Governance manual

Version 6.0 (November 2022)

Contents

[Introduction 5](#_Toc122012391)

[Part 1: Purpose 6](#_Toc122012392)

[Our mandate 6](#_Toc122012393)

[Our strategic plan and annual report 7](#_Toc122012394)

[Part 2: The Board and committees 9](#_Toc122012395)

[Board membership 9](#_Toc122012396)

[Board responsibilities 9](#_Toc122012397)

[Decision-making 10](#_Toc122012398)

[Delegation 12](#_Toc122012399)

[Committees 13](#_Toc122012400)

[Commissioner working groups 14](#_Toc122012401)

[Part 3: Roles and responsibilities 15](#_Toc122012402)

[Ministerial responsibility 15](#_Toc122012403)

[Role of the Government Equality Office / sponsor department 15](#_Toc122012404)

[The role of the Chair 17](#_Toc122012405)

[The role of the Deputy Chair(s) 17](#_Toc122012406)

[The role of Commissioners 18](#_Toc122012407)

[Roles and responsibilities of individual Board and committee members 19](#_Toc122012408)

[The role of the Scotland and Wales Commissioners 19](#_Toc122012409)

[The role of the Chief Executive and Accounting Officer 21](#_Toc122012410)

[Executive decision-making groups 22](#_Toc122012411)

[Part 4: Key governance controls and processes 25](#_Toc122012412)

[Convening Board meetings 25](#_Toc122012413)

[Attendance and quorum at Board meetings 27](#_Toc122012414)

[Convening committee and working group meetings 28](#_Toc122012415)

[Managing conflict of interest at meetings 29](#_Toc122012416)

[Board meeting agendas and papers 30](#_Toc122012417)

[Communication of decisions 31](#_Toc122012418)

[Committee input into Board decision-making 31](#_Toc122012419)

[Minutes 33](#_Toc122012420)

[Board decision-making outside meetings 33](#_Toc122012421)

[Open government and exceptions 35](#_Toc122012422)

[Communication between the Board and officers 35](#_Toc122012423)

[Reviews of the Board's effectiveness 36](#_Toc122012424)

[Appraisals 37](#_Toc122012425)

[Induction and training 37](#_Toc122012426)

[External engagement 38](#_Toc122012427)

[Evidence to parliamentary committees 38](#_Toc122012428)

[Appendix A: Commissioner and committee member code of conduct 39](#_Toc122012429)

[1. General principles 39](#_Toc122012430)

[2. Members’ collective accountability 39](#_Toc122012431)

[3. External engagement 40](#_Toc122012432)

[4. Parliamentary committees 41](#_Toc122012433)

[5. Whistleblowing 42](#_Toc122012434)

[7. Registration, declaration and conflicts of interests 42](#_Toc122012435)

[8. Rules on the acceptance of gifts, hospitality and rewards 45](#_Toc122012436)

[9. Gifts from overseas organisations and governments 46](#_Toc122012437)

[10. Expenses 46](#_Toc122012438)

[11. Confidential information 46](#_Toc122012439)

[12. Non-compliance: process for investigations 47](#_Toc122012440)

[Appendix B: Scheme of delegation 49](#_Toc122012441)

[Board delegation to the Chief Executive 49](#_Toc122012442)

[Appendix C: Scheme of financial delegation 52](#_Toc122012443)

[Principles 52](#_Toc122012444)

[Responsibilities 55](#_Toc122012445)

[The Chief Executive’s responsibilities as Accounting Officer 55](#_Toc122012446)

[Responsibilities delegated by the Chief Executive to senior officers 56](#_Toc122012447)

[Responsibilities delegated by Senior Officers to Directors 57](#_Toc122012448)

[Responsibilities delegated to sub-budget holders 58](#_Toc122012449)

[Limits of authority 60](#_Toc122012450)

[Limits of authority (iPOS requisition approval) 62](#_Toc122012451)

[Procurement limits 64](#_Toc122012452)

[Spending limits 65](#_Toc122012453)

[Budget holders 67](#_Toc122012454)

[Budget adjustments 69](#_Toc122012455)

[Staff budget 69](#_Toc122012456)

[Transfer of corporate and overhead budget 70](#_Toc122012457)

[Delivery costs 71](#_Toc122012458)

A Welsh translation of this manual is to follow.

# Introduction

1. The Equality and Human Rights Commission (EHRC or ‘the Commission’) is committed to the highest standards of corporate governance so that we operate efficiently and transparently, meet our strategic objectives, and give value for public money.
2. This manual (‘the Manual’) explains our governance arrangements. It sets out our responsibilities and the procedures we use to ensure that the EHRC is run well, in line with the Cabinet Office code of good practice for UK public bodies.
3. This manual sets out:
4. our role
5. our governance arrangements
6. the roles and responsibilities of our Board of Commissioners, statutory and non-statutory committees, senior management and officers, and
7. our key governance controls and processes
8. This manual describes the governance arrangements for all Commissioners, committee members and staff. New Commissioners and committee members receive a copy of this manual and a briefing on its content when they are appointed. They must always comply with it. It is designed to be easily navigated with guidance and information available when needed.
9. This manual is reviewed annually. Any significant changes to it, reflecting a change to governance arrangements or structures, must be approved by the Board.
10. This manual is published on our website.

# Part 1: Purpose

## Our mandate

1. [The Equality and Human Rights Commission](https://equalityhumanrights.com/en) (EHRC) is an independent, Non-Departmental Public Body, established by the [Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/contents). We safeguard and enforce the laws that protect people’s rights to fairness, dignity and respect. Our duties and powers are defined in the [Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/contents). We operate independently of the UK, Scottish and Welsh governments. We are funded through the UK [Government Equalities Office](https://www.gov.uk/government/organisations/government-equalities-office) and we work with public bodies across Britain to enforce and improve equality and human rights. We do not carry out government business or functions.
2. We are a [National Human Rights Institution (NHRI)](https://www.ohchr.org/en/countries/nhri/Pages/NHRIMain.aspx) and have ‘A status’ accreditation as a member of [the Global Alliance of NHRIs](https://ganhri.org/) (GANHRI). NHRIs are national institutions with a legal mandate to promote and protect human rights in a country in an independent manner. Our ‘A status’ accreditation was renewed by GANHRI in October 2022 which means we are compliant with the [Paris Principles](https://ennhri.org/about-nhris/un-paris-principles-and-accreditation/). This gives us full access to the [UN General Assembly](https://www.un.org/en/ga/%22%20%5Co%20%22HYperline%20to%20the%20UN%20General%20Assembly%20Website), [UN Human Rights Council](https://www.ohchr.org/en/hr-bodies/hrc/home), [human rights treaty bodies](https://www.ohchr.org/en/treaty-bodies) and other human rights bodies.
3. We are accountable for our use of public money and must follow [Cabinet Office spending controls](http://www.gov.uk/government/publications/cabinet-office-controls), as described in [Managing Public Money](https://www.gov.uk/government/publications/managing-public-money). We are not a servant or agent of the Crown and our Commissioners, committee members and officers are public servants not civil servants.

