Commission's
rules for Handling conflict of Interest Guide and I have
inserted 'none' where I have no such interests under any
heading.

[Please delete as applicable]

Category 1: Remuneration from employment, office, trade, profession or	
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vocation:	
<p>a. You should show every employment, office, trade, profession or vocation that you have to declare for income tax purposes (other than employment by the Commission).</p>	
<p>b. Give a short description of the activity concerned – for example, ‘Media relations adviser’ or ‘Accountant’.</p>	
<p>c. Give the name of your employer. If employed by a company, give the name of the company paying your salary or fees, not that of the ultimate holding company.</p>	
<p>d. Where you hold an office, give the name of the person or body, which appointed you. In the case of public office, this will be the authority, which pays you or your allowances</p>	
<p>Category 2. Partnerships and Directorships</p> <p>a. You should give the name of every firm of which you are a partner, every company for which you are a director whether remunerated or not, and every organisation of which you are a trustee or senior member.</p> <p>b. Give a short description of the activity of the company or organisation concerned.</p>	

<p>Category 3: Share holding Interests in Companies & Securities</p> <p>a. Please list the names of any companies, industrial and provident societies, co-operative societies or other bodies corporate in which you have an interest in shares or securities which exceeds the value of 1% or £25,000 of the issued share capital of the company or other body.</p> <p>b. Please include shares and securities in which you have a beneficial interest but which are held in the name of other people.</p> <p>c. You need not say what the financial arrangements are, but you should say for how long the contract is.</p>	
<p>Category 4: Interests in organisations in which the Commission is contemplating or is taking enforcement action.</p> <p>a. Please set out any involvement (of yourself or close relatives) with any organisation against which the Commission is taking enforcement proceedings or is considering taking one.</p> <p>b. Involvement (of yourself or close relatives) with any organisation against which Commission is considering or has granted section 28 assistance.</p> <p>c. Any application by yourself (or close relatives) for section 28 assistance from Commission to pursue proceedings against an organization.</p>	
<p>Category 5: Land and Property</p> <p>a. You should include any land in which you have a beneficial interest (that is, in which you have some proprietary interest for your own benefit).</p>	

<p>b. You need not include any property, which you occupy residentially as owner, lessee or tenant.</p> <p>c. You should also include any land from which you receive rent, or of which you are the mortgagee.</p>	
<p>Category 6: Membership of Public Bodies Political Party and other entities</p> <p>a. Please name the organisation(s) including political parties of which you are a member and your position/role.</p>	
<p>Category 7: Sponsorship</p> <p>a. Please list the name of any person or body, which has made any payments made to you or on your behalf in the last year towards your expenses as a Member.</p> <p>b. Please provide a brief description of the nature of the sponsorship.</p>	
<p>Category: Contracts and Section 17 Grants</p> <p>a. You should declare all contracts and grants arrangements of which you are aware, which are not fully discharged between the Commission and a body of which you are an employee trustee director member, and which are:</p> <p>b. Contracts for the supply of goods or works ,the provision of services or facilities to or on behalf of the Commission;</p>	

<p>c. Grants for the provision of services or facilities funded by the Commission under section 17 of the Equality Act 2006.</p>	
<p>Category 9: Overseas Visits</p> <p>a) Please list any overseas visits (other than private visits) that you have NO offered or have accepted and made, the city and country visited, the organisation visited there (if relevant), who sponsored or paid for the trip (including where the trip was paid for by HMG) and the estimated cost of the visit.</p>	
<p>Category 10: Relevant interests of related parties.</p> <p>a) You should use this category to set out the details of any other relevant interests of your close family or associates.</p>	
<p>Category 11: Miscellaneous Interests</p> <p>a. You may use this category to set out the details of any interest which you wish to register voluntarily.</p>	
<p>Category 12: Gifts and Hospitality</p> <p>Please complete separate form below in appendix 2</p>	

Signed

Date

Commissioners' Support Manager

Date Received

Appendix 2

MEMBER'S GIFTS AND HOSPITALITY REGISTRATION FORM

TO Commissioners' Support Manager of the Equality and Human Rights Commission (EHRC)

From: [Insert Full Name]

Member of the Board or Committee of the Equality and Human Rights Commission (EHRC)

Please enter in the Register maintained by you in accordance with **provisions of the – Code of Practice on Gifts and Hospitality** of the following gift / hospitality offered.

Date of offer of gift / hospitality:	
Details of gift / hospitality (including estimated value)	
Name of Person / body providing gift/hospitality:	
Refused: If accepted reason for acceptance:	Yes/no
Accepted: If accepted Please state reason for acceptance and :	Yes/no

Recipient of gift (if other than submitting Member) i.e. Related Party Your spouse personal partner or children	

Signed	Date
Received by [Commissioners' Support Manager]	Date
Print Name	

¹ Indirect pecuniary interests arise from connections with bodies which have a direct pecuniary interest or from being a business partner of, or being employed by, a person with such an interest. Non-pecuniary interests include those arising from membership of clubs or other organisations. Family members include personal partners, parents, children (adult & minor), brothers, sisters, and the personal partners of any of these.

Addison Rules

1. A peer who is a member of a public board, whether commercial or non-commercial in character, is not by reason of such membership debarred from exercising his or her right to speak in the House of Lords, even on matters affecting the Board of which he or she is a member; and it is recognised that, in the last resort, only the Peer concerned can decide whether he or she can properly speak on a particular occasion.

2. The following guidance (based upon that given by the then Leader of the House Viscount Addison, after consultation and agreement between the parties) may be helpful to Peers, who are considering whether or not to take part in a particular debate.

- I. When questions affecting a particular board or public board in general arise in Parliament the present Minister and the Government of the day generally are alone responsible to Parliament. The duty of reply rests with Ministers only, and cannot devolve upon members of public boards who may also be members of the House of Lords. There can be no question of Board members replacing, or usurping the functions of, Ministers and dealing with matters of Ministerial responsibility. In the Commons, of course, the possibility could not arise, because a Member of the House must resign his seat on accepting an appointment of this nature.
- II. It is important that, as contemplated in the Statutes and, in the case of the BBC, by the Charter, the Boards shall be free to conduct their day to day administration without the intervention of Parliament or Ministers, except where otherwise provided. If Board members who happen also to be peers were to give the House information about the day to day operations of the Board or to answer criticisms respecting it, the House would in fact be exercising a measure of Parliamentary supervision over matters of management. It would also be difficult for the responsible Minister not to give similar information to the House of Commons.
- III. There is no duty upon the board member to answer questions put to him in debate, and that no criticism should attach to any Board member who refrains from speaking in a debate. Nor should the fact that a member spoke in a particular debate be regarded in any way as precedent for him or any other member speaking in any other debate.
- IV. The above applies only to debates relating to public boards. Experience acquired as a member of a public board will often be relevant to general debates in which the same contributions do not arise, and the contributions of board members who are peers may be all the more valuable because of that experience.

3. The statement below, taken from the memoranda, best sums up the intentions behind Lord Addison's Rules.

"The House of Lords is a sensible body; and the latitude to speak or refrain from speaking, inherent in a peer, is not likely to cause embarrassment. Indeed, any attempt to lay down a hard and fast rule would be more likely to cause embarrassment".

**Equality and Human Rights Commission
FRAMEWORK DOCUMENT**

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Introduction

This Framework Document sets out the relationship between the Government Equalities Office (GEO) and the Equality and Human Rights Commission (EHRC).

The GEO has overall responsibility within Government for equality strategy and legislation. Its vision is of a fair and equal society for all. The EHRC has the powers and the general and specific duties set out in the Equality Act 2006. In line with the Paris principles, the EHRC is established under statute, with commissioners appointed under a stable mandate, and sufficient funding to enable it to exercise its powers and perform its functions independently of Government.

The EHRC's role includes:

- Promoting understanding of and good practice in equality and human rights matters;
- Monitoring and advising on the effectiveness of equality and human rights law and policy;
- Undertaking inquiries into equality and human rights issues;
- Enforcing the equality enactments and the Human Rights Act, as defined in the Equality Act 2006;
- Giving advice and guidance to individuals and organizations on equality and human rights matters; and
- Making grants to individuals and organizations concerned to promote equality and human rights.

The Equality Act 2006 provides that:

“The Minister shall have regard to the desirability of ensuring the Commission is under as few constraints as reasonably possible in determining –

- (a) its activities*
- (b) its timetables, and*
- (c) its priorities.”*

However, all the EHRC's funding is provided by GEO on behalf of Government, and the EHRC is accountable to the Government through its Sponsor Department, the GEO, for ensuring that the public money it gets is used to good effect and that it operates economically, efficiently and effectively.

The GEO and EHRC agree to have an open and transparent relationship which takes into account both the EHRC's independence of action and its accountability to Government and Parliament. The relationship will be characterised as one of 'no surprises' on both sides. Both parties commit

themselves to a proactive approach to sharing information about future plans, priorities, publications and policy developments, so as to ensure a mutual understanding of relevant issues.

The EHRC and GEO have many mutual interests and are united in a common pursuit of a fairer and more equal society where all have opportunity and can prosper.

Interpretation

In this document the following words and phrases have the meanings assigned to them in this paragraph

- “C&AG” means the Comptroller and Auditor General
- “Chair” means the Commissioner appointed as chairman by the Lord Privy Seal under paragraph 4 of Schedule 1 to the Equality Act 2006;
- “Chief Executive” means the Chief Executive of the EHRC, appointed by the EHRC with the consent of the Lord Privy Seal
- “FreM” means the Financial reporting Manual published by HM Treasury as updated from time to time;
- “NDPB” means an executive Non-Departmental Public Body;
- “PSA” means Public Service Agreement;
- “the Audit and Risk Committee” means the Audit and Risk Committee of the Board established in accordance with this Framework Document
- “the Board” means the Board of the EHRC provided for in 2.5

1 Organisational Roles and remits

1.1 Status and role of the EHRC

1.1.1 The Commission for Equality and Human Rights is an NDPB, established by the Equality Act 2006 as a corporate body. It operates under the name Equality and Human Rights Commission. The EHRC's functions, duties and powers are laid out in Part 1 of the Equality Act 2006. Schedule 1 to the Equality Act 2006 sets out detailed provisions about its constitution.

1.1.2 Under the Equality Act 2006 the EHRC has a general duty to encourage and support the development of a society in which:

- People's ability to achieve their potential is not limited by prejudice or discrimination;
- There is respect for and protection of each individual's human rights;
- There is respect for the dignity and worth of each individual;
- Each individual has an equal opportunity to participate in society; and
- There is mutual respect between groups based on understanding and valuing of diversity and on shared respect for equality and human rights.

1.1.3 The EHRC has particular statutory duties with regard to equality and diversity to:

- Promote understanding of the importance of equality and diversity;
- Encourage good practice in relation to equality and diversity;
- Promote equality of opportunity;
- Promote awareness and understanding of rights under the equality enactments;
- Enforce the equality enactments;
- Work towards the elimination of unlawful discrimination; and
- Work towards the elimination of unlawful harassment.

1.1.4 The EHRC also has powers to enable it to:

- Promote understanding of the importance of human rights;
- Encourage good practice in relation to human rights;
- Promote awareness, understanding and protection of human rights; and
- Encourage public authorities to comply with section 6 of the Human Rights Act 1998 (c.42) (compliance with Convention rights).

1.1.5 The EHRC is a Great Britain wide body, classified to the central government sector for national accounts purposes.

1.1.6 The EHRC is a body corporate established by the Equality Act 2006 and has the powers and functions conferred by the Equality Act 2006 (as from time to time amended). The Lord Privy Seal appoints the Commission's Chair and Commissioners, and the Commission, through its Chief Executive, is responsible for the management of its staff.

1.1.7 As a NDPB and a national institution for the promotion and protection of human rights, the EHRC carries out duties and functions in which central government has a legitimate public interest, but which, consistent with the Paris Principles, Ministers believe should be carried out by an independent body.

1.2 GEO Role

1.2.1 The GEO was announced by the Prime Minister in July 2007 and established as a separate Government Department in October 2007, to strengthen further the Government's ability to deliver across the entire equalities agenda. Its vision is of: *A fair and equal society for all*. This is supported by annual iterations of aims in business plans. The GEO is sponsor department for two NDPBs, the Women's National Commission and the EHRC.

1.2.2 The EHRC and the GEO have a shared interest in promoting equality and human rights and their work is complementary. Both parties share a vision for a fairer society. GEO sets policy for equality across Government and the EHRC works to fulfil its statutory duties as set out in the Equality Act 2006. These distinct and mutually supportive roles require close working and correspondence between the two bodies.

2 Responsibilities

2.1 Ministers

2.1.1 The Lord Privy Seal is accountable to Parliament for EHRC business and is supported by junior Ministers in this role. The Lord Privy Seal's responsibilities include:

- Appointing and determining the terms and conditions of the Chair and Commissioners of the EHRC, and approving the appointment of the Chief Executive
- Approving the EHRC's strategic plan, including aims and targets within that plan and laying it before Parliament;
- Approving the framework document, which sets out the EHRC delegations and accountability to the GEO;
- Keeping Parliament informed about EHRC's performance;

- Answering Parliamentary Questions (although consideration is being given to EHRC answering questions on matters of administration and operation;
- Setting the amount of grant-in-aid to be paid by the GEO to the EHRC and securing Parliamentary agreement for that amount. The amounts to be paid to be related to achievements against agreed aims and priorities set out in the EHRC's Strategic and Business plans;
- Carrying out responsibilities specified in the Equality Act 2006, including approving arrangements by the EHRC for the appointment of other staff as to numbers and terms of appointment;
- Laying the annual report and accounts of the EHRC before Parliament (pursuant to section 6 of the Government Resources and Accounts Act 2000); and
- Writing annually to the EHRC Chair setting out the Government's view of priorities in the equalities area.

2.2 The GEO Accounting Officer

2.2.1 The Director General of the GEO is responsible for the overall organisation, management and staffing of GEO, the sponsor department, and for ensuring there is a high standard of financial management in the GEO.

2.2.2 The Director General is the Principal Accounting Officer accountable to Parliament for the issue of grant-in-aid to the EHRC. In particular the Director General should ensure that:

- The aims of the EHRC are set in the light of the Equality Act 2006;
- [The EHRC Board are appraised of the Government's wider strategic aims and where appropriate, PSA targets;
- The financial and other management controls applied by the GEO to the EHRC are appropriate and sufficient to safeguard public funds and to ensure the funds are used to good effect;
- The EHRC has agreed targets for annual efficiency savings and can demonstrate the savings realized;
- The EHRC's compliance with financial and management controls is effectively monitored;
- The internal controls applied by the EHRC conform to the requirements of regularity, propriety and good financial management; and
- The grant-in-aid made to the EHRC is within the ambit and the Request for Resources and conforms to Parliamentary authority.

2.2.3 The Director General has formal lead responsibility for the GEO's relationship with the Chief Executive and Accounting Officer of the EHRC. As Principal Accounting Officer the Director General designates the Chief Executive of the EHRC as the EHRC's Accounting Officer. The Director General makes arrangements to satisfy himself/herself that the EHRC Accounting Officer is carrying out his or her responsibilities and

may withdraw the Accounting Officer designation if he/she believes that the incumbent is no longer suitable for the role.

2.2.4 The GEO Director General will assist the EHRC in its recruitment and appointment of the Chief Executive.

2.2.5 The GEO Director-General is responsible for advising Ministers in setting objectives for the Chair and carrying out an annual review of the Chair's performance.

2.2.6 The GEO Director General exercises his role on behalf of Government and in carrying out GEO's sponsorship role will ensure that all Government Departments with an interest in EHRC's work are involved as appropriate.

2.3 The GEO Sponsorship Team

2.3.1 The GEO Sponsorship Team reports direct to the GEO Director General. The Team works with other teams in the GEO to carry out the functions described in this section. The Sponsorship Team is the primary source of advice to the Lord Privy Seal on the discharge of his/her responsibilities in respect of the EHRC. It is also the primary point of contact for the EHRC in dealing with the GEO.