## Our strategic plan and annual report

1. The [Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/contents) requires us to publish a strategic plan that sets out: our intended activities or types of activity; the expected timetable for carrying them out; and our priorities (or the principles for deciding these). We must review our strategic plan at least once every three years and ensure that it is provided to the relevant Secretary of State (currently the Minister for Women and Equalities) to lay before the UK Parliament.

1. Before preparing or reviewing a strategic plan, we consult people with relevant knowledge and experience of what we do, including our stakeholders. We make sure we reach as wide an audience as possible and that we consider all the suggestions and opinions we receive.

1. The [Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/contents) requires us to prepare an annual report on how we performed during each financial year. Our annual report must particularly explain how and to what extent our performance matches the intentions set out in our strategic plan. It must also cover our activities in relation to Scotland and Wales. We must send copies of the annual report to the Scottish Parliament and Welsh Parliament (Senedd Cymru) as well as to our Secretary of State to lay before the UK Parliament.

# Part 2: The Board and committees

## Board membership

2.1 Appointments to our Board, including its Chair, are made by the Secretary of State. There must be between 10 and 15 Commissioners, to include a Chair; Deputy Chair(s); Scotland Commissioner; Wales Commissioner; and a Commissioner who is or has been disabled. The appointments to the roles of Scotland and Wales Commissioners are made with the consent of the relevant Minster in the Scottish and Welsh governments.

2.2 The Equality Act 2006 requires that Commissioners are appointed for not less than 2 years and not more than 5 years. Commissioners may be reappointed for a second term of between 2 and 5 years, with a maximum total appointment of 10 years.

## Board responsibilities

* 1. The Board ensures that effective arrangements are in place to provide assurance on risk management, governance and internal controls.
	2. The Board is specifically responsible for:
1. Leadership and strategic direction:
2. establishing our strategic direction
3. setting the strategic risk appetite
4. promoting and protecting our values, mission, vision, integrity and reputation.
5. Governance, regulation and control, ensuring we:
6. do our duties under the Equality Act 2006
7. appropriately exercise the legal powers vested in us
8. comply with the standards of an NHRI as described under the Paris Principles
9. adhere to principles of public law and applicable legislation
10. operate in our statutory and delegated authority; including any conditions relating to the use of public funds in line with HM Treasury guidance on [Managing Public Money](https://www.gov.uk/government/publications/managing-public-money)
11. demonstrate high standards of corporate governance that command our stakeholders’ confidence
12. have in place effective arrangements to provide assurance on risk management, governance and internal controls
13. make publicly available annual reports, and
14. are open and transparent in all that we do, providing Parliament and the public with information about our policy decisions and actions. This includes compliance with the [Freedom of Information Act 2000](https://www.legislation.gov.uk/ukpga/2000/36/contents), [General Data Protection Regulation (GDPR)](https://ico.org.uk/for-organisations/guide-to-data-protection/guide-to-the-general-data-protection-regulation-gdpr/), the [Data Protection Act 2018 (as amended)](https://www.legislation.gov.uk/ukpga/2018/12/contents) and [our policy and procedures for dealing with complaints](https://equalityhumanrights.com/en/complaint-policy-and-procedure).
15. Scrutiny, assurance and performance:
16. appointing, with the consent of the Secretary of State, a Chief Executive and setting remuneration terms for the Chief Executive which are linked to their performance against objectives
17. holding the Chief Executive to account for performance and delivery against strategic and business plan priorities, objectives and budgets; this includes determining performance metrics and monitoring performance against them and ensuring resources are being used with due regard to regularity, propriety, value for money and feasibility.

## Decision-making

* 1. The Board also has specific decision-making powers and responsibilities:
1. approving overall corporate governance arrangements including board committees and their Chairs, taking into account the advice of the Audit and Risk Assurance Committee (ARAC)
2. approving the estates strategy and taking or termination of leases for office accommodation
3. approving the Board and Committee schedule of meetings
4. appointing and terminating the appointment of the Chief Executive
5. appointing ‘Investigating and Inquiry Commissioners’, as necessary
6. approving the appointment of members of the Scotland and Wales Committees
7. approving (including varying) the strategic plan, annual business plan and annual budget
8. approving the scope of and approach to reports to Parliament and the United Nations on Britain’s progress and compliance with international equality and human rights instruments
9. approving the scope of and approach to the statutory report
10. approving responses to external consultations of strategic importance
11. approving the scheme of financial delegation; considering and approving, on the recommendation of the Chief Executive, strategic policies, as well as the use of regulatory powers and the making of regulatory decisions likely to have significant resource and / or risk implications
12. approving the strategy and policy for the management and mitigation of risk
13. approving and reviewing the framework document with the UK Government, and
14. approving and presenting the annual report and accounts to the Secretary of State and the Comptroller and Auditor General.
	1. The Board responsibilities and the Board decision-making powers and responsibilities are referred to as the Board Reserved Matters.
	2. This does not preclude the Chair or the Board deciding other matters, should they come to the Chair or the Board for discussion or decision. The Chair and the Board may decide on any matter they wish that are in their legal powers, particularly if these affect the EHRC’s reputation and / or performance.
	3. All decisions of the Board are reached by consensus where possible. Where it is not possible to achieve a consensus, decisions are made on a majority vote, with the Chair holding a casting vote. In these cases, the number of votes is recorded in the minutes. An individual Commissioner’s name is only recorded against a vote where they specifically request this.

## Delegation

* 1. The Board approves a scheme of delegation to the Chief Executive as detailed in Annex B.
	2. The Board may approve delegation of any of the Board Reserved Matters to a committee, a Commissioner, the Chief Executive or an officer. If it does so, it will keep a record of such delegations.
	3. The Board may revoke delegations previously made and will keep a record of such revocations.
	4. For reasons of accountability and transparency, the Board maintains a distinction between the exercise of functions by the Board on the one hand and the oversight and scrutiny of the way delegated functions are carried out on the other hand. It should always be clear whether the Board is exercising a function itself or overseeing the conduct of a function delegated to the Chief Executive or a committee.
	5. The Board remains responsible for all its functions under the Equality Act 2006, including delegated functions.

## Committees

* 1. The [Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/contents) requires the Board to establish and maintain two decision-making committees:
1. Scotland Committee – please use this link to view the [terms of reference](https://www.equalityhumanrights.com/sites/default/files/our-work-scotland-committee-terms-of-reference-2022.docx) (Word) for the Scotland Committee
2. Wales Committee – please use this link to view the [terms of reference](https://www.equalityhumanrights.com/sites/default/files/our-work-wales-committee-terms-of-reference-2022.docx) (Word) for the Wales Committee.
	1. The Scotland Committee and the Wales Committee are decision-making committees but also have advisory functions.
	2. The Board has a duty to consult these committees before exercising a function in a way which is likely, in the Board’s opinion, to affect people in Scotland or Wales.
	3. The Scotland and Wales Committees have a statutory duty to advise the EHRC on the exercise of its functions insofar as they affect Scotland or Wales respectively.
	4. The Equality Act 2006 also makes provision for the Board to establish additional decision-making or advisory committees. We have two such committees which are advisory committees but to which the Board may delegate decision-making on certain limited topics:
3. The Audit and Risk Assurance Committee (ARAC) supports the Board and Chief Executive, by providing assurance based on appropriate independent advice, scrutiny and constructive challenge in respect of:
	* 1. risk policy and the management of risk
		2. internal controls
		3. governance
		4. internal audit
		5. external audit, and
		6. annual report and accounts.
4. ARAC is chaired by a Commissioner. Membership includes at least two additional Commissioners and two independent members who are appointed for their specialist skills and knowledge.
5. Please use this link to view the [terms of reference](https://www.equalityhumanrights.com/sites/default/files/annex_4_audit_and_risk_assurance_committee_arac_terms_of_reference.docx) (Word) for ARAC.
6. The People and Workspace Committee (P&WC) provides strategic advice, support and challenge to officers and assurance to the Board on all people, infrastructure and remuneration matters affecting the employee lifecycle. This includes:
	* 1. developing the EHRC as an ‘exemplar employer’
		2. inclusion, diversity, equality and engagement policies, initiatives and outturns
		3. reward strategy, performance management outturns and talent management and succession planning, and
		4. Estates and ICT strategies, policies and services.
7. P&WC also provides reports to ARAC when it has identified or explored specific strategic risks relating to people or infrastructure.
8. P&WC is chaired by a Commissioner and membership includes at least three additional Commissioners. P&WC may appoint up to two additional independent members with the approval of the Board.
9. Please use this link to view the [terms of reference](https://www.equalityhumanrights.com/en/file/39276/download) (Word) for the P&WC.

## Commissioner working groups

* 1. The Board may set up Commissioner working groups. We have two such groups:
1. Human Rights Treaty Monitoring – please use this link to view the [terms of reference](https://www.equalityhumanrights.com/sites/default/files/ehrc_2020-09-28_cwg_hrm_tor.docx) (Word)
2. Statutory reporting – please use this link to view the [terms of reference](https://www.equalityhumanrights.com/sites/default/files/ehrc_2020-09-28_cwg_ibf_tor.docx) (Word)
	1. Commissioner working groups are established with terms of reference agreed by the Board that set out the mandate, membership, and the term of the group.

# Part 3: Roles and responsibilities

## Ministerial responsibility

* 1. The Minister for Women and Equalities is the Secretary of State accountable to the UK Parliament for what we do. The Equality Act 2006 requires the Minister to maintain our independence by ensuring that there are as few restrictions as possible on our activities, timetables and priorities. The Equality Act 2006 requires the Secretary of State to ‘pay to the Commission such sums as appear to the Secretary of State reasonably sufficient for the purpose of enabling the Commission to perform its functions’.

## Role of the Government Equality Office / sponsor department

* 1. The [Cabinet Office](https://www.gov.uk/government/organisations/cabinet-office) is our sponsor department. It is responsible for overseeing our independence, effectiveness and efficiency, which it does through the [Government Equalities Office](https://www.gov.uk/government/organisations/government-equalities-office) (GEO).
	2. Our day-to-day relationship with the UK Government is managed through a jointly agreed [framework document](https://www.equalityhumanrights.com/en/who-we-are/how-we-work-government).This is reviewed by us and our sponsor department at least every three years. It sets out the legal, policy, procedural and resources framework under which we operate. It does not include any legal powers, but it does outline what we are expected to do. Copies of the framework document are provided to Commissioners and committee members.
	3. The Permanent Secretary of the Cabinet Office acts as our [principal Accounting Officer](https://www.gov.uk/government/publications/managing-public-money). He or she is accountable to the UK Parliament for all the public money we are given, including grant-in-aid, and the conditions attached to how we spend it. The director of the GEO has formal lead responsibility for the relationship with our Chief Executive and Accounting Officer.
	4. The Permanent Secretary of the Cabinet Office and the director of the GEO are jointly responsible for:
1. accounting for any grants we are paid
2. sponsorship of our aims in central government
3. facilitating the relationship with any other department(s) with an interest in our business, and
4. the quality of the GEO / sponsor department relationship with us.

## The role of the Chair

* 1. The Chair has responsibility under the Equality Act 2006 for presiding over meetings of the Board, undertaking functions set out in his or her terms of appointment and any other functions agreed with the Board.
	2. In addition, the Chair has responsibility for ensuring the Board operates effectively, makes collegiate and consensual decisions, and provides effective strategic leadership on matters such as:
1. formulating the Board’s strategy for discharging its statutory duties and delivering its functions, including consulting on our strategic plan
2. leading the Board and, in partnership with the Chief Executive, setting overall direction, policy and plans
3. approving the Board and committee meeting schedule
4. encouraging high standards of propriety and promoting the efficient and effective use of resources
5. representing the views of the Board to the public
6. building and maintaining positive and effective working relationships with ministers, parliamentarians and other senior stakeholders, both nationally and internationally
7. publicly representing the organisation as a regulator of equality and human rights
8. supporting Commissioners and the Chief Executive to undertake their roles, including by agreeing objectives and carrying out annual appraisals, and
9. establishing a relationship of trust with the Chief Executive, including by sharing intelligence in a timely manner and seeking advice and support as appropriate.

## The role of the Deputy Chair(s)

* 1. The Equality Act 2006 sets out the role of the Deputy Chair(s) as follows:
	2. acting for the Chair when they are unavailable, and
	3. undertaking functions set out in his or her terms of appointment and any other functions agreed by the Chair.