2.3.2 The Sponsorship Team advises the Lord Privy Seal on:

- An appropriate framework of aims and targets for the EHRC in the light of the Equality Act 2006 and the wider strategic aims and current PSA targets of the Government;
- An appropriate budget for the EHRC in light of:
 - the overall public expenditure priorities of the GEO and the Government more widely;
 - the past financial and operational performance of the EHRC;
 - assessments, informed by external and internal audit, of the financial and management controls in place in the EHRC;
- How well the EHRC is discharging its statutory duties and achieving its aims; and
- Whether the EHRC is delivering value for money.

2.3.3 In support of the Director General as Accounting Officer, the Sponsorship Team:

- Promotes an open and transparent relationship with the EHRC which takes account of the EHRC's independence and accountability as an NDPB and is based on mutual respect and understanding of each others' roles and responsibilities;
- Monitors the work and performance of the EHRC based on EHRC's exercise of its responsibility to provide GEO with an adequate and

routine flow of information on budget planning, operational and financial performance, outturn against budget, control and risk management;

- Addresses in a timely manner any significant problems arising in the EHRC's operations and finances, including referring issues to the Treasury as appropriate;
- Draws significant issues including novel and contentious payments to the attention of the Director General, the EHRC Chair, Accounting Officer and Commissioners, HM Treasury and the National Audit Office as necessary;
- takes such steps in relation to the EHRC as are judged necessary to promote value for money and to safeguard regularity and propriety;
- Assesses the operations and finances of the EHRC periodically, to ensure the Director General can discharge his duties as Principal Accounting Officer and to inform the GEO's oversight of the EHRC. Such assessments will take into account the aims and statutory obligations of the EHRC, the public money at stake, the governance arrangements within the EHRC, the EHRC's financial performance, internal and external audit reports, the openness of communications between the EHRC and the GEO, and any other relevant matters;
- Proposes amendments to this Framework Document in light of the findings from such assessments and to strengthen arrangements as necessary;
- ensures it has a good understanding of how the work of the EHRC affects the GEO's activities and reputation;
- Informs, or asks other parts of the Government, to inform the EHRC of relevant Government policy in a timely manner; advises on the interpretation of that policy; and issues specific guidance to the EHRC as necessary;
- Informs the EHRC of any significant departmental risks, HM Treasury guidance and instructions and audit findings which are relevant to the EHRC; and
- Shares drafts of GEO reports concerning the EHRC and its work.

2.4 The GEO Board and the GEO Audit and Risk Committee

2.4.1 As the GEO Board comments on and challenges GEO's budget and achievements it has a clear interest in the financial management and business contribution of the EHRC. It may, therefore, seek to examine key EHRC documentation and EHRC staff when conducting its business.

2.4.2 The GEO Board has established an Audit and Risk Committee as a Committee of the Board to support them in their responsibilities for issues of risk control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

2.4.3 The GEO Audit and Risk Committee will in its routine consideration of GEO finances and business risks necessarily be concerned with the operations of and controls within the EHRC and with the strength and effectiveness of the relationship between EHRC and the GEO.

2.4.4 The Chair of the GEO Audit and Risk Committee will seek to establish effective working relationships between that Committee and its equivalent committee in EHRC.

2.5 The EHRC Board

2.5.1 The Board of the EHRC shall consist of not less than 10 or more than 15 Commissioners, appointed by the Lord Privy Seal. The Board is specifically responsible for:

- Establishing and taking forward the EHRC's aims and objectives within the scope of the Equality Act 2006, taking account of Government priorities, objectives and PSA targets and the funds made available;
- Ensuring that the Lord Privy Seal is informed of any changes that are likely to affect the strategic direction of the EHRC or the achievement of its aims and targets; and
- Ensuring that the EHRC complies with any statutory or administrative requirements for the use of public funds.

2.5.2 The Board shall:

- Ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control including establishing an Audit and Risk Committee of the Board;
- Ensure that it operates within the limits of its authority and takes into account guidance issued by the GEO and *Managing Public Money*;
- Ensure that it receives and reviews regular financial information about the EHRC and is informed of any significant managerial concerns, and provides positive assurance to the GEO that appropriate action has been taken when such concerns are raised;
- Demonstrate high standards of corporate governance at all times, including by using the Audit and Risk Committee to help address key financial, performance and accounting risks;
- With the consent of the Lord Privy Seal, appoint a Chief Executive;
- Agree, in consultation with the GEO, performance objectives and remuneration terms for the Chief Executive which give due weight to the proper management and use of public money; and
- Comply with the Code of Practice governing the Board.

2.5.3 In line with its Corporate Governance Code of Practice and Conduct, members of the EHRC Board are individually and collectively responsible for ensuring that:

- The EHRC effectively fulfils its statutory objectives, powers and duties vested in it and that it operates within its statutory and delegated authority, including any conditions relating to the use of grant-in-aid, and that the EHRC complies with any other relevant legislation, including statutory or administrative requirements for the use of public funds;
- The overall strategic direction of the EHRC is established within the Equality Act 2006 and the policy and resources framework set out in this Framework Document;
- Effective arrangements are in place to provide assurance on risk management, governance and internal control;
- They monitor the EHRC's performance against strategic priorities, targets and budget and that the EHRC can demonstrate that resources are being used to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes;
- the Chief Executive and the Executive team are held to account for the performance and delivery against strategic and business plan priorities and objectives and budgets including follow-up actions on its decisions;
- They formulate a strategy for ensuring that the EHRC is open and transparent in all that it does, providing Parliament (including its Select Committees) and the public with as full information as may be requested concerning its policy decisions and actions, including full compliance with the Freedom of Information Act 2000 and its adopted complaints procedures;
- They promote and protect the EHRC's position, values, mission, vision, integrity, image and reputation;
- High standards of corporate governance that command the confidence of EHRC stakeholders are observed at all times;
- They make publicly available annual reports, and , where practical and appropriate, hold open meetings, release summary reports of meetings and invite evidence from members of the public on matters of public concern;
- They each understand and act in accordance with the Corporate Governance Code of Practice and Conduct;
- They each understand in particular the rules relating to the use of public funds and to conflicts of interest;
- They do not misuse information gained in the course of their service for personal gain or for political profit, nor seek to use their membership of the Board to promote their private interests or those of connected persons or organizations;
- They comply with the Board's rules on the acceptance of gifts and hospitality, and of business appointments; and
- They act in good faith and in the best interests of the EHRC.

2.5.4 The Commissioners are recruited by the GEO, taking account of:

- EHRC needs for an effective Board with business skills and equalities and human rights expertise; and
- Essential skills, abilities, knowledge and behaviours agreed by the Lord Privy Seal.

2.5.5 The Lord Privy Seal appoints the Commissioners. The appointments shall comply with the Code of Practice of the Commissioner on Public Appointments (www.ocpa.gov.uk).

2.5.6 The Chair of the EHRC is appointed by the Lord Privy Seal, and will work closely with Ministers and the GEO Director General. The Chair is responsible for ensuring that EHRC work takes account of Ministerial priorities and GEO's policies and is responsible for ensuring the EHRC conducts its affairs with probity. The Chair also has the following responsibilities:

- Ensuring that the Board establishes a strategy for delivering the EHRC's aim and objectives;
- Presiding over the meetings of the Board;
- Ensuring that the Board, in reaching decisions, take account of the Government's view of priorities in the equalities area issued by the Director General;
- Promotes the efficient, economic and effective use of staff and other resources;
- Delivers high standards of regularity and probity; and
- Represents the views of the Board to the general public.

2.5.7 The Chair shall ensure that:

- The CEO is effectively managed and supported
- The work and processes of the Board and its members are reviewed and adapted as necessary to ensure efficient and effective working;
- The Board has the skills appropriate to directing the EHRC's business, as set out in the Government Code of Good Practice on Corporate Governance;
- Board members are fully briefed on the terms of their appointment and their duties, rights and responsibilities under the Equality Act 2006, this document and the terms of appointment;
- He or she and the Board members receive appropriate training in financial management and reporting requirements;
- The Lord Privy Seal and the Director General are notified when vacancies arise on the Board;
- The performance of individual Board members is assessed and that the Chair is involved in their recruitment;

- There is a Code of Practice for Board members and that this is understood by individuals and adhered to.

2.6 The EHRC Chief Executive as Accounting Officer

2.6.1 The appointment of the Chief Executive of the EHRC is subject to the consent of the Lord Privy Seal under paragraph 7(2) of Schedule 1 to the Equality Act 2006.

2.6.2 The Chief Executive is accountable to the Chair and Board of the EHRC for the operation of the EHRC's Senior Management Team, which has overall responsibility for delivering the EHRC's strategic objectives approved by the Board and for collective and corporate leadership for the efficient business planning and overall delivery and operation of the EHRC.

2.6.3 The Chief Executive is designated as Accounting Officer by the Director General of the GEO and is bound by the responsibilities set out in his/her appointment letter and in chapter 2 of *Managing Public Money*.

2.6.4 The Chief Executive as Accounting Officer is personally responsible for safeguarding the public funds for which he or she has charge; for ensuring propriety and regularity in the handling of those public funds; for ensuring that expenditure represents good value for money; and for the day-to-day operations of the EHRC. He or she must ensure that the EHRC as a whole is run on the basis of the standards, in terms of governance, decision making and financial management, that are set out in Box 3.1 to *Managing Public Money* and that he or she keeps the Board of the EHRC informed of actions and issues that he takes or addresses as Accounting Officer (Annex 1). This includes embedding a culture of value for money and propriety within the EHRC.

2.6.5 The Chief Executive must comply with the requirements of the Equality Act 2006 and this Framework Document governing the EHRC's operations and relationships with GEO. The Chief Executive shall exercise the following responsibilities in particular:

- Ensuring that the GEO, in the light of the Equality Act 2006, Ministers' priorities the GEO's vision and aims, the PSAs and funds likely to be available, is able to comment on proposals for the strategic plan at an early stage;
- Developing and agreeing business plans with the Board taking account of the Equality Act 2006, the Government's view of priorities in the equalities area, and the funds made available;
- Consult the GEO and Ministers on the Commission's business plan before it is finalized and published
- Reporting the progress of the EHRC against its strategic and business plans, and how it is contributing to broader Government objectives;
- Demonstrating how funds have been used in pursuit of the EHRC's

- aims;
- Ensuring that all grant-in-aid made available by the GEO is used for the purposes intended by Parliament;
- Ensuring that all grant-in-aid, assets, and staff are used economically, efficiently and effectively;
- Ensuring suitable internal management and financial controls are maintained including effective measures to secure that all grant-in-aid and assets (including information) are protected against fraud and theft;
- Ensuring that monthly, detailed forecasts of spend are given to GEO and that reports of outturn are sent monthly to the GEO, including detailed information about any significant under or overspends against the allocated budget;
- Implementing a suitable system of internal delegated authorities and regular reviews of that system;
- Notifying GEO of any significant operational, finance and personnel issues as soon as they become apparent and referring any potentially novel and contentious payments to GEO promptly;
- Ensuring that HM Treasury approval is sought, through the GEO, for matters outside EHRC's delegated authority;
- Implementing, monitoring and improving as necessary a system of risk management;
- Implementing monitoring and improving as necessary a Business Continuity Plan;
- Implementing monitoring and improving as necessary effective controls over programmes, projects and contracts;
- Implementing monitoring and improving as necessary effective personnel management policies and health and safety arrangements;
- Ensuring that the accounts of the EHRC are properly prepared (pursuant to section 6 of the Government Resources and Accounts Act 2000) and signed off by the Chief Executive;
- Signing a Statement of Internal Control for inclusion in the Annual Accounts;
- Ensuring that the EHRC has an effective complaints handling procedure; and
- Giving evidence to Parliamentary Select Committees as required.

2.6.6 The Chief Executive shall advise the Board on key issues, in particular:

- On the Board's discharge of its responsibilities as set out in the Equality Act 2006, schedule 1, Part 1;
- On the EHRC's performance compared with its aims and objectives;
- Ensuring that financial considerations are taken fully into account in reaching and executing decisions; and
- The propriety and regularity of courses of action being contemplated.

2.7 The EHRC Audit and Risk Committee

2.7.1 The Chair of the EHRC Audit and Risk Committee shall be a Commissioner other than the Chair, Vice-Chairs or Chief Executive of the EHRC.

2.7.2 The objects of the Committee are:

- To oversee and keep under review the establishment and maintenance of an effective system of governance, risk and financial and other control processes across the EHRC that supports the Commission's objectives;
- To provide independent advice and constructive challenge; and
- To ensure that a sound control environment is in place and that formal assurance statements are supported by underlying accurate evidence.

2.8 Responsibilities of the Board, Chief Executive, Audit and Risk Committee and senior managers of the EHRC to the GEO Sponsorship Team

2.8.1 The EHRC board, Chief Executive, Audit and Risk Committee, and senior managers shall ensure that the sponsorship team:

- Has opportunity to comment on draft versions of key EHRC operational documents such as strategic plans and annual business plans, including assuring the GEO Director-General that the activities of EHRC contribute and relate to priorities of Government;
- Has access to internal and external audit reports and observations about the EHRC;
- Has access to any Memorandums of Understanding, Service Level Agreements and contracts that the EHRC has with service providers and other suppliers;
- Can attend the Audit and Risk Committee as observers; and
- Has observer status at meetings of the Board;

3 Accountability to Parliament

3.1 Parliamentary Questions

3.1.1 GEO Ministers are responsible for answering Parliamentary Questions about the EHRC (although consideration is being given to EHRC answering questions on matters of EHRC administration and operation). In discharging this responsibility the GEO Sponsorship Team will notify the EHRC as soon as possible of the text of incoming questions and ask EHRC to provide accurate information within a reasonable deadline to enable GEO to draft the response for GEO Ministers. The EHRC will also draw attention to any inaccuracies which they later identify.

3.2 Ministerial Correspondence

3.2.1 When GEO Ministers receive correspondence on the role, operations and performance of the EHRC the GEO Sponsorship Team will ask EHRC to provide information for the response or may ask EHRC to respond direct, copying the reply to the Sponsorship Team. Where GEO ask EHRC for information EHRC will provide this in time to allow Ministers to reply to Correspondence within 20 working days of its receipt.

Parliamentary Select Committees

3.3.1 Where a Select Committee decides to take evidence on the work of the EHRC it is entirely at the discretion of the Committee to decide who to call as witnesses. The Chief Executive as Accounting Officer may be required to give evidence to the Public Accounts Committee on the stewardship and use of public funds by the EHRC, normally alongside the GEO Accounting Officer.

3.3.2 The EHRC is subject (by paragraph 43 of Schedule 1) to the jurisdiction of the Parliamentary Commissioner for Administration.

4 External Accountability

4.1 The Annual Report and Accounts

4.1.1 Under Schedule 1, the EHRC is required to keep proper accounting records and prepare a statement of accounts in respect of each financial year.

4.1.2 The report and accounts shall comply with the Treasury's Financial Reporting Manual and be prepared pursuant to the Government Resources and Accounts Act 2000, c.20, s.6.

4.1.3 The draft report and accounts will be considered by the EHRC Audit and Risk Committee.

4.1.4 The report and accounts, subject to the requirements of FreM, shall outline the EHRC's main activities and performance during the previous financial year, including performance against the Strategic Plan and Business Plan aims and targets, and set out forward plans in summary form.

4.1.5 A draft of the accounts and report shall be submitted to the GEO at least three weeks before it is sent to the CAG and a draft of the statement with the CAG's certificate and report shall be sent to the GEO at least three weeks before it is to be laid before Parliament

4.1.6 The report and accounts shall be laid before Parliament by the GEO and made available on the EHRC website.

4.2 External Audit

4.2.1 The Comptroller and Auditor General (C&AG) audits the EHRC accounts and has statutory rights of access to relevant documents as provided for in the Government Resource and Accounts Act 2000. The C&AG may carry out examinations into the economy, efficiency and effectiveness with which EHRC has used its resources. The C&AG have statutory access to EHRC documents for such purposes, as provided for under Section 8 of the National Audit Act 1983. The EHRC shall provide, in conditions to grants and contracts, for the C&AG to exercise such access to documents held by grant recipients and contractors and sub-contractors.

4.2.2 The EHRC shall inform GEO immediately of any material issues raised by the C&AG in his audits and examinations and shall copy to GEO draft reports by the C&AG.