## The role of Commissioners

* 1. Commissioners’ individual roles and responsibilities are set out in the Framework Document and in their individual letters of appointment from the Secretary of State.
	2. Commissioners, as members of the Board, must:
1. abide by the code of conduct (see Appendix A) and observe high standards of propriety in fulfilling their responsibilities, upholding the [Seven Principles of Public Life](https://www.gov.uk/government/publications/the-7-principles-of-public-life) (‘the Nolan ‘Principles’)
2. give proper time and attention to their duties as members of the Board
3. uphold and promote our work, including through collective responsibility for decisions
4. not bring the organisation or its work into disrepute (including through public criticism)
5. participate in an annual appraisal of their own performance with the Chair, including the identification of any personal development needs
6. take into account the views of stakeholders when appropriate
7. devote time to developing their knowledge and skills
8. disclose the nature and extent of any direct or indirect interests they may have in any matter being considered at a Board or committee meeting
9. not occupy paid party political posts or sensitive or high-profile unpaid party political roles (this restriction does not apply to members who are local councillors or to peers in relation to their conduct in the House of Lords, which is covered by [the Addison Rules](http://www.publications.parliament.uk/pa/ld/ldcomp/ldctso08.htm))
10. not make party political speeches or engage in political activities on matters affecting their duties as members of the Board
11. not take part in party political activity when working for the EHRC, or on EHRC premises
12. not use their position or misuse information gained in this role for personal or private benefit or gain, and
13. conduct all their dealings with the public in an open and responsible way and make sure they comply fully with the [Cabinet Office’s Code of Practice for Board Members of Public Bodies](https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies).

## Roles and responsibilities of individual Board and committee members

## The role of the Scotland and Wales Commissioners

* 1. In addition to the general roles, duties and responsibilities that apply to all Commissioners, the Scotland and Wales Commissioners have responsibility for the following matters in respect of the nation they represent:
1. chairing their committee, setting the direction of their committee and its work, advising on the strategic impact of the EHRC’s work in Scotland and Wales and providing challenge and support in respect of our activities in Scotland and Wales
2. taking, in extraordinary circumstances, as set out in the terms of reference of the Scotland and Wales committees, a committee Chair’s action which will be recorded and reported as required by the terms of reference
3. contributing to the process of advising the Scottish and Welsh governments about equality and human rights law and its potential effects
4. contributing to the development of the annual report, strategic plan and business priorities in respect of Scotland and Wales
5. representing the organisation in Scotland and Wales, including through stakeholder engagement, and
6. overseeing the functioning of their committee, including recruitment, development and appraisal of committee members, and recommending appointments to the Board.

**Specific responsibilities**

* 1. The responsibilities of non-Commissioner committee members are the same as Commissioners’ unless modified in the committee’s terms of reference or individual members' appointment letters. The code of conduct (Appendix A) applies to committee members as well as Board members. Committee members are responsible for discharging any duties delegated to them by the Board.
	2. Commissioners who chair a committee or working group have a responsibility to ensure the Public Sector Equality Duty of the Equality Act 2006 has been considered during any decision-making process.
	3. Members of the Scotland and Wales committees are additionally responsible for:
1. supporting the Chairs of the Scotland and Wales committees in their interaction with the Board and Chair
2. contributing to the development of our strategic and business plans to ensure that the Scottish and Welsh context is reflected in them and advising on the impact of our activities in Scotland and Wales
3. advising on policy issues and priorities being considered by the Board that relate to Scotland and Wales
4. representing the organisation in Scotland and Wales, including through stakeholder engagement, as agreed with the chair of the Scotland or Wales committee, and
5. engaging with other committees and working groups on Scottish or Welsh matters, as agreed with the Chair of the Scotland or Wales committee.

## The role of the Chief Executive and Accounting Officer

* 1. The Chief Executive has responsibility, under authority delegated by the Board, for overall organisational management, staffing and procedures, including conduct and discipline. This includes ensuring that the Leadership team exemplify and promote the values embodied in the Nolan Principles.
	2. The Chief Executive is responsible for:
1. Compliance
2. fulfilling and exercising delegated statutory duties and powers.
3. Finance and governance
4. developing and implementing processes and structures to ensure that expenditure proposals are reviewed thoroughly, associated risks are identified and appropriate steps taken to manage risks
5. acting as the designated Accounting Officer, responsible to the UK Parliament through the Public Accounts Committee, the Principal Accounting Officer and the Board for the proper use of public funds ensuring regularity, propriety and value for money, and feasibility in the handling of those public funds and for day-to-day operations and management of the EHRC
6. ensuring that the whole organisation is run on the basis of the standards set out in and as required by HM Treasury Managing Public Money
7. ensuring effective management and use of information assets, including the appointment of a Senior Information Risk Officer (SIRO) and a Data Protection Officer (DPO).
8. Leadership
9. leading officers through the Leadership team, including the development of performance objectives and appraisals for executive directors and directors, and ensuring that the conduct and performance of all staff has the appropriate oversight and management
10. The Board and committees
11. dealing with any matters delegated by the Board
12. developing strategy proposals for recommendation to the Board and ensuring that agreed strategies are reflected in the business plan and other programme and policy documents
13. accounting to the Board for the delivery of the strategy, business plan priorities, aims and policies, including follow-up action on Board decisions
14. ensuring the Board and committees receive regular financial management and performance reports that are accurate, timely and clear
15. establishing a relationship of trust with the Chair, including by sharing intelligence in a timely manner, seeking advice as appropriate, and consulting on all strategic or high-profile decisions
16. escalating any high-risk or high-impact issues for the timely consideration of the Board, and
17. supporting the Chair and the Board to fulfil their roles and responsibilities as set out in this manual.

## Executive decision-making groups

* 1. The Chief Executive may establish executive decision-making groups or similar panels to deliver the strategic objectives and provide collective and corporate leadership for efficient business planning, regulatory decision-making and overall delivery and operation.
	2. These groups typically have an officer-only membership. The Chief Executive either chairs or appoints a Chair to such groups. The Chairs must:
1. provide accurate, timely information to enable the Board to fulfil its governance responsibilities effectively;
2. in consultation with the Chief Executive, escalate any high-risk or high-impact issues for the timely attention and consideration of the Board; and
3. support the Chair and the Board in fulfilling their roles and responsibilities as set out in this governance manual.
	1. There is one such executive decision-making group: the Leadership team.
	2. The Leadership team is chaired by the Chief Executive. It is responsible for ensuring the effective management of the organisation, relationships with the Board and key stakeholders, and all programmes, projects and regulatory activities across England, Scotland and Wales.

# Part 4: Key governance controls and processes

This section outlines the key governance controls and processes that apply to the Board and committees and their members, including how Board and committee meetings operate and are supported.

## Convening Board meetings

* 1. Formal meetings of the Board are convened by the Chief Executive, in agreement with the Chair. Meetings are held not fewer than six times a year. The Chair of the Board may convene additional meetings, as deemed necessary.
	2. A special meeting of the Board may be called by the Chief Executive at any time at the request of the Chair (or in their absence, the Deputy Chair(s)) or following receipt of a written request by at least three Commissioners. Such meetings address urgent or exceptional matters that cannot wait until the next regularly scheduled formal meeting.
	3. The nature of each meeting – online or face-to-face – will be agreed with the Chair and communicated with appropriate guidance to Board members in advance.
	4. Formal face-to-face meetings are held at one of the office sites in Cardiff, Glasgow, London or Manchester, or at another suitable meeting place decided by the Chair. The need to make reasonable adjustments for participants to access and engage in Board meetings will be given due consideration at every meeting.
	5. Informal meetings of the Board may be convened with the agreement of the Chair and Chief Executive. These meetings are for Board development, strategic planning and review, or general discussion and briefing on issues.
	6. Board members will be provided with diary markers for proposed formal Board meetings no later than 31 October the previous year. An annual meeting calendar will be published and supplied to Board members at least six months in advance. The Governance team will provide further written notice of meetings, specifying the date, time and venue of each one, sent to members at least five working days prior to an ordinary formal meeting (typically along with the agenda and papers for the meeting).
	7. When a special meeting is arranged at short notice and there are fewer than five working days before the meeting, the Governance team will arrange for notice of the meeting, its agenda and papers for discussion to be brought to members’ attention as soon as is reasonably practicable.

## Attendance and quorum at Board meetings

* 1. The Chair presides over meetings of the Board. In the absence of the Chair, the meeting will be chaired by the Deputy Chair(s) or, in their absence, another Commissioner nominated by those present.
	2. Board members should seek to attend all Board meetings and their attendance will be recorded. Board attendance through the year is published in our annual report. If a member is unable to attend a meeting in full, they should send their apologies to the governance team as soon as is reasonably practicable. Board members who do not send apologies will be recorded in the meeting minutes as being ‘absent’ from the meeting.
	3. Board meetings are arranged either as fully in person or fully virtual. This is at the discretion of the Chair and will be intimated in advance. Virtual attendance at a meeting that is scheduled to be in person must be agreed with the Chair in advance.
	4. The Chief Executive is the lead officer for the Board. With the Chair’s agreement, other officers (typically executive directors and lead officers for specific agenda items) may attend.
	5. The Chair may invite or permit observers or representatives of external organisations to attend for the whole or a specific part of a Board meeting. The Chair will specify the capacity in which someone will be attending when issuing such an invitation or permission, or at the time of the meeting.
	6. The governance team provides support to the Board, including arranging the organisation and recording of Board meetings, coordinating and distributing papers and ensuring actions are followed up.
	7. The Board reserves the right to hold any part of its deliberation in private. The Chair may ask any or all non-Commissioner attendees to withdraw from a session of the Board to facilitate open and frank discussions of matters, should this be deemed appropriate.
	8. No business will be transacted at any meeting of the Board unless a quorum is present. A quorum is five Board members who are entitled to vote on the business to be transacted.
	9. If a quorum is not present at the start of a meeting, the Chair may, on the advice of the Chief Executive or their nominated deputy, decide to continue the meeting to consider agenda items that are for information purposes only and do not require a decision to be made. Otherwise, the meeting will be adjourned, and a new meeting will be arranged after consultation with the Chair (or in their absence, the Deputy Chair(s)) and the Chief Executive.
	10. To determine if a quorum is present, a Board member may be counted in the quorum if the Chair has given permission for them to participate in the proceedings by remote means (such as phone or video link) and they remain available throughout the discussion and decision for each item for which they are counted as part of the quorum.

## Convening committee and working group meetings

* 1. The arrangements for convening committee and Commissioner Working Group meetings is managed in line with the relevant terms of reference of the committees and groups concerned.

## Managing conflict of interest at meetings

* 1. Any Commissioner, committee member or attendee who becomes aware of a potential conflict of interest relating to matters to be discussed at a meeting must give prior notification to the Chair and Governance team or committee secretariat. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, if necessary, withdraw from discussion of the relevant agenda item. The Governance team will then update that member’s declaration of interest. This will be published on the website if they are a Board or member of the Scotland or Wales committee.
	2. Declaration of interests is a standing item on Board and committee agendas.

## Board meeting agendas and papers

* 1. The Chief Executive will consult the Chair (or in their absence, the Deputy Chair(s)) to agree the agenda for each meeting, setting out the business to be considered according to an agreed timetable and allowing sufficient time for preparation and approval of reports. The Chief Executive is responsible for ensuring that the Board has sufficient and appropriate information to make evidence-based decisions.

* 1. Agendas and papers for meetings are sent to Board members five clear working days before a meeting. If a paper is issued at shorter notice, the Chair will consider how much time Board members need to deliberate it at the meeting. Failure to meet these time limits does not invalidate the proceedings of a meeting.
	2. The Chair has the discretion to alter the order of the agenda at the meeting and to take other business that does not appear on the agenda if considered urgent.
	3. A Board member may put items on the agenda for a Board meeting with the agreement of the Chair and Chief Executive.
	4. Agenda items and reports not considered at a meeting may be carried forward for consideration at the next Board meeting or by correspondence.
	5. Papers for consideration by the Board should use the agreed template and follow the relevant guidance.
	6. Reports for information or for routine clearance only should be clearly identified as such so that Board members can prioritise the reports for consideration.
	7. All formal meetings normally include:
1. draft minutes of the previous meeting for review and agreement
2. declarations of interest
3. a log of matters arising and progress against them for review and feedback
4. reports from the Chief Executive and chairs of Commissioner Working Groups and advisory committees, and
5. reports from the Chairs of the statutory Scotland and Wales Committees on items considered in accordance with their statutory duties.
	1. All papers to be presented to the Board must be cleared by the Chief Executive unless he or she has explicitly delegated clearance to others (for example, for more routine information papers). The officer leading on the preparation of the paper(s) should be acknowledged and may be invited to present the paper or attend to discuss it.

## Communication of decisions

* 1. The Governance team will communicate Board decisions, directions and agreed actions to relevant officers within a reasonable period following the meeting and report back to the next Board meeting on action taken.
	2. Board decisions and resolutions may only be amended, varied or revoked by the Board. The Board may amend, vary or revoke any decision or resolution unless such an action is deemed potentially unlawful. Any such action agreed by the Board will be reported at the next formal Board meeting and be recorded in the minutes.

## Committee input into Board decision-making

* 1. As required by the Equality Act 2006, the Board must consult the Scotland and / or Wales committees, as appropriate, before exercising a function in a way the Board thinks in its discretion is likely to affect people in Scotland and / or Wales.
	2. The Scotland and Wales committees also must be consulted on, and have a duty to advise about, significant corporate work, such as the preparation of a new strategic plan, because such work will necessarily affect people in Scotland and Wales.
	3. The Scotland and Wales committees provide their advice and responses through the Scotland or Wales Commissioner, who are Chairs of their committees. This can be either through a written report to the Board, the Chief Executive or other officers, or through an oral report to the Board, which is captured in the minutes of the Board meeting.
	4. In the case of a committee Chair’s action, the decision will be reported and recorded as required by the Scotland and Wales terms of reference.
	5. The Scotland and Wales committees must submit to the Board an annual report setting out actions and achievements that have resulted from exercising their delegated functions, which will inform the annual report.
	6. The Board will consult ARAC and P&WC on matters that are in the remit of these two committees.
	7. Minutes from committee and Commissioner working groups are circulated to the Board for information and any comments on committee proceedings should be transmitted to committee Chairs at Board meetings. When appropriate, minutes may be circulated in draft to ensure the Board has timely sight of committee business.
	8. Committee Chairs are expected to provide brief updates on their committee’s business at each Board meeting and may also highlight relevant issues relating to their committee’s work as part of the discussion on the Chief Executive and Chair’s report (a standing agenda item) or other relevant agenda item.