5 Financial and management responsibilities

5.1 *Managing Public Money* and other Government-wide corporate guidance and instructions

5.1.1 The EHRC shall follow the principles, rules, guidance and advice in *Managing Public Money*, referring any difficulties or potentially novel or contentious expenditure to the GEO Sponsorship Team in the first instance. A list of guidance and instructions with which the EHRC should comply is in Annex 4.

5.1.2 Once the EHRC and the GEO have determined the EHRC budget and subject to EHRC's powers and duties under the Equality Act 2006 and the requirements of this framework agreement, the EHRC shall have authority to incur expenditure without further reference to the GEO, on the following conditions:

- Compliance with HM Treasury's Consolidated Budgeting Guidance and the delegated authorities set out in Annex 2;
- Monthly requests for grant-in-aid are submitted to the GEO Sponsorship Team ;
- Compliance with *Managing Public Money* regarding novel, contentious or repercussive proposals and agreement in advance with the GEO sponsorship Team where any proposed expenditure is outside the delegated limits or is for new schemes not previously agreed; and
- The Sponsorship Team is provided with information about EHRC operations, programmes and projects and other expenditure as set out in section 5.8.

5.2 Risk management

5.2.1 The EHRC shall ensure that the risks it faces are identified, registered and mitigated where possible in accordance with best practice in corporate governance, as set out in the Treasury guidance *Management of Risk: Principles and Concepts*.

5.2.2 The EHRC shall implement policies and practices to safeguard itself against fraud and theft, in accordance with the Treasury guide "*Managing the Risk of Fraud*". In this context the EHRC shall take all reasonable steps to appraise the financial standing of any organization with which it intends to contract or to give grant.

5.3 Strategic plan

5.3.1 In accordance with sections 4 and 5 of the Equality Act 2006, the EHRC shall prepare a plan showing:

- Activities or classes of activity to be undertaken by the EHRC in pursuance of its functions under the Equality Act 2006, with an accompanying timetable; and
- Priorities for the work.

5.3.2 The plan shall also include:

- Aims and objectives and associated key performance targets for future years and the strategy for achieving those aims and objectives;
- Key non-financial performance targets; and
- Other matters as agreed between EHRC and the GEO.

5.3.3 The EHRC shall review the plan at least once during the three years after publication of the plan and at other times as deemed appropriate by EHRC, in consultation with GEO. The EHRC shall revise the plan as appropriate following such reviews. The plan and every revision of it shall be sent to the Lord Privy Seal who shall lay a copy before Parliament.

5.3.4 Before preparing the plan, the EHRC shall consult widely, in accordance with section 5 of the Equality Act 2006, and shall share with the GEO proposals for the issues, parameters and targets to be addressed in the plan. These should comply with the requirements of the Equality Act 2006 and take into account so far as possible the Government's view of priorities in the equalities area, the GEO's vision and aims and how the EHRC over the plan period will contribute to the achievement of the Government's PSA targets. The EHRC and the GEO shall so far as possible seek consensus on the issues, parameters and targets and how they meet Ministers' and GEO's policy and funding priorities.

5.4 Business Plan

5.4.1 The EHRC shall prepare an annual business plan. This is likely to be developed from the first year of the strategic plan. The business plan shall be updated to include the main deliverables, key targets and milestones for the year ahead and shall include budgeting information so that resources allocated to specific aims and activities can readily be identified.

5.4.2 The EHRC will discuss proposals for inclusion in the draft business plan with GEO before the plan is finalized. This consultation should take begin no later than December of the year preceding the financial year to which the business plan relates. The consultation should include the Commission's thinking on priorities for use of funds, alternative options, and measures of success and the GEO's view on Ministerial priorities and other Government Department initiatives in the equalities areas.

5.4.3 The EHRC's strategic and business plans shall be published on its website and separately made available to its staff.

5.5 Budgeting

5.5.1 At the time of consultation with the GEO, the GEO will, if possible, give an indication of the annual budgetary provision. , in March, to co-incide with the finalisation of the EHRC's strategic and business plans, the GEO will send to EHRC:

- A formal statement of the annual budgetary provision allocated to EHRC by the GEO; and
- A statement of any planned change in Government policies affecting the EHRC.

5.5.2 The approved annual business plan will take account both of approved funding provision and any forecast receipts, and will include a budget of estimated payments and receipts together with a profile of expected expenditure and of draw-down of the grant-in-aid available to EHRC.

5.6 Grant-in-aid procedures

5.6.1 Any grant-in-aid provided by the GEO to EHRC for the year in question will be voted in the GEO's Supply Estimate and be subject to Parliamentary control.

5.6.2 The grant-in-aid will normally be paid in monthly instalments on the basis of written applications showing evidence of need and detailing the uses to which the grant-in-aid will be applied in the near future. The EHRC will comply with the general principle that there is no payment in advance of need and that expenditure should be evenly spread throughout the year wherever possible. Any departures from these principles should be explained in advance to the GEO and approval for peaks in expenditure sought. Cash balances accumulated during the course of the year from grant-in-aid shall be kept to a minimum level.

5.6.3 Grant-in-aid not drawn down by the end of the financial year shall lapse. However, the EHRC may apply through GEO to the Treasury for year-end flexibility, under resource accounting.

5.6.4 In the particular case of EHRC's grants programme GEO will issue grant-in-aid as and when the EHRC needs it on the basis of a written request and the EHRC shall provide evidence that the grant was used for the purposes authorised by the department. The EHRC shall not have uncommitted grant funds in hand, nor carry grant funds over to another financial year.

5.7 Delegated authorities

5.7.1 The EHRC's delegated authorities are set out in Annex 2. **The EHRC shall obtain the GEO Sponsorship Team's prior written approval before:**

- Entering into any undertaking to incur any expenditure that falls outside the delegations or which is not provided for in the EHRC's annual budget as approved by the GEO;
- Incurring expenditure for any purpose that is or might be considered novel or contentious, or which has or could have significant future cost implications;
- Making any significant change in the scale of operation or funding of any initiative or particular scheme previously approved by the GEO;
- Making any change of policy or practice which has wider financial implications that might prove repercussive or which might significantly affect the future level of resources required; or
- Carrying out policies that go against the principles, rules, guidance and advice in *Managing Public Money*.

5.7.2 Proposals to let single tender or restricted contracts (that is, contracts where only those parties who meet certain minimum requirements are invited to tender, in contrast to the open procedure whereby all interested parties can tender for a contract) shall be subject to approval by the Chief Executive.

5.7.3 The EHRC shall send to GEO within 3 months after the end of each financial year a report for that year explaining any contracts above £20k in which competitive quotes or competitive tendering was not employed.

5.7.4 For the purposes of Annex 2, a single tender will be justifiable in accordance with this clause if EHRC can demonstrate to the satisfaction of GEO that exceptional circumstances exist, including that:-

If the proposed service provider is a bona-fide, unique expert or genuinely controls a monopoly in some other form, then to advertise for expressions of interest would be wasteful of Public Funds

5.8 Reporting performance to the GEO

5.8.1 The EHRC shall operate management, information and accounting systems that enable it to review in a timely and effective manner its financial and non-financial performance against the budgets, aims and targets set out in the strategic and business plans. The EHRC shall inform the GEO's Sponsorship Team of any changes that make achievement of aims and targets more or less difficult. It shall report financial and non-financial performance, including performance in helping to deliver the EHRC's role

under the Equality Act 2006, Ministers' priorities, the GEO's vision and aims, and the Governments PSA targets.

5.8.2 The EHRC's performance shall be formally reviewed twice a year by the Lord Privy Seal and the EHRC Chair, An agreed note of this meeting shall be produced. The GEO Sponsorship Team will review EHRC performance every four months.

5.8.3 The GEO Minister of State, EHRC Chair, EHRC Chief Executive and GEO Director General shall meet every 6 weeks; The EHRC Chief Executive and the GEO Director General will review performance at monthly accountability meetings. Formal meetings shall take place as shown in Annex 3.

5.8.4 As a minimum, the EHRC shall provide the GEO with information monthly that will enable it satisfactorily to monitor:

- EHRC's cash management;
- Its draw-down of grant-in-aid;
- Expenditure broken down by programme, administration and capital, including near and non-cash;
- Risks to finances and performance;
- Forecast outturn by specific headings to be agreed between EHRC and the GEO;
- Other data required for the Combined On-Line Information System (COINS);
- Pay against agreed pay remits;
- Staffing profile (for full-time equivalents and headcount) and broken down by location;
- Legal or policy developments that relate to the Commission's administration, resources or staffing All internal personnel cases, and incidents (whether involving staff or third parties) where litigation is possible and underway, which may lead to employment tribunal or Court proceedings, or special payments needing Treasury authorisation; and
- Any other cases that might require GEO and Treasury approval to make a special payment.

5.8.5 The GEO Sponsorship Team will liaise regularly with the EHRC to review EHRC's financial performance and operational delivery against aims, targets, key performance indicators and plans and the EHRC's expenditure against its budget allocations. The Team will also take the opportunity to explain wider policy developments that might have an impact on the NDPB.

5.9 Internal Audit

5.9.1 The EHRC shall establish and maintain arrangements for internal audit in accordance with the Treasury's Government Internal Audit Standards (GIAS). In particular the EHRC shall:

- Ensure the sponsor department is satisfied with the competence and qualifications of the Internal Audit suppliers and the requirements for approving appointments in accordance with GIAS 5.2;
- Ensure that the Audit and Risk Committee of its board is established and operated in accordance with the Cabinet Office's Guidance on Code of Practice for Public Bodies and the Audit Committee Handbook;
- Forward the audit strategy, periodic audit plans and annual audit report, including the EHRC's Internal Audit opinion on risk management, control and governance as soon as possible to the GEO Sponsorship Team;
- Keep records of, and prepare and forward to the GEO an annual report on fraud and theft suffered by the EHRC; and
- Notify the GEO Sponsorship Team of any unusual or major incidents as soon as possible.

5.9.2 The GEO's Internal Auditors have a right of access to all documents prepared by the EHRC's internal auditor, including where the service is contracted out.

6 EHRC Staff

6.1.1 Within the arrangements approved by the Lord Privy Seal under paragraph 7 of the Schedule the EHRC will have responsibility for the recruitment, retention and motivation of its staff.

6.1.2 The broad responsibilities toward its staff are to ensure that:

- The level and structure of its staffing, including grading and staff numbers, are appropriate to its functions and the requirements of economy, efficiency and effectiveness;
- The rules for recruitment and management of staff create an inclusive culture in which diversity is fully valued and appointment and advancement is based on merit;
- There is no discrimination on grounds of gender, gender identity, marital or civil partnership status, sexual orientation, race, colour, ethnic or national origin, religion or belief, disability, age or for any other personal characteristic protected under the equality enactments (as defined in the Equality Act 2006);
- The performance of its staff at all levels is satisfactorily appraised and the EHRC's performance measurement systems are reviewed from time to time;
- Its staff are encouraged to acquire the appropriate professional,

- Proper consultation with staff takes place on key issues affecting them;
- Adequate grievance and disciplinary procedures are in place;
- Whistle-blowing procedures consistent with the Public Interest Disclosure Act are in place; and
- A code of conduct for staff is in place based on the Cabinet Office's Model Code for Staff of Executive Non-departmental Public Bodies: <http://www.civilservice.gov.uk/modelcode>.

6.1.3 Subject to its delegated authorities, the EHRC shall ensure that the creation of any additional posts does not incur forward commitments that will exceed the numbers approved by the Lord Privy Seal or its ability to pay for them.

6.1.4 The GEO and the EHRC shall have regard to chapter 5 of the Cabinet Office Guide to Public Bodies that provides guidance on staff issues in public bodies: www.civilservice.gov.uk/other/agencies/guidance_for_departments/pb_guidance/index.asp).

6.1.5 The EHRC's staff are subject to levels of remuneration and terms and conditions of service (including pensions) within the general pay structure approved by the GEO and within the pay remit guidance set by the Treasury. The EHRC has no delegated power to amend these terms and conditions.

6.1.6 Staff terms and conditions should be set out in an Employee Handbook, which should be provided to the GEO together with subsequent amendments.

6.1.7 The EHRC shall operate a performance-related pay scheme that shall form part of the annual aggregate pay budget and pay remit approved by the GEO and the Treasury.

6.1.8 The travel expenses of board members shall be tied to the rates allowed to senior staff of the EHRC. Members are expected only to seek reimbursement of reasonable expenses incurred in exercise of their duties, in accordance with the EHRC Board's Corporate Governance Code of Practice and Conduct.

6.1.9 EHRC staff shall normally be eligible for a pension provided through the Civil Service pension arrangements. Staff may opt out of the occupational pension scheme provided by the EHRC, but EHRC's contribution to any personal pension arrangement, including stakeholder pension shall normally be limited to the national insurance rebate level.

6.1.10 Any proposal by EHRC to move from the existing pension

arrangements, or to pay any redundancy or compensation for loss of office, requires the prior approval of the GEO. Proposals on severance must comply with the rules in chapter 4 of *Managing Public Money*.

7 Open Government

7.1 The EHRC shall prepare issue and keep under review a Publication Scheme as required under the Freedom of Information Act 2000. The EHRC shall comply with all aspects of that Act and the Data Protection Act 1998 and the Information Commissioner shall review the EHRC's policies.

8 Reviewing the EHRC's role

8.1 Review at five years

8.1.1 The GEO shall review the EHRC at least every five years, in accordance with central Government guidance and in consultation with key stakeholders. The date of the next review will be October 2012.

8.2 Arrangements in the event that the EHRC is wound up

8.2.1 GEO will put in place arrangements to ensure the orderly winding up of the EHRC. In particular the GEO shall ensure that the assets and liabilities of the EHRC are passed to any successor organisation and accounted for properly. (In the event there is no successor organisation the assets and liabilities shall revert to the GEO). To this end the GEO shall:

- Ensure that procedures are in place in the EHRC to gain independent assurance on key transactions, financial commitments, cash flows, and other information needed to handle the wind-up effectively and to maintain the momentum of work inherited by any residuary body;
- Specify the basis for the valuation and accounting treatment of the EHRC's assets and liabilities;
- Ensure that arrangements are in place to prepare closing accounts and pass to the CAG for external audit, and that funds are in place to pay for such audits. It shall be for the CAG to lay the final accounts in Parliament, together with his report on the accounts; and
- Arrange for the most appropriate person to sign the closing accounts. In the event that another NDPB takes on the role, responsibilities, assets and liabilities, the succeeding NDPB Accounting Office should sign the accounts. In the event that the GEO inherits the role, responsibilities, assets and liabilities, the GEO's Director General shall sign.

8.2.2 The EHRC shall provide the GEO with full details of all agreements where the EHRC or its successors have a right to share in the financial gains of developers. It should also pass to the GEO details of any other forms of claw-back due to the EHRC.

Annex 1

Accounting Officer Responsibilities

Managing Public Money

Box 3.1: standards expected of the Accounting Officer's organisation

Acting within the authority of the minister(s) to whom he or she is responsible, the Accounting Officer should ensure that the organisation, and any subsidiary to it or organisation sponsored by it, operates effectively and to a high standard of probity. The organisation should:

governance

- have a governance structure which transmits, delegates, implements and enforces decisions
- have trustworthy internal controls to safeguard, channel and record resources as intended
- operate with propriety and regularity in all its transactions
- treat its customers and business counterparties fairly and honestly
- offer redress for failure to meet agreed customer standards where appropriate
- give timely, transparent and realistic accounts of its business, underpinning public confidence;

decision-making

- support its ministers with clear, well reasoned, timely and impartial advice
- make all its decisions in line with the strategy, aims and objectives of the organisation set by ministers and/or in legislation
- meet the Treasury's requirements about limits on use of public resources
- manage its staff fairly, with inclusive policies designed to promote and integrate diversity
- communicate its decisions openly and transparently;

financial management

- use its resources efficiently, economically and effectively, avoiding waste and extravagance
- carry out procurement and project appraisal objectively and fairly, seeking good value for the public sector as a whole
- use management information systems to secure assurance about value for money and the quality of delivery and so make timely adjustments
- avoid over-defining detail and imposing undue compliance costs, either on its own staff or on its customers and stakeholders
- have practical documented arrangements for working in partnership with other organisations
- use internal and external audit to improve its internal controls and performance.