## Minutes

* 1. The governance team will take minutes at each meeting. These will record members’ attendance, all decisions made and the reasons for such decisions. A copy of the draft minutes of the previous meeting will be distributed to members once they have been agreed by the Chair (and for Board meetings, the Chief Executive), and as soon as possible after the meeting. Minutes will be formally approved at the next meeting. Urgent action points from a meeting will be circulated to members within two working days of the meeting.
	2. Board meeting minutes and Scotland and Wales committees’ minutes will be published on our website once formally approved by the Board, unless there is any legal, law enforcement or regulatory restrictions on their publication.
	3. If an error comes to light after the minutes have been formally approved, this may be corrected at a subsequent Board or committee meeting.

## Board decision-making outside meetings

* 1. The Chief Executive must escalate all urgent, high-risk, high profile and / or high-impact issues for the timely attention and consideration of the Board.
	2. When, 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 may be circulated for approval by correspondence, using the ‘resolutions in writing’ procedure. For a valid decision to be taken under this procedure, a resolution in writing must be considered and consented to by a simple majority of all Commissioners who would have been entitled to vote on such a resolution if it had been proposed at a meeting held for that purpose. The responses of individuals and the final decision is then recorded in the minutes of the next formal Board meeting.
	3. At the discretion of the Chief Executive and Chair, decisions by correspondence for routine matters (for example, final approval of publications fully discussed at previous Board meetings) may also be taken if this enables more effective management of Board business.
	4. When a Board Reserved Matter is exceptionally urgent and the Chair takes the view, in consultation with the Chief Executive, that it would not be practicable to call a Board meeting at short notice or seek Board agreement by correspondence, the Chair (or when the Chair has a conflict of interest, the Deputy Chair(s)) may take a ‘Chair’s action’.

Any request for a Chair’s action must be supported by a report from the relevant director, together with the reasons for the urgency, and submitted to the Governance team. The Chair’s action report and request for a decision should be approved by the Chief Executive before submission to the Chair (or Deputy Chair(s)). The Chair’s decision will be recorded and reported formally in the minutes of the next Board meeting.

The decision is a decision of the Chair alone, but the Chair can seek advice from the Chief Executive and other Commissioners. The Chair must seek advice from the Scotland and / or Wales Commissioner if the decision will affect people in Scotland and / or Wales in line with the Board’s statutory duty to consult the Scotland or Wales committees.

* 1. No Chair’s action can be taken in the absence of both the Chair and the Deputy Chair(s), unless an exceptionally urgent matter involves reputational or financial risk to the organisation. In such a case, the Chief Executive must consult at least three Board members, one of whom must be the ARAC chair, before taking any action.
	2. The Governance team will retain the original Chair’s action report, record decisions taken by Chair’s action and arrange for Chair’s actions to be reported to the next Board meeting and made available to members for inspection.
	3. A Chair’s action cannot be used to revoke or vary this manual.

## Open government and exceptions

* 1. The organisation is committed to public disclosure, transparency and accountability. The minutes for meetings of the Board and statutory committees are published on the website. The Board may hold public meetings that stakeholders are invited to attend or publicise its proceedings in other ways.

## Communication between the Board and officers

* 1. To minimise duplication and coordinate communications, officers and Board generally seek to communicate through the Governance team, other than the Chief Executive (as a Commissioner ex officio) who may exchange information with the Board directly or through the private office of the Chair and Chief Executive.
	2. Individuals identified by Board members as their personal assistants, private secretaries or similar are copied into relevant exchanges and treated by the Governance team as confidential secretaries.
	3. Board and committee members are expected to use the ‘@equalityhumanrights.com’ email addresses assigned to them for all business relating to the organisation. Remote access to relevant electronic documents, including appropriate Board and committee papers is made available to Board and committee members.
	4. Communication between and among officers and Board and committee members must be responsive to any reasonable adjustments required by individuals. This may involve, for example (but not limited to), providing large print versions of papers, or formatting papers to facilitate the use of screen readers.
	5. In the interests of information security, cost efficiency and minimising environmental impacts, hard copies of meeting papers will be issued as an exception or as a reasonable adjustment.

## Reviews of the Board's effectiveness

* 1. The Board reviews its effectiveness informally every 18 to 24 months and makes any changes necessary to improve the effective and efficient conduct of its business, reflecting best practice in corporate governance.
	2. The Chair agrees the framework for this review, which may include consideration of the Board as a whole, the operation of committees and the contributions of individual members of the Board. The review may involve the completion of the National Audit Office’s [checklist for compliance with the Code of Good Practice for Corporate Governance in Central Government Departments](https://www.nao.org.uk/report/compliance-checklist-3/).
	3. A more in-depth review of the Board’s effectiveness is usually carried out every three years or when there is a substantive change to the Board’s membership. This review may involve external advisers to provide an independent, expert perspective.

## Appraisals

* 1. The Chair assesses the performance of individual Board members through annual appraisal meetings and advises the Secretary of State on the reappointment of members to the Board. If a Board member’s performance or conduct is not satisfactory and the Chair considers them 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.
	2. The effectiveness of the Chair will be reviewed by the director of the GEO on behalf of the Secretary of State, considering a range of views.
	3. Committee member appraisals are conducted by the relevant committee chairs as set out in their terms of reference.

## Induction and training

* 1. The Chair ensures that individual Board members understand the terms of their appointment, duties and responsibilities. The Chair sets the framework for the training and development of Board members and individual performance objectives each year.
	2. Board members are expected to ensure they have the skills, knowledge and training to fulfil their duties and responsibilities and meet their objectives.
	3. The Chief Executive arranges a comprehensive induction programme, including additional briefings as appropriate, for Board members on their appointment. The induction programme includes an overview of the role of the Board, statutory functions and powers, governance, strategic and operational frameworks and the organisational structure.
	4. The Chief Executive also arranges for the Board to undertake, where necessary:
1. training on corporate governance and related issues as part of improving Board efficiency, and
2. training related to ongoing work programmes if identified in reviews of Board effectiveness.
	1. Arrangements are made for the induction, training and development of committee members to help them discharge their roles and responsibilities effectively.

## External engagement

* 1. It is possible that Commissioners and committee members will receive direct approaches from stakeholders or the media to provide comment or attend engagements on behalf of the organisation. Commissioners and committee members must always abide by the code of conduct in Appendix A.

## Evidence to parliamentary committees

* 1. Parliamentary committees have an important role in examining the organisation’s expenditure, administration and policies.
	2. Board and committee members may be invited or required to give evidence to parliamentary committees. When they do so, they should consult the Chair and Chief Executive, and provide any such parliamentary committees with accurate information, only refusing to provide information when disclosure would not be in the public interest, in line with the relevant statutes and the [Cabinet Office’s Public Bodies: A Guide for Departments, Chapter 8: Policy – Openness and Accountability](https://www.gov.uk/government/publications/public-bodies-a-guide-for-departments).
	3. The Chief Executive may be called on, as an Accounting Officer, to give evidence to the Public Accounts Committee (PAC). He or she is required to do so. Guidance for Accounting Officers on giving evidence to the PAC is in chapter 3 of [HM Treasury’s Managing Public Money](https://www.gov.uk/government/publications/managing-public-money).

# Appendix A: Commissioner and committee member code of conduct

This code outlines the standards of conduct for Commissioners and committee members (together ‘Members’). The standards of conduct for officers are in a separate ‘Employee code of conduct’.

## General principles

* 1. Members must always adhere to this code of conduct in the exercise of their functions as part of our organisation.
	2. Members must endorse and agree to abide by the [Nolan Principles of Public Life](https://www.gov.uk/government/publications/the-7-principles-of-public-life) and [Standards in Public Life](https://www.gov.uk/government/publications/mps-ministers-and-civil-servants-executive-quangos), and the [principles of good governance in the UK Corporate Governance](https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code) Code.
	3. As public servants, members are expected to demonstrate integrity, honesty, objectivity and impartiality in the work they do.

## Members’ collective accountability

* 1. Members have collective responsibility for Board and committee decisions and any public statements arising from these. Members are expected to publicly support our organisation and to remain fully committed to its decisions and the activities arising from them. This includes any activity or opinions expressed publicly, whether verbally or written (including traditional media or electronic and social media).
	2. The Board and committees aim to debate issues based on appropriate, accurate and timely information and advice. They seek to achieve consensus on decisions. When it is not possible to achieve consensus, collective decisions will be based on a majority vote, with the Chair of the Board or committees holding a casting vote.
	3. A Member may request that their dissention, in a decision-making vote, be recorded in the minutes of the relevant meeting. However, minority views will not be made public. The Member concerned is expected to express the majority view externally, or to resign before making their dissent known publicly, respecting the confidentiality of Board decision-making.
	4. If a Member resigns by reason of disagreement, they may state the basis for the disagreement but may not publicly repeat the arguments of other Members.
	5. Members should treat each other and officers with courtesy and respect, in line with the EHRC’s values of fairness, dignity and respect.

## External engagement

* 1. When Members are asked to speak at external engagements or contribute external communications (for example, articles or opinion pieces) relating to their role as Commissioners or committee members, they should inform the Chief Executive and Director of Communications, who will advise whether to accept the invitation and what lines to use. The press office can be contacted seven days a week by phone: 0161 829 8102 or out of hours on 07767 272 818 and by email: media@equalityhumanrights.com.
	2. Where Members are invited to speak at external engagements because of their experience and role(s) outside the organisation, they should, before accepting an engagement that may impact on the remit and powers of organisation, inform the Chief Executive and Director of Communications, who will advise what approach to take and discuss any potential conflicts of interest.
	3. Members may at times be asked not to accept a public engagement or express a public opinion on a topic that is in the remit of the organisation. To subsequently accept such an invite may cause a conflict of interest and may therefore be perceived as being incompatible with their duties.
	4. In dealing with situations requiring public comment on matters relating to the organisation’s work, Members should:
1. Contact the press office or the Chief Executive before providing a comment. The press office is available at all times, including out of hours and over the weekend. The press office must be aware of all media contact, so that this can be logged and followed up if necessary.
2. Be mindful that even public comments made in other capacities can be linked to the organisation and take care that their words or actions do not compromise or conflict with their role as a member of the Board or relevant committee. The Chair and Chief Executive are available for advice or guidance on these matters.
3. Consider that even social media activity – including likes, retweets and comments – could affect the reputation of the organisation and its ability to carry out its functions effectively. Members who use social media should read and follow the organisation’s social media guidance.
4. Any payments for engagements undertaken while representing the organisation that attract a fee should either not be taken or be paid to the organisation.

## Parliamentary committees

* 1. Members who give evidence to parliamentary committees must notify the Chair and Chief Executive and be prepared to discuss the oral or written evidence they intend to submit. Members must make it clear to the parliamentary committee the capacity in which they are giving evidence so that, unless they are giving evidence as part of their role for the organisation and with the agreement of the Chair, they can record publicly that they are giving evidence in a personal capacity and not on behalf of the organisation.

## Whistleblowing

* 1. Every effort is made to ensure that all business is conducted to meet the highest standards of integrity, honesty and professionalism. If Members are aware of, or suspect, failures or wrongdoing, they should tell the Chair or Chief Executive as appropriate as soon as possible so steps can be taken to safeguard the organisation.
	2. If a concern relates to the Chair, it should be raised with the Deputy Chair(s) so the matter can be investigated appropriately. In these circumstances, if the matter is judged to be sufficiently serious so as not to involve the Chair outside a formal process, the Deputy Chair(s) can contact the director of the GEO, as the organisation’s sponsor team.
1. **Engaging with staff**
	1. If a member of staff directly approaches a member with a concern or allegation, the Member must not undertake to investigate or deal with the concern or allegation themselves. They must advise the staff member of this and pass on the concern or allegation to the Chair or Chief Executive who will ensure that appropriate steps are taken. If the concern relates to both the Chair and Chief Executive and it is not felt appropriate to raise the issue, they must speak to the Deputy Chair(s).
	2. In addition, Members should not commission work from nor engage in extended correspondence or communication with staff members beyond formal committee engagements and development events.

## Registration, declaration and conflicts of interests

* 1. 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. In considering whether a conflict of interest exists in relation to a particular decision, the member should assess whether they, a close family member, a person living in the same household as the Member, or a firm, business or other organisation with which the member is connected, are likely to be affected more than those generally affected by the decision in question.
	3. It is the personal responsibility of each Member to decide whether a conflict arises and what action is needed to avoid a conflict, or the perception of a conflict. Their decision should reflect advice from the Chair, Chief Executive and relevant staff in the Governance and Legal teams. Their decision must ensure 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.