Annex 2

Delegated authorities

Subject	Level of delegation
Awarding contracts (by competition unless a single tender is justifiable in accordance with paragraph 5.7.2)	The EHRC must seek 3 tenders for a procurement valued £15k to £75k and <ul style="list-style-type: none"> • 5 tenders for procurement valued £75k to the EU Procurement Thresholds
Awarding contracts for equality and human rights expertise	The EHRC must seek <ul style="list-style-type: none"> • 3 tenders for a procurement valued £20k to £75k and • 5 tenders for procurement valued £75k to the EU Procurement Thresholds
Delegated limit to let single tender or restricted contracts (as defined in paragraph 5.7.2)	<ul style="list-style-type: none"> • All single tenders over £50,000 need the approval of GEO and the Treasury • All single tenders over £20,000 to be approved by the Chief Executive • Single tenders below £20, 000 to be approved by Group Director Corporate Management
Novel, contentious or repercussive proposals	Require prior consideration by GEO and HM Treasury approval
Borrowing and lending	Requires prior GEO approval
Delegated limit on capital projects	£0.25 million
Consultancy Contracts	all non-competitive procurements of any external professional service with a likely value in excess of £50k; and all competitive procurements of any external professional service with a likely value in excess of £250k require GEO approval
Delegated limit on any individual IT project	£250,000
Guarantees, indemnities, contingent liabilities, letters of comfort	Require prior GEO and HMT approval where they are unlimited, outside the ordinary course of EHRC's business or above the limits

	set out in this Annex
Grants or loans	Require prior GEO approval, except where made pursuant to Section 17
Write offs, losses and other special payments	The Chief Executive has the personal authority to write off unrecoverable debts, overpayments and losses (except where such a write-off would raise any of the issues in paragraph 4.10.3 of Annex 4.10 of Managing Public Money), up to a limit of £25,000 for an individual claim, within a total ceiling for write-offs in any one financial year of £100,000
Leasing: property and finance leases	Require prior GEO approval
Subsidiary companies and joint ventures	Require prior GEO approval
Financial investments	Require prior GEO approval
Unconventional financing	Requires prior GEO approval
Commercial insurance other than 3 rd party insurance required by the Road Traffic Acts and any other insurance which is a statutory obligation or which is permitted in <i>Managing Public Money</i>	Requires prior GEO approval
Receipts derived from sale of fixed assets	Not to exceed 3% of grant in aid
Recovery of grant financed assets	£10, 000

Annex 3

Summary of reporting requirements and meetings framework

Reporting

Month	Requirement
February	(Every three years) Draft Strategic Plan to GEO
February	Draft annual business plan to GEO
March	(Every three years) Completion of Strategic Plan
March	Completion of annual business plan
March	GEO notify EHRC of their budget allocation following completion of the EHRC business (strategic) plan
May	GEO four-monthly review of EHRC performance concluded
May	EHRC submits annual report and accounts to GEO for review
May	NAO audit EHRC annual report and accounts
Before summer recess	GEO lay EHRC annual report and accounts
September	GEO four-monthly review of EHRC performance concluded
January	Consultation on business planning
January	GEO four-monthly review of EHRC performance concluded
Each month	EHRC bids to GEO for grant-in-aid
Each month	EHRC reports to GEO on budget, programme and capital spend, staff in post, risks

Meetings

Government meeting: Lord Privy Seal, EHRC Chair	Every 4 months
Ministerial meeting: Minister for State, EHRC Chair, EHRC Chief Executive, GEO Director General	Every 6 weeks
Accountability meeting: EHRC Chief Executive, GEO Director General	Monthly
Sponsorship and Delivery meeting: EHRC Group Director Corporate Management, GEO Sponsorship Team and GEO Policy Director as required	Monthly
Work programme, communications and legal meeting: EHRC Policy Directors, GEO Policy Director	Monthly

Annex 4

Compliance with Government-wide corporate guidance and instructions

The NDPB shall comply with the following general guidance documents and instructions:

- This document;
- Appropriate adaptations of sections of Corporate Governance in Central Government Departments: Code of Good Practice http://www.hm-treasury.gov.uk/.../governance_risk/psr_governance_corporate.cfm;
- Managing Public Money (MPM);
- Government Internal Audit Standards, http://www.hm-treasury.gov.uk/...gia_guidance.cfm;
- Management of Risk: Principles and Concepts: (www.hm-treasury.gov.uk/media/3/5/FE66035B-BCDC-D4B3-11057A7707D2521F.pdf);
- Managing the Risk of Fraud, (www.hm-treasury.gov.uk/media/C/3/managing_the_risk_fraud_guide_for_managers.pdf);
- Government Financial Reporting Manual (FReM), www.financial-reporting.gov.uk/;
- Fees and Charges Guide, Chapter 6 of MPM;
- Departmental Banking: A Manual for Government Departments, annex 5.7 of MPM;
- Relevant Dear Accounting Officer letters;
- Regularity, Propriety and Value for Money, www.hm-treasury.gov.uk/media/A/2/Reg_Prop_and_VfM-November04.pdf;
- The Parliamentary Ombudsman's Principles of Good Administration www.ombudsman.org.uk/improving_services/good_administration/index.html;
- Consolidation Officer Memorandum, and relevant DCO letters;
- Relevant Freedom of Information Act guidance and instructions (Ministry of Justice);
- Model Code for Staff of Executive Non-departmental Public Bodies (Cabinet Office);
- Other relevant guidance and instructions issued by the Treasury in respect of Whole of Government Accounts;
- Other relevant instructions and guidance issued by the central Departments;
- Specific instructions and guidance issued by the sponsor Department;
- Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and relevant to the NDPB

Consolidated budgeting guidance http://www.hm-treasury.gov.uk/d/consolidatedbudgeting_guidance200910.pdf

EHRC Scheme of Delegations [under revision to follow]

Levels of Delegated Authority

1.0. Rationale

Appendix 10

Board and the Executive Team Relations

1. The **Board and the Executive Team** should work together in a way that:
 - Demonstrates mutual respect;
 - Draws on their respective skills, knowledge and perspectives;
 - Ensures sharing of information about the Commission and the context in which it operates;
 - Recognises the clear separation between governance and management roles and responsibilities;
 - Enables an active and ongoing dialogue about the Commission's current performance and future direction; and
 - Identifies opportunities and risks, maximises performance and enables learning and development.

2. **Members of the Commission should:**
 - Approve, monitor and review levels of delegated authority;
 - On the advice of the Audit and Risk Committee approve a risk management strategy that ensures high risk and or high impact issues are identified and escalated to the Board;
 - Support and empower the Executive Team to manage the Commission within these delegated levels of authority and in accordance with the agreed risk management strategy;
 - Establish systems for monitoring performance and holding the Executive to account;
 - Use their specialist skills, knowledge and experience to:
 - proactively raise issues/themes for consideration by the Executive Team;
 - act as a sounding board or sponsor for projects;
 - offer constructive challenges and support;
 - hold the Executive Team to account; and
 - inform collective decision making;

- Establish formal and informal mechanisms to enable Members of the Commission to contribute their specialist skills, knowledge and expertise and provide support to the Executive Team;
- Establish systems for reviewing and developing the effectiveness of the Board and Members of the Commission; and
- Make collective decisions and stand by them.

3. **The Executive Team should:**

- Ensure that they possess or have access to all the skills and knowledge required to fulfil the Commission's regulatory role, exercise its legal powers and ensure delivery against agreed plans;
- Manage the Commission within the agreed levels of delegated authority;
- Ensure Members of the Commission are provided with accurate and timely information to enable them to fulfil their governance responsibilities effectively;
- Present an analysis of key risks and management strategy on a regular basis for Board approval;
- In addition SMT will escalate high risk or high impact issues as set out in **Appendix 9 paragraph 2** above to the Board;
- Proactively raise issues/themes that may need to be debated/considered for incorporation into future plans;
- Utilise formal and informal mechanisms to enable Members of the Commission to contribute their specialist skills, knowledge and expertise and provide support;
- Lead on developing plans, programmes and policies for Board approval;
- Seeking the input of Members of the Commission as appropriate at an early stage in order to identify issues that will need to be addressed in gaining Board approval;
- Seeking a dialogue, as appropriate, to understand Members of the Commission's concerns/perspectives;
- Taking responsibility for making clear proposals/ recommendations; and
- Provide appropriate support to enable the activities of the Board and individual Members of the Commission to run smoothly.

4. **The Chair should:**

- Lead in ensuring that Members of the Commission comply with the Code of Conduct and the principles on the relationship between the Board and the Executive Team;
- Represent the collective view and decisions of the Board and act as a conduit between Members of the Commission and the Executive Team. The Chair will have the latitude to interpret and apply this in the course of carrying out this role;

- Work in partnership with the Chief Executive in leading the organisation's relationships and communication with key stakeholders; and
- Exercise Chair's action in taking urgent decisions, in consultation with the Deputy Chair and Chief Executive, where it is not practical to consult with Members, subject to keeping them informed.

5. The Chief Executive should:

- Lead in ensuring the Executive Team comply with the principles on the Relationship between the Board and the Executive Team set out above;
- Act as a conduit between the Executive Team and the Board, primarily through the Chair; and
- Work in partnership with the Chair in leading the organisation's relationships and communication with key stakeholders.

6. Both chair and CEO should:

- Actively seek to develop a relationship based on mutual respect and trust by meeting and communicating on a regular basis;
- Develop an understanding of each other's personality, motivation, and communication preferences;
- Pay attention to each other's induction and development, recognising the importance of effective leadership from both people;
- Seek to maintain a solid and united front on issues of fundamental importance and urgency;
- Address disagreements early in a constructive manner, focusing on how best to achieve the organisation's mission;
- Work to establish a strong relationship between board members and executive staff;
- Aim to optimise the relationship's positive impact on the organisation;
- Agree on a process for disseminating and discussion urgent information; and
- Learn from the resolution of any disputes or conflicts.

EQUALITY & HUMAN RIGHTS COMMISSION COMMISSIONER* FEES AND EXPENSES AND RECEIPT OF HOSPITALITY

This section sets out the background to the fees payable to Commissioners/statutory committee members and the expenses that can be claimed by them, together with arrangements for receipt of hospitality. The procedures are set out below, and Annex A of this section sets out the current rates as set by our sponsor department and the Treasury. These will be updated from time to time.

When travelling on Commission business Commissioners are requested to ensure that they use the most efficient and economic means of travel at all times, taking into account personal and other circumstances and the organisational benefits. Meetings and travel should be planned carefully to ensure costs are kept to the minimum necessary to achieve the objectives.

* All references to Commissioners also refer to statutory committee members and co-opted members on the Audit and Risk Committee

1. Fees and Travel Expenses

The following fees are payable to Commissioners, statutory committee members and the co-opted members on the Audit and Risk Committee:

Commissioners	-	£400 per day
Statutory Committee members	-	£250 per day
Co-opted members on Audit and Risk Committee	-	£300 per day

Fees will be paid monthly, on the basis of the daily fee payable and pro rata to the number of 'working' days allocated during the whole year. There is no need to submit fees' claims.

Allocated Days

Commissioners should not work beyond (and will not be paid beyond) their allocated days without prior discussion and approval from the Chair and in the case of the Chair, approval from the Secretary of State:

- Chair: 3.5 days per week

- Deputy Chair: 2.0 days per week
- Scotland/ Wales/Disability Cmmrs: 30 days per year
- Other Commissioners: 20 days per year
- Chairs of Committees: 26 days per year*
- Wales/Scotland Cttee members (other than Chairs): 12 days per year
- Disability Cttee members (other than Chair): 15 days per year
- Co-opted members on Audit Cttee: 8 days per year

*This relates to Chairing the Resources Regulatory, Audit and Risk Committees. The Resources Committee is currently chaired by the Deputy Chair of the Commission, and is therefore contained within her basic allocation of days.

Commissioners may claim reimbursement of reasonable travelling and subsistence expenses, as well as childcare expenses, incurred in connection with EHRC business. This includes the cost of attending meetings.

Specific arrangements will be entered into with regard to Commissioners who are appointed to lead Inquiries or Investigations. These might well impose significant time commitments that would push the Commissioner well beyond the 20 days allocated to them. In such cases, the Director of the Commissioners' Office, in consultation with the Lead Officer on the Inquiry or Investigation and Chair of the Commission will determine, as closely as possible from the outset, how many days are likely to be required and what the likely end date will be. The Commissioner concerned will then receive payment for these days in addition to their 20 day allocation.

Paid Attendance

The following list indicates those activities appropriate to be undertaken by Commissioners:

- EHRC Board Meetings and Informals
- Statutory Committee meetings
- Meetings of all other committees or working groups established by the Board
- Meetings convened by the Chair of the Commission or Chairs of Committees relating to the work of the committee(s) concerned*

- Meetings attended at the invitation of the Chief Executive, Senior Management Team members or Directors of the Commission.
- External events (to attend or speak) that have been authorised via the approval process previously agreed by the Board.
- Attendance at training courses arranged or authorised by the Commission.

* These might include, for example, joint chairs meetings, ad hoc meetings with other Commissioners, stakeholders, external agencies or individuals or visits to the Commission to meet with officers. The basic principle is that fees are payable and expenses claimable for attendance at any approved event in the capacity of an EHRC Commissioner. All claims for expenses for such meetings should adhere to the provisions outlined within these Guidelines.

2. Travel by Car

If you wish to use your own car then you must ensure that the vehicle is insured for use by you on EHRC business. For journeys under 120 miles in any day, the standard mileage rate may be claimed providing that the vehicle is insured under a fully comprehensive policy. In the case of longer journeys in any one day or if you do not have a fully comprehensive insurance policy, the public mileage rate will be paid. Car parking fees will be reimbursed provided receipts are produced.

Commissioners are advised to keep a record of the number of miles travelled for each journey (both directions). All motor vehicle travel should be undertaken by the most economical route.

In recognition of the requirement of the Chair of the Commission to travel frequently in relation to Commission business, a car and driver was made available for his/her use. This is in accordance with the provisions of the Government Car and Dispatch Agency and has been approved by the Permanent Secretary at the Department of Communities and Local Government. The vehicle is also available to the Deputy Chair of the Commission when deputising for the Chair and to senior members of staff when engaged on Commission business. In accordance with the Commission's desire to develop an environmental strategy, the car is a hybrid, environmentally friendly vehicle. However in 2010 the Chair relinquished the use of this facility as part of efficiency savings.

3. Congestion charge, parking, garaging and tolls

You are entitled to be reimbursed the costs of any congestion charges unavoidably incurred whilst on official business. You are personally liable for any expenses incurred through congestion as a result of using your private vehicle for home to office travel. You are entitled to be reimbursed the costs of unavoidable expenses on parking, garaging and tolls (including road and river ferries) on production of a receipt. However you are personally liable for any fines for motoring offences, parking fines and Central London congestion charge penalties you incur.

4. Public Transport

When travelling by public transport, standard or first class rail and sea travel will be reimbursed and receipts/tickets must be submitted with claims. Air travel may be used where there is a cost advantage as against the travel and subsistence costs that might be involved in travelling by rail, or if the urgency of a journey justifies the extra cost. Commissioners are asked to use the most economical fare appropriate in the circumstances. In most cases, first class rail travel will only be approved if booked a minimum of three weeks in advance, to secure the most economical fare. It is recognised that this will not always be possible, for example if meetings are convened at very short notice.

Personal assistants or support workers to Commissioners who are disabled may travel with them and their travel costs will be reimbursed by the Commission.

5. Taxis

Taxis may be used for journeys where there is no suitable alternative transport - for example, where heavy luggage has to be carried between railway stations, when travelling late at night and where saving time is important. Receipts must be submitted with claims.

6. Subsistence and Hotel Allowances

The appropriate day and overnight subsistence allowances may be claimed as set out in Annex A. As an alternative the EHRC will reimburse the actual cost of an appropriate meal on a train (including up to 10% service charge) or the cost of an overnight stay in a hotel, excluding alcoholic drinks and personal expenses. Hotel costs should not exceed the overnight rates set out at Annex A. Receipts must be produced.

Personal assistants or support workers to Commissioners who are disabled may stay in the hotel with them and their costs will be reimbursed by the Commission in accordance with the rates set out at Annex A.

As a general rule, Commissioners are encouraged to contact the Commissioners' Office, which is often able to obtain preferential rates by booking via Expotel.

Please note that where the Commission holds Board meetings or Informals in hotels, requiring overnight accommodation and meals, this will be arranged and paid for on a block booking basis by the Commissioners' Office. Commissioners will nevertheless be required to pay for incidental expenses incurred, such as newspapers or drinks purchased from a mini-bar.

7. Travel Arrangements

Commissioners may make their own arrangements and claim re-imbusement within the relevant allowances. Alternatively, the EHRC has a travel booking service that is available to Commissioners by contacting the Commissioners' Office at the London office. Please note that by booking via the Commissioners' Office it is often possible to obtain tickets which are low in cost but which still provide some flexibility of travel. Early booking attracts preferential rates and is more cost effective.

8. Childcare

Commissioners may claim reasonable childcare costs when engaged on Commission business.

9. Support Workers

Disabled Commissioners may claim reasonable costs for support workers when engaged on Commission business.

10. Income Tax and National Insurance

Income tax is deducted from your attendance fees in accordance with Inland Revenue regulations. Tax will be deducted from fees at the basic rate. If you do not have any other employment or are not in receipt of taxable benefits please contact the Finance Office.

Travel and subsistence expenses may be liable for income tax. However, the Treasury have authorised an arrangement with the Inland Revenue whereby we pay travelling and subsistence expenses at the normal rates and separately account to the Inland Revenue for any tax due on a composite basis. This means that the expenses are then not to be taken into account as part of your income for tax purposes and should not be included on tax returns. In other words you have no further tax liability to meet out of your own pocket. You will be asked to sign an Inland Revenue declaration that you agree to this arrangement.

Further details are in Annex B and *if you wish to participate in the scheme, complete the form at Annex C and send it to our Finance Unit.*

Fees and any expenses are liable for National Insurance deductions at the Class 1 rate. Some people, e.g. those over State Pension age or people with more than one employment and some married women, may be exempt from making contributions on the normal basis. Commissioners who are self-employed can ask to defer their Class 4 and Class 2 contributions until the effect of any Class 1 contribution is assessed.

Our Finance Unit will be happy to discuss individual details with you and the Benefits Agency should be able to provide further advice. Commissioners who receive any state benefits are advised to contact the Benefits Agency in case their entitlement is affected by receiving fees and expenses from the Commission. The EHRC cannot accept liability for the loss of any state benefits and will assume that Commissioners make any necessary declarations to the authorities. Fees and expenses are paid without the addition of VAT.

Commissioner appointments, with the exception of the Chair, are not pensionable.

11. **Making a Claim**

To claim expenses, the attached form must be used. Entries should be made for all items and the times of leaving and returning home must be included where you are claiming subsistence allowance. National Insurance is deductible on Gross fees and tax on expenses for travel.

Claims received by the last day of the month will be paid on the 28th of the next month or the last working day prior to this if it falls on a weekend or bank holiday. Payments will be made direct to Commissioners' bank accounts via **BACS**. *Bank account details should be provided on the attached form (Annex*

*D) and sent to Finance Unit with your first claim. Please notify any changes in bank details promptly.**

** Please ignore if you have already done this*

A remittance advice form has been drawn up by the Finance Department showing details of National Insurance, tax paid and the date the payment will reach your bank account and this will be sent to you directly for each claim.

For Commissioners and Disability Committee members, the completed form with receipts etc attached should then be sent for processing directly to:

The Commissioners' Office
Equality and Human Rights Commission
3 More London
Riverside
Tooley St
London SE1 2RG

For Scotland Committee members, the completed form should be sent to:

The Optima Building
58 Robertson St
Glasgow
G2 8OU

For Wales Committee members, the completed forms should be sent to:

3rd Floor
3 Callaghan Square
Cardiff
CF10 5BT

Commissioners are asked to submit expense claims within two months of the expenditure being incurred. At the end of the financial year all claims up to 31 March must be received by 30 April. Prompt submission of expense claims greatly helps budget monitoring and the efficient use of resources.

12. Receipt of Hospitality, Gifts, etc

The Code of Practice for the Chair, Board members and statutory committee members states as follows:

23. Board Members must notify the Chief Executive immediately of any gifts, hospitality or favour they are *offered* that may be related to their membership of the Board.*
24. The notification should include details of the person(s) or organisation(s) offering the gift, hospitality or favour, the purpose or

object of the offer and the reasons why the gift, favour or hospitality was *or was not* accepted.

25. Any such notification received from any Board Member shall be included in the Register of Member's Interests.

* Commissioners should also notify similar details of hospitality or gifts that they might themselves offer in their capacity of membership of the Board.

13. Provision of Light Refreshments/Alcohol by Chair and Deputy Chair of Commission and by statutory committee chairs

It is recognised that from time to time the Chair and Deputy Chair of the Commission and statutory committee chairs shall provide light refreshments and limited alcoholic beverage, when holding meetings or similar gatherings on Commission premises or elsewhere in advance of Commission business. There shall be an allocated budget for this purpose and proper accounts kept of all such provision.

ANNEX A

COMMISSIONERS' FEES AND ALLOWANCES

DAILY ATTENDANCE FEES (payable in accordance with paragraph 1 above)

Commissioners	£400 per day	
Statutory Committee members	£250 per day	
Co-opted members on Audit and Risk Committee		£300 per day

MILEAGE ALLOWANCES

Standard mileage

First 10,000 miles	40p
Over 10,000 miles	25p

Passenger Supplement

1. First passenger = 5p per mile
2. Second and subsequent passengers = 5p per mile

Equipment Supplement

The equipment supplement is 2p per mile.

Motor cycles and motor cycle combinations

1. Motor cycles and motor cycle combinations = 24p per mile.

Pedal cycle allowance

The pedal cycle allowance is 20p per mile.

SUBSISTENCE ALLOWANCES

Day Rates

Up to 4 hours absence	£4.50
4 to 10 hours absence	£9.50
Over 10 hours absence	£14.00

e.g.

- (i) A Commissioner leaving home at 08.00 hours and returning at 18.30 hours having been provided with lunch may claim £4.50 as subsistence allowance or one train meal.
- (ii) A Commissioner leaving home at 07.00 hours and returning at 19.30 hours having been provided with lunch may claim £9.50 as subsistence allowance or one train meal and £4.25 or two train meals.

Overnight Rates (Accommodation)*

London	£120^ (inc. vat)
Elsewhere	£75 (inc. vat)
Staying with friends or relatives (all areas)	£25
Personal Expense Allowance	£5

* Where hotels charge separately for breakfast, an additional allowance of up to £15 may be claimed. If paid for separately, a receipt must be provided.

^ This is an indicative ceiling. The Commissioners' Office will book hotels using Expotel, which often provides preferential rates.

**PAYMENTS OF TRAVELLING & SUBSISTENCE EXPENSES
INCOME TAX CHARGED UNDER SCHEDULE E**

Payments we make to you for travelling to and from the place where you normally carry out the duties of your office and for staying there are taxable under Schedule E.

Our intention is that the amount you receive for travelling, subsistence etc. in these circumstances should be equivalent to the amount you actually spend. So we have entered into special arrangements with the Inland Revenue that means we can effectively pay the tax on your behalf. We do this by paying tax to the Revenue at a special rate.

If you wish to participate in these arrangements you will need to sign an agreement with the Inland Revenue. The agreement would be that the travelling, subsistence and other expenses paid to you which come within its scope would not form part of your income for tax purposes. This would mean that:

- you would have no tax to pay on these expenses;
- you would not be able to reclaim the tax we have paid on your behalf.

The terms of this agreement are set out in the attached letter.

If you decide to adopt the agreement please complete the letter at Annex C and return it to our Finance Unit. We will then send it to the Inland Revenue on your behalf.

If you do not wish to enter into this agreement with the Inland Revenue, we shall operate PAYE on these expenses in the same way as we shall operate PAYE on the fees paid to you.

In this case will you please let us have details of your national insurance number.

**HM INSPECTOR OF TAXES
PUBLIC DEPARTMENTS 2, MU4
END OF YEAR SECTION (6 WEST)
TY-GLAS
LLANISHEN
CARDIFF
CF4 5YA**

I am writing to let you know that:

- (a) I wish to have the tax due on travelling and subsistence expenses I receive together with any further liability arising as a consequence of entering into this agreement paid by the Equality and Human Rights Commission
- (b) I understand that I will not be entitled to receive repayment of the tax paid on my behalf in any circumstances;
- (c) I will write to let you know if I wish to withdraw from this agreement. I understand that in those circumstances the agreement will cease from 6 April following your letter to me confirming your agreement to my withdrawal.

Signed _____ Date _____

Name (in block capitals) _____

National Insurance No. _____

Address _____

Post Code _____

BACS BANK DETAIL REQUEST FORM

Please complete all the details and return to **Secretariat Team at 3 More London**

NAME	
HOME ADDRESS	
DEPARTMENT	
BANK NAME & ADDRESS	
BANK ACCOUNT NO.	
SORT CODE	
ROLL NO. (If Applicable)	
NAME/S OF ACCOUNT (If different from above)	
YOUR NATIONAL INSURANCE NO.	
SIGNATURE	
DATE	

The information supplied on this form will also be held electronically within the Finance Department. Our procedures conform to the Data Protection Act and the information will only be used for the necessary processing of BACS payments and retained for audit purposes.

TERMS OF REFERENCE OF EHRC COMMITTEES

Annex 1: Disability Committee

Annex 2: Scotland Committee

Annex 3: Wales Committee

Annex 4: Audit and Risk Committee

Annex 5: Resources Committee

Annex 6: Regulatory Committee

Annex 7: Remuneration Committee

Annex 1: Terms of Reference of the Disability Committee

TERMS OF REFERENCE OF DISABILITY COMMITTEE

1. Statutory Basis

In accordance with the provisions of Paragraph 49 of Schedule 1 to the Equality Act 2006 ('the Act'), the Equality and Human Rights Commission ('the Commission') has established the Disability Committee ('the Committee') as a decision-making committee.

2. Functions

2.1 Paragraph 52 sets out the functions of the Commission which are delegated to the Disability Committee by operation of the Act in so far as they relate to "disability matters". Such delegation does not prevent the Commission from exercising a power, or fulfilling a duty, by taking action which relates partly to disability matters and partly to other matters. (Paragraph 52(2))

These functions are the duties under section 8 (equality and diversity) and duties under Section 10 of the Act (groups):

- i. To promote understanding of, and encourage good practice in relation to equality and diversity, to promote equality of opportunity, awareness and understanding of rights under the equality enactments and to work towards the elimination of unlawful discrimination and harassment (Section 8 equality and diversity);
- ii. To promote good relations between members of different groups, within different groups, and between members of different groups and wider society. To work towards eliminating prejudice against members of groups and enabling members of groups to participate in society, for example enabling disabled people to become involved in civic activities. (Section 10 groups)

2.2 In carrying out the duties of the Commission under sections 8 and 10, so far as they relate to disability, or in relation to disability matters generally (as defined in Paragraph 52(3)), the Disability Committee may exercise any of the powers listed in Paragraph 52(1)(a) (i) to (viii) of the Act.

- iii. To provide response to consultation by the Commission in relation to actions to be taken by the Commission, which affects disabled people (including, in particular where such action affects Part 2 of the Disability Discrimination Act 1995 (employment field)); (Paragraph 53)
- iv. To advise the Commission on the exercise of any of the Commission's functions in so far as they affect disabled persons (including, in particular, in so far as they relate to any matter provided for in Part 2 of the Disability Discrimination Act 1995);(Paragraph 54)
- v. To consult the Scotland Committee and the Wales Committee before exercising powers under Section 11 (2) (c) and (d) of the Act. These relate to the provision of advice to central government or the devolved administration in Scotland and Wales about the effect of legislation, or the likely effect of any proposed changes to the law (22(3)), and undertaking any activities using Section 13 general powers. These activities are publishing or disseminating ideas and information, giving advice and guidance, undertaking research and providing education or training (Paragraph 21 (2)) of the Act).

3. Delegation

- 3.1** The Committee may delegate the discharge of specific functions to the Chief Executive or any other Group Director of the Commission. Such delegation may be permanent or temporary and may be revoked upon giving reasonable notice.
- 3.1.1** Upon such delegation, the Chief Executive and the Group Director may, if deemed appropriate, make arrangements for the carrying out of any such delegation.

Specific Delegations

- 3.2** The Committee delegate's authority to the Chief Executive to receive and respond to consultation from the Commission referred to in Paragraph 2.2. (iii) above (Schedule 1 Part 5 Paragraph 53) subject to reserving to itself responses relating to the following:
 - i. issues of strategic importance;
 - ii. other matters that the Committee specifically requests to be referred to it.
- 3.3** The Committee at its meeting on the 16 January 2008 made the following delegationⁱⁱ to the Group Director Legal:

3.3.1 Decisions on Section 28 applications by individuals for legal assistance (Paragraph 52(1) (a) (vii), subject to reserving to itself decisions on applications which:

- a) Do not fall within the Legal Strategy; or
- b) Attract significant media interest; or
- c) Involve highly contentious, or political issues; or
- d) May incur significant financial expenditure (the combined estimated costs of the applicant and the estimated possible costs of the other side where the total is likely to exceed £50,000); or
- e) Raise issues of a conflict between any of the equality enactments and issues relating to human rights.

3.3.2 The Committee delegates to the Group Director, Legal decisions on the exercise of Section 30 powers to institute or intervene in legal proceedings on matters relevant to any of the Commission's functions, in so far as they relate to disability matters. (Paragraph 52(1) (a) (viii)), subject to reserving to itself decisions on applications which:

- a) Do not fall within the Legal Strategy; or
- b) Attracts significant media interest; or
- c) Involves highly contentious, or political issues, or
- d) May incur significant financial expenditure (the combined estimated costs of the applicant and the estimated possible costs of the other side where the total is likely to exceed £50,000); or
- e) Raises issues of conflict between any of the equality enactments and issues relating to human rights.

3.3.3 The Group Director Legal will report to each Disability Committee all decisions and actions taken under delegated authority since the last meeting of the Disability Committee.

3.3.4 The Group Director Legal will provide the Disability Committee with regular statistical data and equality and human rights monitoring reports of applications for assistance, legal proceedings, decisions taken and outcomes of cases.

4. Delegation to Chair of the Committee

4.1 Chair's Action

- 4.1.1** Without prejudice to Paragraphs 2 and 3 above, the committee delegates authority to the Chair to take urgent action on any matter which falls within the remit of the Committee, in consultation with the Chief Executive. The Chief Executive will bring the matter to the attention of the Chair of the Committee where she deems it appropriate.
- 4.1.2** Any Chairs' action reports should set out the reasons for the urgency.
- 4.1.3** Where the chair is of the view that an urgent matter should nevertheless be decided on by the Committee a report shall be circulated to all members of the Committee for their consideration and decision by electronic form.
- 4.1.4** Any delegation granted by the Committee may be withdrawn at any time temporarily or permanently upon giving reasonable notice.

5. Membership

5.1 Chair of the Commission

- 5.1.1** The Chair of the Commission shall be a member of the Disability Committee *ex officio*.

5.2 Chair

- 5.2.1** A Commissioner who is or has been disabled and is appointed under Paragraph 3(a) of Schedule 1 to the Act will act as Chair.
- 5.2.2** The Commission may appoint a Commissioner as a member of the Disability Committee *ex officio* for a period to be determined by the Commission.
- 5.2.3** The Committee may appoint a deputy Chair amongst its membership to act in the absence of the Chair.

5.3 Members

- 5.3.1** Subject to paragraph 34 of Schedule 1 to the Act, the Committee shall be made up of between seven and nine members. At least half of the members will be or will have been disabled persons.

5.4 Quorum

5.4.1 To be quorate, at least three members of the Disability Committee must be present at meetings. In the event that there is no quorum after 15 minutes of the schedule start time, the meeting shall be adjourned and any remaining business postponed to the next ordinary meeting of the Committee unless an extra ordinary meeting is called in the intervening period.

6. Attendance at meetings

6.1 The Director for Disability shall attend the meetings of the Committee as Lead officer. The Chief Executive and Group Director, Strategy, are given a standing invitation to attend the meetings of the Committee. Other Group Directors may attend at the invitation of the Committee.

6.2 The Director of Corporate Law and Governance or his/her deputy shall attend the Committee meetings to provide legal advice and support relating to governance and statutory powers and remit of the committee.

7. Tenure

7.1 Members should serve for a period of between two and five years, renewable once for a further two years and subject to dismissal in accordance with the terms of appointment or the lapsing of the appointment, should the Committee be dissolved in accordance with Paragraphs 57 to 64 of Schedule 1 to the Act.

8. Frequency of meetings

8.1 The Committee will meet at least six times a year.

9. Reporting procedures

9.1 Minutes

The minutes of the Committee shall be submitted to the Commission.

9.2 Annual Report

The Committee will prepare a report on its activities for each financial year, which will be submitted to the Commission for incorporation into the relevant annual report.

10. Conduct

10.1 Members of the Committee must abide by the Interim Code of Practice for the chair and Board members of the Commission approved by Department of Communities and Local Government in February 2007 and any future Code.

10.2 All members of the Committee will be given be a copy of the Code and any amended/replacement Code.

End

Annex 2: Terms of Reference of Scotland Committee

1. Statutory Basis

- 1.1 In accordance with the provisions of Schedule 1 Part 2 Paragraph 16 of the Equality Act 2006 ('the Act'), the Equality and Human Rights Commission ('the Commission') has established the Scotland Committee ('the Committee') as a decision-making committee.

2. Functions

- 2.1 The Committee has the following delegated decision –making powers by virtue of the Act. (See Schedule 1 part 2 par 16-23 Extract from the Act attached as annex1)

2.1.2 Statutory Functions

- 2.1.2.1 To exercise the Commission's general powers in respect of activities listed in Section 13, in so far as in the opinion of the Commission it affects Scotland. This is subject to the exclusions set out in the Act relating to disability matters delegated to the Disability Committee and the provision of advice or guidance on a Great Britain wide basis by the Commission.

- 2.1.2.2 To exercise the Commission's power in Section 11(2) (c) and (d), (i.e. monitoring the law) to give advice to the Scottish Parliament in respect of laws, including the likely effect of proposed changes to laws, which in the opinion of the Commission, affects only Scotland. This is subject to the exclusions set out in the Act relating to disability matters delegated to the Disability Committee.

2.1.3 Advisory

- 2.1.3.1 To advise the Commission about the exercise of its functions in so far as they affect Scotland.

2.1.4 Responding to Consultation.

- 2.1.4.1 Where the Committee deems appropriate, to respond to consultation by the Commission carried out in accordance with paragraph 20 Schedule 1 of the Act.
- 2.1.4.2 Where the Committee deems appropriate, to respond to consultation by the Disability Committee carried out in accordance with paragraph 52(4) of schedule 1, before exercising a power in relation to paragraph 2.1.2.1 and 2.1.2.2

3. Delegation

- 3.1.1** The Committee may delegate the discharge of specific functions to the Chief Executive or in consultation with the Chief Executive, any other Group Director or the National Director for Scotland.
- 3.1.2** Upon such delegation, the Chief Executive, Group Director and the National Director may if they deem it appropriate make arrangements for the carrying out of any such delegation.
- 3.2** Any delegation granted may be withdrawn at anytime whether temporarily or permanently by the Committee upon giving reasonable notice.

3.2 Specific Delegations

- 3.2.1** The Committee delegates' authority to the Chief Executive to receive and respond to consultation from the Commission referred to in Paragraph 2.1.4. above, subject to reserving to itself responses relating to the following
- i. Issues of strategic importance as identified in criteria set down from time to time by the Scotland committee, and
 - ii. Any other matters that the Committee specifically requests to be referred to it.

4. Delegation to Chair of the Committee

4.1 Chair's Action.

- 4.2** Without prejudice to paragraph 3 above, the Committee delegates authority to the Chair to take urgent action on any matter, which falls within the remit of the Committee, in consultation with the Chief Executive. The Chief Executive will bring the matter to the attention of the Chair of the Commission where she deems it appropriate.
- 4.3** Any Chair's action report shall set out the reasons for the urgency.
- 4.4** Where the Chair is of the view that an urgent matter should nevertheless be decided on by the Committee, a report shall be circulated to all members of the Committee, for their consideration and decision by electronic form.

5. Membership

5.1 Chair of the Commission

- 5.1.1** The Chair of the Commission shall be a member of the Scotland Committee ex officio.

5.2 Chair

5.2.1 The Commissioner for Scotland shall chair the Scotland Committee.

5.2.2 The Committee may appoint a deputy chair amongst its membership to act in the absence of the chair.

5.3 Members

5.3.1 Subject to paragraph 34 of Schedule 1 to the Act, the Committee shall be made up of between seven and nine members.

5.4 Quorum

5.4.1 To be quorate, at least three members of the Committee must be present at meetings.

5.4.2 In the event that there is no quorum after 15 minutes of the schedule start time, the meeting shall be adjourned and any remaining business postponed to the next ordinary meeting of the committee, unless an extra ordinary meeting is called in the intervening period.

6. Attendance at meetings

6.1 The National Director for Scotland shall attend the meetings of the Committee as Lead officer. The Chief Executive, who may send a representative when deemed necessary by him/her, has a standing invitation to attend the meetings of the Committee. Group Directors may attend at the invitation of the Committee.

6.2 The Director of Corporate Law and Governance or his/her deputy shall attend the Committee meetings from time to time to provide legal advice and support relating to governance and statutory powers and remit of the committee.

7. Tenure

7.1 Members should serve for a period of between two and five years renewable once for a further two years, and subject to dismissal in accordance with the terms of appointment, or the lapsing of the appointment.

8. Frequency of meetings

8.1 The Committee will meet at least [] times a year.

9. Reporting procedures

9.1 Minutes

9.1.1 The minutes of the Committee shall be submitted to the Commission.

9.2 Annual Report

9.2.1 The Committee shall prepare a report on its activities for each financial year, which will be submitted to the Commission for incorporation into the relevant annual report.

10. Conduct

10.1. Members of the Committee must abide by the Interim Code of Practice for the chair and Board members of the Commission approved by Department of Communities and Local Government in February 2007 and any future Code

10.2 All members of the Committee will be given be a copy of the Code and any amended/replacement Code.

End

Annex 3: Terms of Reference of Wales Committee

1. Statutory Basis

- 1.1 In accordance with the provisions of Schedule 1 Part 2 Paragraph 24 of the Equality Act 2006 ('the Act'), the Equality and Human Rights Commission ('the Commission') has established the Wales Committee ('the Committee') as a decision-making committee.

2. Functions

- 2.1 The Committee has the following delegated decision –making powers by virtue of the Act. (See Schedule 1 Par 24-30 Extract from the Act attached as appendix1)

2.1.2 Statutory Functions

- 2.1.2.1 To exercise the Commission's general powers in respect of activities listed in Section 13, (information and advice) i.e. undertake activities such as publishing, disseminating ideas, information, giving advice and guidance, undertaking research and providing education or training) (Paragraph 29(1)), in so far as in the opinion of the Commission it affects Wales. This is subject to the exclusions set out in the Act relating to disability matters delegated to the Disability Committee and the provision of advice or guidance on a Great Britain wide basis by the Commission.

- 2.1.2.2 To exercise the Commission's power in Section 11(2)(c) and (d),(i.e. monitoring the law) to the give advice to the Welsh Assembly Government and National Assembly for Wales in respect of law, including the likely effect of proposed changes to laws, which in the opinion of the Commission, affects Wales.(Paragraph 30(1)& (2)). This is subject to the exclusions set out in the Act relating to disability matters delegated to the Disability Committee.

- 2.1.2.3 These delegations exclude matters relating to disability which have been delegated to the Disability Committee under Paragraph 52 Part 5 of Schedule 1(Paragraph 29(1)) and Paragraph 52 Part 5 of Schedule 1 (Paragraph 30(3)).

- 2.1.2.4 Notwithstanding the delegation of Section 13, (contained in Paragraph 29(1)) the Commission may make arrangements under

Section 13(1) (d) or (3) to provide advice or guidance on a Great Britain wide basis. (Paragraph 29(3))

2.1.3 **Advisory**

2.1.3.1 To advise the Commission about the exercise of its functions in so far as they affect Wales. (Par 27)

2.1.4 **Responding to Consultation.**

2.1.4.1 Where the Committee deems appropriate, to respond to consultation by the Commission carried out in accordance with paragraph 28 Schedule 1 of the Act.

2.1.4.2 Where the Committee deems appropriate, to respond to consultation by the Disability Committee carried out in accordance with paragraph 52(5) of schedule 1, before exercising a power in relation to matters in paragraph 2.1.2.1 and 2.1.2.2, that has been delegated to the Disability Committee, in so far as they affect Wales

3.1 **Delegation**

3.1.1 The Committee may delegate the discharge of specific functions to the Chief Executive or in consultation with the Chief Executive, any other Group Director or the National Director for Wales.

3.1.2 Upon such delegation, the Chief Executive, Group Director or the National Director may if they deem it appropriate make arrangements for the carrying out of any such delegation.

3.2 **Specific Delegations**

3.2.1 The Committee delegate's authority to the Chief Executive to receive and respond to consultation from the Commission referred to in Paragraph 2.1.4. above, subject to reserving to itself responses relating to the following

- iii. issues of strategic importance as identified in the Wales Business Plan from time to time including any amendments to it,
- iv. Other matters that the Committee specifically requests to be referred to it.

4. **Delegation to Chair of the Committee**

4.2 Chair's Action.

4.3 Without prejudice to paragraph 3 above, the Committee delegates authority to the Chair to take urgent action on any matter, which falls within the remit of the Committee, in consultation with the Chief Executive. The Chief Executive will bring the matter to the attention of the Chair of the Commission where she deems it appropriate.

4.3 Any Chair's action report shall set out the reasons for the urgency.

4.4.1 Where the chair is of the view that an urgent matter should nevertheless be decided on by the Committee, a report shall be circulated to all members of the Committee, for their consideration and decision by electronic form.

4.5 Any delegation granted under paragraphs 3 and 4 may be withdrawn at anytime whether temporarily or permanently by the Committee upon giving reasonable notice.

5. Membership

5.1 Chair of the Commission

5.1.1 The Chair of the Commission shall be a member of the Wales Committee ex officio.

5.2 Chair

5.2.1 The Commissioner for Wales shall chair the Wales Committee.

5.2.2 The Committee may appoint a deputy chair amongst its membership to act in the absence of the chair.

5.2 Members

5.2.3.1 Subject to paragraph 34 of Schedule 1 to the Act, the Committee shall be made up of between seven and nine members.

5.3 Quorum

5.4.1 To be quorate, at least three members of the Committee must be present at meetings.

5.4.2 In the event that there is no quorum after 15 minutes of the schedule start time, the meeting shall be adjourned and any remaining business

postponed to the next ordinary meeting of the committee, unless an extra ordinary meeting is called in the intervening period.

6. Attendance at meetings

6.1 The National Director for Wales shall attend the meetings of the Committee as Lead officer. The Chief Executive, who may send a representative when deemed necessary by him/her, has a standing invitation to attend the meetings of the Committee. Group Directors and other Commission staff may attend at the invitation of the Committee.

6.3 The Director of Corporate Law and Governance or his/her deputy shall attend the Committee meetings from time to time to provide legal advice and support relating to governance and statutory powers and remit of the committee.

7. Tenure

7.1 Members should serve for a period of between two and five years renewable once for a further two years, and subject to dismissal in accordance with the terms of appointment, or the lapsing of the appointment.

8. Frequency of meetings

8.1 The Committee will meet at least 6 times a year.

9. Reporting procedures

9.1 Minutes

The minutes of the Committee shall be submitted to the Commission

9.2 Annual Report

The Committee shall prepare a report on its activities for each financial year, which will be submitted to the Commission for incorporation into the relevant annual report.

10. Conduct

10.1. Members of the Committee must abide by the Interim Code of Practice for the chair and Board members of the Commission approved by

Department of Communities and Local Government in February 2007 and any future Code

10.2 All members of the Committee will be given be a copy of the Code and any amended/replacement Code.

END

Annex 4: Terms of Reference of Audit and Risk Committee

1. Introduction

1.1 In accordance with the provisions of paragraph 11(1) of Schedule 1 to the Equality Act 2006 (the “Act”), the Board of the Commission has established the Audit and Risk Committee as an advisory Committee.

1.2 The terms of reference of the Committee has been prepared in line with the guidance and the good practice principles covering role membership, independence, objectively and understanding, skills, scope of work and communication set out in “HMT Audit Committee Handbook 2007” and Cabinet Office’s Guidance on Code of Practice for Public Bodies.

2. Role

2.1. As a Committee of the Board of the Commission, the Audit and Risk Committee (“the Committee”) will:

- a) Oversee and keep under review the establishment and maintenance of an effective system of governance, risk and financial and other control processes across the Commission, that supports the Commission’s objectives;
- b) Provide independent advice and constructive challenge; and
- c) Ensure that a sound control environment is in place and that formal assurance statements are supported by underlying accurate evidence.

3. Remit

3.1. The overall objectives of the Committee are to support the Board and Chief Executive Officer (CEO) as Accounting Officer (AO), by providing appropriate independent advice and constructive challenge to give assurance to the Board and the Accounting Officer that:

- a) Overall governance arrangements are in place and are appropriate and operating effectively;
- b) The management and financial control framework is effective and supported by an appropriate compliance culture;
- c) Robust and effective high quality risk assessment and mitigation is embedded and operating effectively into financial and non-financial management processes in line with best practice;
- d) External financial reporting is prudent, accurate, appropriate and consistent with Financial Reporting Manual (FRoM) accounting policies;

- e) Internal financial and performance reporting is timely, prudent, appropriate and consistent with external financial reports;
- f) Internal Audit assurance provides an appropriate level of comfort to the Accounting Officer; and
- g) Relationships with the National Audit Office are effective

3.2 The scope of these objectives covers all Commission's activities.

4. SPECIFIC RESPONSIBILITIES

4.1. High Quality Risk Assessment and Mitigation

3.1. To independently monitor and assess the effectiveness of systems and strategy in place to identify, assess, manage, and embed risk into the work of the Commission.

Particular focus is given to assessing:

- a) The risk management strategy adopted for the management of the Commission's key risks and processes and the extent to which it supports the Commission's agreed risk appetite and embedding of effective risk mitigation. This should encompass all kinds of risks (e.g. strategic, operational, financial, reputational, and compliance-related).
- b) Management's ownership and accountability in relation to these risks;
- c) The level of assurance provided relating to the management of the key risks including those identified in the business plan and corporate risk register;
- d) The scope and effectiveness of systems established by management to identify, assess, manage and monitor financial and non-financial risks;
- e) The annual and medium term work plans of Internal Audit, ensuring that these address the key risks and link appropriately; and
- f) The Commission's activities to improve the effectiveness of the way key risks are managed.

4.2 The Committee requires the Senior Responsible officers (SRO's) to regularly present to it risk registers for each of the strategic programmes they are responsible for.

4.3. Overall Governance Arrangements are Appropriate and Operating Effectively

4.3.1. To review and advice on the adequacy of the:

- a) Commission's anti-fraud policies and whistle-blowing processes, and ensuring that adequate arrangements are in place for

proportionate and independent investigation of such matters and for appropriate follow-up action.

- b) Framework document between the Commission and Government Equality Office (GEO), Commission's Governance Code of Practice, Financial Standing Instructions
- c) Overall governance of the Commission – its Committees and core policies are fit for purpose and meet the requirements of the various Codes of Governance, Regulatory Requirements and the GEO Framework both in their establishment and subsequent operation.
- d) Whether Board Committees have appropriate processes in place to ensure that risks within the remit of those committees are managed effectively and compliance with wider good governance;

4.3.2 To review compliance with regulatory requirements, including:

- i. Data Protection Act;
- ii. Freedom of Information Act;
- iii. Health and safety and others as appropriate

4.4. The Management and Financial Control Framework and Compliance Culture

4.4.1. To advise the Accounting Officer annually, on the adequacy of supporting evidence relating to the signing the draft Statement on Internal Control to be published within the Commission's Annual Report and Accounts.

4.4.2 To consider:

- a) The robustness of the Commission's management and financial control framework, including financial authorities, management accountabilities and the main financial controls relating to the key financial and operational processes within the Commission.
- b) In the absence of officers where necessary, sensitive audit findings, and any matters which the internal and external auditors may wish to raise, any other matters of major importance, and to report if appropriate to the Accounting Officer and Board on them, together with any recommendations for improvements.
- c) The adequacy of management responses to any major internal audit or external audit recommendations and monitor implementation progress.

4.5. External Financial Reporting and Performance

4.5.1. To review, challenging where necessary, the actions and judgements of management relating to the annual financial statements, before recommending to the Accounting Officer and the Board, ensuring that they are prudent, accurate, appropriate, are supported by underlying accurate evidence and consistent with Government Accounting policies.

4.5.2. In doing this the Committee will pay particular attention to:

- a) Compliance with critical accounting policies and practices, including any proposed changes to these or any deviations from the Financial Reporting Manual (FReM);
- b) Approving written representations explaining any reasons for any non compliance with FReM or for not adjusting misstatements to the accounts brought to their attention by the National Audit office (NAO).
- c) Decisions involving a major element of judgement;
- d) Accounting treatment and disclosure of any unusual transactions in the year;
- e) The clarity of disclosures in the accounts;
- f) Assurances about the financial systems which provide the figures for the accounts
- g) Significant adjustments resulting from the NAO audit;
- h) Write-offs approved by the CEO and notified to the GEO
- i) Certificate of assurance on pension provider APAC provisions, to the provider.

4.5.3 The Committee will provide the Accounting Officer with an independent assessment of the integrity of the financial statements, any reports and associated matters relating to the Commission's financial accounts.

4.6 **Internal Financial and Performance Reporting**

4.6.1. To consider and provide assurance to the Board on the robustness and compliance with good governance and reporting principles, of the Commission's internal financial and Performance reporting, providing constructive challenge as appropriate, and assess the extent to which it is:-

- a) Timely, prudent, appropriate and consistent with external financial reports.
- b) Conveys performance delivery against the business plan highlighting any risks
- c) Supports decision making of the Board, identifying clearly any reputational resources, legal, political and statutory question implications.

4.7. **Internal and External Audit Assurance Provides Appropriate Comfort**

4.7.1. To consider and advise the Board and Accounting Officer annually, on the:-

- a. Adequacy of the annual and medium term work plans of Internal Audit, and ensure it addresses the key risks and links appropriately to that of the NAO.
- b. Effectiveness of both internal and external audit;

- c. Independence and quality assurance processes of internal and external audit; and
- d. Any proposed restructuring of the Internal Audit service, including the purchase of audit services from external sources.

4.7.2 For each meeting the Committee will be provided with a report from Internal Audit noting:

- a. any significant changes (since the last meeting, or proposed) to the annual audit plan;
- b. progress made on delivery of the audit plan;
- c. key findings arising from Internal Audit and, where appropriate, compliance work;
- d. the timeliness and suitability of management responses to audit recommendations; progress made in implementing Internal Audit recommendations;
- e. recommendations arising from the risk management procedures; and
- f. Any significant issues affecting the delivery of Internal Audit objectives.

4.7.3. To discuss with the Internal Audit as appropriate any issue relating to his/her report, in the absence of management where necessary.

4.7.4. To ensure the Internal Audit function is adequately resourced experience, skills, independence and appropriate standing within the Commission. This should include the effectiveness of any external report

4.7.5 To assess the annual and medium term work plans of Internal Audit, ensuring that these address the key risks and link appropriately

4.7.6 The Committee will be consulted on the appointment or dismissal of the Internal Audit provider.

4.8. Relationships with the National Audit Office (NAO) are Effective

4.8.1. To consider annually the work plan of NAO and proposed fee

4.8.2 To review their annual report and associated management letter on findings, scrutinise management response, monitor progress of implementation of recommendations.

4.8.3 To review, scrutinise and advice the AO on the NAO annual letter of representation.

4.8.4 To review progress reports to be provided at each meeting from the External Audit representative, their work within the Commission, including both interim and annual accounts audits, value for money studies and other reviews.

4.8.5. To discuss with External Audit representatives as appropriate, any issue relating to their reports and seek to ensure that their relationship with Internal Audit is effective.

4.8.6. To seek to foster a strong relationship with the NAO that will result in clear understanding of financial reporting obligations, complementary internal/external audit work programmes and knowledge sharing where possible/appropriate.

5. AUTHORITY

5.1. The AO and Board authorise the Committee to investigate any activity within its Terms of Reference and to access any records, staff and physical properties, deemed necessary, to assist the Committee in meeting its objectives.

5.2 To obtain, in agreement with the Accounting Officer, ad-hoc external professional advice on any particular issue where necessary.

5.3 The Chair of the Committee will have free and confidential access to the Accounting Officer, Group Director Corporate Management, Finance Director, Internal Audit and to the National Audit Office, but will keep the Accounting Officer informed of his/her discussions as appropriate.

6. MEMBERSHIP, INDEPENDENCE, OBJECTIVITY AND UNDERSTANDING

6.1 Chair

6.1.1 The Commission shall appoint a Commissioner or an independent person to chair the Committee. If the Chair is not a Commissioner, he/she will be invited to attend Board meetings to present a report referred to in Paragraph 11 below and when matters within the remit of the Committee is being discussed.

6.1.2. The Committee shall have not less than 6 members (including up to two co-opted members appointed by the Committee, for up to two years, to provide specialist skills, knowledge and advice) appointed by the Commission from time to time.

6.1.3 In selecting Committee members, the Commission will take due account of the need to ensure that the Committee has the range of skills needed to carry out its function. At least three members of the committee shall have substantial, recent and relevant financial experience.

6.1.4 Members of the Committee will act with independence and objectivity in the conduct of their responsibilities. In addition, each member should have a sound understanding of the objectives and priorities of the Commission and of their role as a Committee member.

6.1.5 The Chair of the Commission and the CEO/AO will not be members of the Audit and Risk Committee.

6.2 Meetings

6.2.1. Meetings shall be held not less than 4 times a year and where possible should coincide with key dates in the Commission's financial reporting calendar.

6.2.3 The Chair of the Committee may convene additional meetings as deemed necessary.

6.2.4 The Board or Accounting Officer can request the Committee to convene further meetings, to discuss particular issues upon which they want the Committee's advice.

Quorum

6.2.5 To be quorate, at least 3 members of the Committee must be present at meetings. In the absence of the Chair the meeting may be chaired by another member.

In the absence of a quorum, the meeting will be adjourned unless an extraordinary meeting is called in the intervening period.

6.2.6 The Chair may ask any or all of those who normally attend, but who are not members of the Committee, to withdraw to facilitate open and frank discussions of particular matters should this be deemed appropriate.

Attendance at meetings

6.2.7 Only members of the Committee are entitled to attend Committee meetings. The Director of Finance and Group Director Corporate Management, or in their absence, their authorised representative shall attend meeting as lead the officers of the Committee.

5.2.8 The following are invited to attend each meeting by standing invitation:-

Internal

Chief Executive (as Accounting Officer)
Director of Corporate Law
Committee Secretariat
Group Directors

External

National Audit office
Internal Auditors
Sponsor Department

6.2.9 The Committee may request the attendance of other Commission officials as necessary to assist with its discussions on any particular matter.

6.3 CONFLICTS OF INTEREST

6.3.1 Any Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee, should give prior notification to the Chair. If this is not possible,

they should declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

7 ACCESS TO THE AUDIT COMMITTEE

7.1. Internal Audit and the representative of the National Audit Office shall have free and confidential access to the Chair of the Audit Committee.

7.2. At least once a year the Committee will meet the internal and external auditors without officers present.

8. INFORMATION REQUIREMENTS

8.1.1. At each meeting the Committee will be provided with the following:

- a) A report showing the Commission's key risks and any significant changes to the risk registers;
- b) A progress report from the Internal Audit summarising
 - i. work done compared with work planned
 - ii. Key issues emerging
 - iii. Management responses to recommendations
 - iv. Changes to periodic plan
 - v. Any resourcing issues affecting delivery of internal audit objectives.
- c) A progress report from the representative of the NAO summarising work done and emerging findings.

8.1.2. In addition to information cited elsewhere in these Terms of Reference, as and when appropriate the Committee will also be provided with reports under the heading "other" in annex A below.

9. REPORTING TO THE BOARD

9.1. To communicate its work to the Board effectively, a report will be prepared after each meeting and presented to the Board and Accounting Officer, summarising business taken, and offering the views and advice from the committee, on issues which they consider the Board or Accounting Officer should be taking action on.

9.2 The Audit Committee should also provide an Annual Report, timed to support the preparation of the Statement on Internal Control, summarising the Committee's work for the year past, and present its opinion about:

- i) the comprehensiveness of assurances in meeting the Board and Accounting Officer's needs;
- ii) the reliability and integrity of these assurances;

- iii) whether the assurance available is sufficient to support the Board and Accounting Officer in their decision taking and their accountability obligations;
 - iv) the implication of these assurances for the overall management of risk;
 - v) any issues the Audit Committee considers pertinent to the Statement on Internal Control and any long term issues the Committee thinks the Board and/or Accounting Officer should give attention to;
 - vi) financial reporting for the year;
 - vii) the quality of both Internal and External Audit and their approach to their responsibilities, and
- viii) the Audit Committee's view of its own effectiveness, including advice on ways in which it considers it needs to be strengthened or developed. In addition the minutes of each meeting shall be circulated to all members of the Board.

10. ANNUAL REVIEWS OF REMIT AND PERFORMANCE

10.1. The Committee will review its effectiveness including these terms of reference at least annually and submit recommendations for any proposed changes to the Board for approval.

11. Conduct

11.1. Members of the Committee must abide by the principles contained in the Treasury Audit Committee Handbook 2007 and Code of Conduct for Commissioners and any future amendments or revised code, a copy of which has been provided to each member.

AUDIT AND RISK ANNUAL COMMITTEE CYCLE OF AGENDA ITEMS

Minutes of previous meeting	February	April	June	September	October
Approval and matters arising					
High Quality Risk Assessment & Mitigation					
Update re: key risks					
Review risk management strategy and processes					
Overall Governance Arrangements					
Report on outcome of reviews of internal controls					
Review statement on internal controls					
Financial Control Framework					
External Financial Reporting					
Internal Financial and Performance Reporting					
Internal Audit Assurance Provides Appropriate Comfort					

Relationships with the National Audit Office are Effective					
proposals for any changes to the Terms of Reference of Internal Audit;					
Other					
a) proposals for any changes to the Terms of Reference of Internal Audit; b) the Internal Audit strategy and proposed annual programme of Internal Audit work; c) details of resourcing or other issues affecting the delivery of Internal Audit objectives d) the Annual Opinion and Report of the Head of Internal Audit; e) the draft Annual Report and Accounts f) the draft Statement on Internal Control; g) proposals for any changes to accounting policies h) external Audit management letters; i) a report on any proposals to tender for Internal audit function j) quality assurance report on internal audit function k) status reports for mission-critical projects; and compliance report on procurements over £50,000 and use of Single Tender Actions					

Annex 5: Terms of Reference of Resources Committee

1. Preamble

- 1.1 The Board has overall responsibility ensuring the Commission effectively discharges its statutory functions and duties set out in Equality Act 2006 ("The Act") including compliance with applicable legislation, regulations and guidance including the Framework Document.
- 1.2 The Board has set up a number of decision making committees (non statutory and with certain delegated responsibilities) in exercise of its powers set out in paragraph 12(1) of Schedule 1 to the Act.
- 1.3 The overall objective of the Committees is to assist the Board in discharging its responsibility to set and deliver the Commission's strategic priorities, by providing effective monitoring, robust scrutiny and constructive challenge, on matters within their remit. The Committees report regularly to the Board.

2. Terms of Reference of Resources Committee

In exercise of its powers under the Act, the Commission established a Resources Committee on 17 December 2009 as a decision-making committee.

3. Role

The primary role of the Resources Committee is to:

- 3.1 Oversee the effective use of the Commission's resources having regard to efficiency, effectiveness and economy and value for money (in line with the strategic direction of the Board)
- 3.2 In carrying out this role the Committee will provide assurance to the Board by reviewing, monitoring, constructive challenge and scrutiny to ensure effectiveness of delivery against performance targets and outcomes.
- 3.3 To refer any matters within its decision making responsibilities to the Board where it considers them to fall within the following categories:
 - i. Issues of strategic importance and or high reputational risk (on the basis of a risk assessment by Senior Management Team and review by Audit and Risk Committee)
 - ii. Other matters upon which the Committee takes a view should be referred to the Board.

4. Remit

In accordance with the Act, the Board delegates the following responsibilities to the Resources Committee:

- 4.1 To oversee and scrutinise the timely development or review of the Commission's strategic plan; annual business plan and budget; (setting out the deliverables targets and milestones the Commission intends to do in the year in question to implement its strategic plan priorities) in line with the timetable and overall strategic direction of the Board; (in consultation with other Committees, as appropriate) with recommendations to the Board for consideration and approval.
- 4.2 To monitor and scrutinise financial and non-financial performance against the business plan deliverables, targets, milestones and budgets, including risks of delay or non delivery, and report to the Board with appropriate recommendations for consideration and decision.
- 4.3 To consider, review and scrutinise information, relating to financial and non financial performance of programmes, within the strategic plan priorities, against the business plan deliverables, targets, milestones and budgets, including associated risks of delay or non delivery
- 4.4 To keep under review and scrutiny the Commission's estates strategy including any proposals to surrender an existing lease or take new lease of premises, making appropriate recommendations for approval by the Board;
- 4.5 Subject to a Board decision to run a grant funding programme, to oversee and scrutinise the timely development of a Commission grant funding programme(s) (Section 17 of the Act ("Grants") setting out clear deliverables and outcomes in line with strategic plan priorities for approval by the Board. To approve a robust monitoring and reviewing arrangements to ensure effective programme delivery against strategic and business plan priorities;
- 4.6 To consider, scrutinise and approve recommendations for "Grants" funding, ensuring the effective and efficient allocation of funding (having due regard to value for money) including the suspension, withdrawal or termination of awards.
- 4.7 To keep under review and scrutiny the effectiveness of the

- 4.8 To have an overview of the effectiveness of the Commission's, health and safety, employment policies, employee performance management framework and terms and conditions of employment (save for matters within the remit of the remuneration Committee), having regard to ensuring that equality and diversity is effectively put into practice.
- 4.9 To investigate any activity within its terms of reference, and to seek any information it requires from members of staff, who are required to co-operate with the Committee in the conduct of its enquiries.
- 4.10 In discharging its responsibilities, the Committee will have due regard to the statutory functions delegated to the Statutory Committees under the Act, and satisfy itself that the Commission's procedures for consulting the Statutory Committees, in accordance with the Act and other Committees (as appropriate) have been adhered to by officers.

5 Delegations

5.1 Chair's Action.

- 5.1.1 Without prejudice to paragraph 4 above, the Committee delegates authority to the Chair to take urgent action on any matter, which falls within the remit of the Committee, in consultation with the Group Director Corporate Management (GDCM). The GDCM will bring the matter to the attention of the Chief Executive and the Chair of the Commission as appropriate
- 5.1.2 Any Chair's action must be by a written report using the Commission's Committee template and shall set out the reasons for the urgency.
- 5.1.3 Where the Chair is of the view that an urgent matter should nevertheless be decided on by the Committee, the report shall be circulated to all members of the Committee, for their consideration and decision by electronic form. In the absence of a unanimous decision a majority decision will prevail
- 5.1.4 Any action taken under Chairs action shall be reported to the meeting of the next Committee by the Secretary to the Committee.

5.2 Delegation to Director General and Group Director Corporate Management

- 5.2.1 The Committee may delegate the discharge of specific functions including decisions to the Director General (DG)/Chief Executive or the Group Director Corporate Management (GDCM)
- 5.2.2 Upon such delegation, the DG or GDCM may, if they deem it necessary, make arrangements for the carrying out of any of the matters delegated to them, subject to the establishment of satisfactory clear and transparent governance processes and procedures as appropriate.

6 Membership

6.1 Chair of the Committee and Membership

- 6.1.1 The Board shall on the recommendation of the Chair appoint Commissioners as Chair and Deputy Chairs of the Committee.
- 6.1.2 The Committee shall be made up of up to 6 Commissioners appointed by the Board
- 6.1.3 The Chair of the Commission shall be a member of the Committee ex officio.

7. Quorum

- 7.1.1 To be quorate, at least 3 members of the Committee must be present at meetings.
- 7.1.2 In the event that there is no quorum after 15 minutes of the schedule start time, the meeting shall be adjourned and any remaining business postponed to the next ordinary meeting of the committee, unless an extra ordinary meeting is called in the intervening period.

8. Attendance at meetings

- 8.1.1. The Group Director Corporate Management shall attend meetings of the Committee as lead the officer or in her absence her authorised representative.
- 8.1.2.. The Director General (DG)/Chief Executive who may send a representative when deemed necessary by him/her, has a standing invitation to attend the meetings of the Committee. Group Directors/Directors may attend at the invitation of the Committee.
- 8.1.3. The Directors of Corporate Law and Governance; Finance and Business Planning (which shall include their equivalent) or his/her representative shall attend the Committee meetings to provide legal advice and support on governance and statutory powers and remit of the committee.
- 8.1.4. Other officers as determined by the Lead Officer shall attend the meetings of the Committee as necessary.
- 8.1.5. Group Directors and other staff shall attend meetings of the Committee as necessary.

9. Frequency of meetings

9. .1 The Committee will meet at least up to 6 times a year. In addition the Committee may call extra ordinary meetings as business needs dictates.

10. Reporting Procedures

10.1 Chair's Report and Minutes

10.1.1 The Chair of the Committee shall present a written report, prepared by the Lead Officer, to the meeting of the Board following its own meeting summarising the key business conducted and any matters which it considers the Board should be taking action on, highlighting any areas of risk, offering advice and or views of the Committee.

10.1.2 In addition the minutes of the Committee shall be submitted to the Board of the Commission.

11. Annual Report

1.1. The Committee shall prepare a report on its activities for each financial year, which may be incorporated into the relevant annual report.

12. Conduct

12.1. Members of the Committee must abide by the Code of Conduct for Commissioners and any future amendments or revised code, a copy of which has been provided to each member.

12.1 A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

13. Review

13.1 The Committee will review its effectiveness and these terms of reference at least annually. Such review will be carried out with the support of the Director of Corporate Law and Director for Commissioners' office. Recommendations for any proposed changes will be submitted to the Board for approval.

END

Annex 6: Terms of Reference Regulatory Committee

2. Preamble

- 1.1 The Board has overall responsibility for ensuring the Commission effectively discharges its statutory functions and duties set out in Equality Act 2006 ("The Act") including compliance with applicable legislation, regulations and having regard to relevant guidance including the Framework Document.
- 1.2 The Board has set up a number of non statutory decision making committees (with certain delegated responsibilities), in exercise of its powers set out in paragraph 12(1) of Schedule 1 to the Act.
- 1.3 The overall objective of the Committees is to assist the Board in discharging its responsibility to set and deliver the Commission's strategic priorities, by providing effective monitoring, robust scrutiny and constructive challenge, on matters within their remit. The Committees report regularly to the Board.

2. Terms of Reference of Regulatory Committee

In exercising its powers under the Act, the Commission established a Regulatory Committee ("the Committee") on 17 December 2009 as a decision-making Committee.

5. Role

The primary role of the Regulatory Committee is to:

- 3.1 Oversee the effective implementation of the Commission's regulatory functions, in line with the strategic directions of the Board, in the discharge of the general duty of the Commission as set out in Section 3 of the Act.

6. Remit

In accordance with the Act the Board delegates the following responsibilities to the Committee:

- 4.1. To oversee the development of key strategic policies, guidance and strategies, falling within the area of work of the Regulatory, Legal and Communications Directorates.
- 4.2 To receive progress reports on major projects designed to deliver strategic priorities identified in the Commission's strategic plan.
- 4.3 To build appropriate relationships with other regulatory bodies and stakeholders in areas of common interests that will benefit the work of the Commission.
- 4.4 Agree from time to time codes of practice to be issued and or reviewed by the Commission, under Sections 14 and 25 of the Act; oversee their preparation for approval by the Board prior to submission to the Secretary of State.
- 4.5 To consider and agree proposals for undertaking inquiries and investigations under S16 and S20 of the Act, and consider the outcomes and make appropriate recommendations to the Board
- 4.6 To make recommendations to the board on the appointment of investigating

or lead EHC Commissioners in respect of matters set out in paragraph 4.7.

4.7 To consider and make determinations and exercise any of the Commission's functions in respect of the following matters:

- a) Provision of legal assistance under Section 28 of the Act ;
- b) Issue of unlawful act notices under section 21;
- c) Action plans under section 22;
- d) Entering into agreements under section 23;
- e) Making applications to court under section 24;
- f) Making applications to restrain from doing certain acts under section 25;
- g) issuing judicial review or other proceedings under section 30; and
- h) Assessment of and non-compliance with a public sector duty under Sections 31 and 32

4.9 To keep under review, monitor, scrutinise and provide constructive challenge as appropriate, the effectiveness of the Commission's legal enforcement, Human Rights and other regulatory activities;

4.10 To make arrangements for a conciliation services under Section 27.

4.11 To investigate any activity within its terms of reference, and to seek any information it requires from members of staff, who are required to co-operate with the Committee in the conduct of its enquiries.

4.12 In discharging its responsibilities, the Committee will have due regard to the functions delegated to the Statutory Committees under the Act, and also satisfy itself that the Commission's procedures for consulting the Statutory Committees as required by the Act, and other Committees (as appropriate) have been adhered to by officers.

5 Reference to the Board

5.1 The Committee will refer any matter within its responsibilities to the Board, where it considers them of such strategic importance and or raises issues of high reputational risks, (on the basis of a risk assessment by Senior Management Team and review by Audit and Risk Committee) as to require the full Board's consideration.

6 Delegations

6.1 Chair's Action.

- 6.1 Without prejudice to paragraph 4 above, the Committee delegate's authority to the Chair to take urgent action on any matter that falls within its remit, in consultation with the relevant Group Director.
- 6.2 The relevant Group Director will bring the matter to the attention of the Chief Executive and the Chair of the Commission as appropriate.
- 6.3 Any Chair's action must be by a written report using the Commission's Committee template and must set out the reasons for the urgency.
- 6.4 Where the Chair is of the view that an urgent matter should nevertheless be decided by the Committee, the report shall be circulated to all members of the Committee, for their consideration and decision by electronic form or telephone conference. In the absence of a unanimous decision a majority decision will prevail.
- 6.5 Any action taken under Chair's action shall be reported to the meeting of the next Committee by the Committee Secretariat Support.

Delegations to the Group Directors for Legal, Regulations Communications

- 6.6 The Committee may delegate the discharge of specific functions including decisions to the relevant Group Directors as it deems appropriate.
- 6.7 Upon such delegation, the Group Directors may, if they deem it necessary, make arrangements for the carrying out of any of the matters delegated to them, subject to the establishment of satisfactory clear and transparent governance processes and procedures as appropriate.

7 Membership

Chair of the Committee and Membership

- 7.1 The Board shall, on the recommendation of the Chair of the Commission, appoint Commissioners as Chair and Deputy Chairs of the Committee.
- 7.2 The Committee shall be made up of 6 Commissioners appointed by the Board.
- 7.3 The Chair of the Commission shall be a member of the Committee ex officio.

8 Quorum

- 8.1 To be quorate, at least 3 members of the Committee must be present at meetings.
- 8.2 In the event that there is no quorum after 15 minutes of the scheduled start time, the meeting shall be adjourned and any remaining business postponed to the next ordinary meeting of the committee, unless an extra ordinary meeting is called in the intervening period or the matter is dealt with under chair's action.

9. Attendance at meetings

- 9.1 The Group Director, Regulation or their authorised representative shall attend meetings of the Committee as lead the officer.
- 9.2 The Chief Executive, who may send a representative when deemed necessary by him/her, has a standing invitation to attend the meetings of the Committee.
- 9.3 The Director of Corporate Law and Governance or his/her representative (which shall include their equivalent) shall attend the Committee meetings to provide legal advice and support on Corporate law and governance matters including statutory powers and remit of the Committee.
- 9.4 The Group Director of Legal and Group Director Communication or their representatives shall attend the Committee.
- 9.5 Other staff shall attend meetings of the Committee as necessary.
- 9.6 External speakers may attend the meetings of the Committee at the request of the Committee.

10. Frequency of Meetings and Secretarial support

- 10.1 The Committee will meet regularly and at least 6 times a year. In addition the Committee may call extra-ordinary meetings, as business needs dictate.
- 10.1. Support for the Committee will be provided by the Secretariat (Commissioner's office) who will make arrangements for the organisation and recording of Committee meetings, coordination and distribution of papers.

11. Reporting Procedures Chairs Report and Minutes

- 11.1 The Chair of the Committee shall make a written report to each Board meeting summarising the key business conducted. The report will highlight any matters upon which it considers the Board should be taking action, including any areas of risk, offering advice and or views of the Committee.
- 11.2 In addition the minutes of the Committee shall be submitted to the Board of the Commission for information.

12. Annual Report

- 12.1 The Committee shall prepare a report on its activities for each financial year, which may be incorporated into the relevant annual report of the Commission.

13. Conduct

- 13.1. Members of the Committee shall abide by the Code of Conduct for Commissioners and any future amendments or revised code, a copy of which has been provided to each member.
- 13.2 A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

14. Review

- 14.1 The Committee shall review its effectiveness and these terms of reference at least annually. Such review will be carried out with the support of the Director of Corporate Law and Director for Commissioners' office. Recommendations for any proposed changes will be submitted to the Board for approval.

End

Annex 7: Terms of Reference Remuneration Committee

Preamble

1.1 The Board has overall responsibility ensuring the Commission effectively discharges its statutory functions and duties set out in Equality Act 2006 ("The Act") including compliance with applicable legislation, regulations and having regard to relevant guidance including the Framework Document.

1.2 The Board has set up a number of decision making committees (non statutory and with certain delegated responsibilities) in exercise of its powers set out in paragraph 12(1) of Schedule 1 to the Act.

2. Terms of Reference of Remuneration Committee

2.1 In exercising its powers under the Act, the Commission has established a Remuneration Committee as a standalone Committee of the Board. It is one of the ways that the organisation ensures the recruitment and retention of quality staff appropriate to current and future business needs.

3. Role

3.1 The primary role of the Resources Committee is to:
To provide oversight and good governance on matters relating to pay, benefits, associated conditions of service and performance.

4 Remit

4.1 In accordance with the Act, the Board delegates the following responsibilities to the Remuneration Committee:

The Committee, on behalf of the Board, shall:

4.2 Consider and recommend to the Board the remuneration package and terms of service for the Chief Executive, including any performance related elements together with provisions for any other benefits including pensions, arrangements for termination of employment and other contractual terms, subject to any necessary consents or approvals of the Sponsor Department, Treasury or the Secretary of State.

4.3 Consider the performance appraisal of the Chief Executive undertaken by Chair and Deputy Chair and recommend any performance pay award, within the Commission's approved scheme, to the Board for approval.

4.4 Consider and scrutinise the annual Pay Remit, including associated budget, and recommend to the Board, the decision to forward the Remit to the Sponsor Department for consideration and approval.

4.5 Consider scrutinise and approve the design of the overall pay and reward strategy, including any proposal for major changes to employee's remuneration, pay and benefits, packages, and determine the targets for any

performance related and or bonus schemes operated by the Commission, including the total annual payments made under such schemes.

4.6 Consider and approve management arrangements for making contribution/performance/competency related pay progression and non-consolidated payments, including receiving monitoring reports on pay distribution.

4.7 Within the Commission's approved scheme, consider and approve any bonus or performance related payments (following appraisal as recommended by the Chief Executive) to be made to the Group Directors following performance appraisal.

4.8 Consider and approve terms and conditions of service, including pension arrangements for senior Managers grades 6-9.

4.9 Consider scrutinise and approve the Commission's industrial and employee relations strategy.

4.10 No employee shall be involved in any decisions about their own remuneration

4.11 Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.

4.12 To investigate any activity within its terms of reference, and to seek any information it requires from members of staff, who are required to co-operate with the Committee in the conduct of its enquiries.

5. Policy and Best Practice

5.1 The Committee should ensure that decisions and recommendations made support the organisation's business plan and strategy; are proportionate, fair and equitable, and support Equal Pay principles; are supported by an appropriate level of information and analysis which may include the review of data and information supplied by external parties and other comparative data and take into account the Government's public sector pay policy, relevant government and legal requirements/guidance and other relevant factors deemed necessary.

5.2 The considerations which the Committee shall take into account includes:-

- i) Remuneration packages are such as to enable people of appropriately high ability to be recruited, retained and motivated - within levels of affordability;
- ii) The Commission is part of the public sector and what it does, including the pay of its employees, must be publicly defensible.

- iii) A properly defensible remuneration package requires a clear statement of responsibilities with rewards linked to their measurable discharge;
- iv) The advisability of seeking independent advice about pay structures and the state of the market for the kind of managers to be recruited - including consultation with our sponsor department
- v) In the determination of remuneration packages, the Committee may wish to ensure that they have:-
- vi) A clear statement of the responsibilities of the individual posts and their accountabilities for meeting objectives of the organisation;
- vii) A means of assessing the comparative job “weight” e.g. by job evaluation;
- viii) Comparative salary information from our sponsor department, other public sector organisations and other industrial and service organisations.

5.3 The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations

6 Membership

Chair and Deputy Chairs

6.1 The Board shall on the recommendation of the Chair appoint Commissioners as Chair and Deputy Chairs of the Committee.

Members

6.2 The Committee shall be made up of up to 6 Commissioners appointed by the Board, one of whom should be an independent member.

7. Quorum

7.1. To be quorate, at least 3 members of the Committee must be present at meetings.

7.2 In the event that there is no quorum after 15 minutes of the schedule start time, the meeting shall be adjourned and any remaining business postponed to the next ordinary meeting of the committee, unless an extra ordinary meeting is called in the intervening period.

8. Attendance at meetings

8.1. The Group Director Corporate Management shall attend meetings of the Committee as lead the officer or in his/her absence his/her authorised representative.

8.2. The Chief Executive, shall attend meetings of the Committee as lead the officer or in his/her absence his/her authorised representative

8.3. Other Officers as determined by the Lead Officer shall attend the meetings to provide advice or assistance to the Committee as necessary.

8.4 Support for the Committee will be provided by the Secretariat (Commissioner's office) who will make arrangements for the organisation and recording of Committee meetings, coordination and distribution of papers.

9. **Frequency of Meetings**

9.1 The Committee will meet at least up to [] times a year. In addition the Committee may call extra ordinary meetings as business needs dictates.

10. **Reporting Procedures**

Chairs Report and Minutes

10.1 The Chair of the Committee shall present a written report, prepared by the Lead Officer, to the meeting of the Board following its own meeting, summarising the key business conducted and any matters upon which it considers the board should be taking action o, highlighting any areas of risk, offering advice and or views of the Committee.

10.2 In addition the minutes of the Committee shall be submitted to the Board of the Commission.

11. **Annual Report**

1.1. The Committee shall prepare a report on its activities for each financial year, which may be incorporated into the relevant annual report.

12. **Conduct**

12.1. Members of the Committee must abide by the Code of Conduct for Commissioners and any future amendments or revised code, a copy of which has been provided to each member.

12.2 A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

13. **Review**

13.1 The Committee will review its effectiveness and these terms of reference at least annually. Such review will be carried out with the support of the Director of Corporate Law and Director for Commissioners' office. Recommendations for any proposed changes will be submitted to the Board for approval.