* 1. The danger of a perceived conflict of interest is greater for those in leadership roles. Members, particularly if chairing committees or groups, are subject to public and legal scrutiny. They must consider carefully all non-EHRC activities with a view to how they may potentially create either a perceived or actual conflict of interest.
	2. Members must:
1. obtain advice at the earliest opportunity and declare to the Chair and Chief Executive any personal or business interests that may, or may be perceived to, conflict with their responsibilities as Members. These interests should be included in a publicly available register of interests, which will be kept up to date by the Governance team;
2. ensure that they declare any conflicting interest at the outset of Board and committee meetings, with such declarations recorded as appropriate;
3. if the interest is pecuniary (related to money), the Member must recuse themselves from the discussion or determination of such matters;
4. if the interest is non- pecuniary (not related to money), consider whether participation in the discussion or determination of a matter would create either a risk of bias or the perception of bias.
	1. If a Member receives a written paper on a matter on which they have a conflict of interest, they must immediately alert the Governance team and say how much of the paper they have read.
	2. If a Member becomes aware of a conflict during the course of any discussion, whether at meetings or in correspondence, they should disclose their interest immediately and, if appropriate, withdraw from the discussion and any decision relating to the matter.
	3. The Chair of the Board or committee may permit continued participation in certain circumstances. These might include instances when the member's relationship is so slight or historic that it would be unreasonable to suppose any significant interest, or the decision or discussion has no foreseeable implications for the Member's interest.
	4. It is the Member’s responsibility to ensure that they are familiar with the rules on handling conflicts of interest, that they comply with these rules and that their declaration of interests is accurate and up to date.
	5. Members of committees are under a duty to declare all relevant interests that might reasonably be thought by others to influence their actions or representations during the course of their duties, or could conflict with our interests or invite claims that they do. Members of committees should err on the side of caution and declare relevant interests in line with our guidance on the declaration and registration of interests and other relevant policies and procedures.
	6. Committee members should complete the registration and declaration of interests form annually and return it to the relevant committee secretary, who will issue reminders at the beginning of each financial year. Any changes should be notified in writing as soon as possible.
	7. The Accounting Officer is responsible for ensuring that conflicts of interest are avoided, both in Board proceedings and their own actions or advice and those of other Members and staff.
	8. The Audit and Risk Assurance Committee is responsible for reviewing and assuring how corporate governance arrangements operate, including risk management, this code of conduct and the register of interests for Members and senior staff.

## Rules on the acceptance of gifts, hospitality and rewards

* 1. Members should avoid 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.
	2. If there is any doubt about the propriety of accepting any gift, reward or benefit, the Chair or the Chief Executive should be consulted. They may seek further advice from appropriate staff. They should also be consulted if circumstances surrounding a particular gift or occasion could merit special consideration. Even innocent acceptance of some gifts might, because of their cost or provenance, give the impression that individuals may be open to bias. The donor should then be told that it is not permitted for such gifts to be retained and should be informed of our rules on gifts, hospitality and rewards.
	3. It is each individual Member’s responsibility to ensure that they notify the Governance team as soon as possible if they are offered gifts, hospitality or favour that may be related to their membership of the Board or committees.
	4. Such 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.
	5. Members do not normally need to notify:
1. Any gift or hospitality received that is already registered by the declarations of interest (for example, if a Member has already declared their directorship of a charity they do not need to declare gifts and hospitality received while working in that capacity)
2. isolated gifts of a trivial nature or inexpensive seasonal gifts (such as trade calendars) valued up to £35, and
3. conventional hospitality associated with routine business on our behalf (for example, refreshments provided during a meeting with stakeholders).
	1. Any such notification received from any Member shall be included in the register of gifts and hospitality.

## Gifts from overseas organisations and governments

* 1. It may be difficult to refuse a gift from an overseas government or organisation without the risk of appearing discourteous. On some occasions it may be necessary to offer a small gift in return. An exchange of gifts of this kind should be initiated only after advice from the Director of Governance following consultation with the Chief Executive.

## Expenses

* 1. Members may seek reimbursement of reasonable expenses solely incurred in the exercise of their duties for us, in line with the policy in the guidance on Members’ fees and expenses.

## Confidential information

* 1. [Section 6 of the Equality Act 2006](https://www.legislation.gov.uk/ukpga/2006/3/section/6) creates a summary criminal offence of unauthorised disclosure by a former or current Commissioner, investigating commissioner, officer or member of a committee, of information provided to us by third parties in the course of an inquiry, investigation, assessment, compliance notice process or a negotiation to obtain an agreement. Members must therefore not disclose to any person (or otherwise act on) any discussions relating to decisions that have not yet been made public, such as decisions to launch a formal investigation or inquiry.
	2. Even when disclosure would not breach section 6 of the Equality Act 2006, Members must not disclose to anyone information received during their duties that has been provided on a confidential basis.

## Non-compliance: process for investigations

* 1. If anyone alleges that a Member has failed to comply with this code of conduct, the Chair will require details of any alleged contravention in writing to determine whether there is sufficient evidence of a potential breach of the code to warrant investigation.
	2. If the Chair considers that an investigation is necessary they may, in consultation with the Chief Executive, appoint the Director of Human Resources (or any other person the Chair considers appropriate) to investigate the matter and prepare a report to determine whether the person concerned has contravened this code of conduct.
	3. If the report concludes that there has been a failure to comply with this code of conduct, the Chair will refer the matter to the Board for consideration and to decide what further action (if any) should be taken. This could include recommending to the Secretary of State that the Member is removed from office, being considered unable or unfit to carry out their duties.
	4. If any person alleges that the Chair has failed to comply with this code of conduct, the Deputy Chair(s), or longest serving Deputy Chair in case of two Deputy Chairs being in post, will appoint a third party to investigate the alleged contravention in line with the approach outlined above, consulting as appropriate with other members of the Board.
	5. In consultation with the Chair, the Secretary of State may remove a Board member under the terms and conditions of their appointment if they are considered unable or unfit to discharge their functions. This includes failing to perform the duties required to the standards expected of people who hold public office and failing to meet their obligations and responsibilities as described in this manual.
	6. In consultation with the Chair, a committee Chair may recommend to the Board the removal of a committee member under the terms and conditions of their appointment if they are considered unable or unfit to discharge their functions. This includes failing to perform the duties required to the standards expected of people who hold public office and failing to meet their obligations and responsibilities as described in this manual.
1. **Contact with law enforcement or other agencies**
	1. Members should inform the Chair and Chief Executive if they are arrested or become the subject of a criminal investigation, proceeding, charge or conviction.
	2. Additionally, Members should inform the Chair and Chief Executive of any other contact with the police, or other law enforcement agencies or other authorities that may bring the EHRC into disrepute.
2. **Confidentiality, Data Protection and Freedom of Information**
	1. Members must be aware of their obligations under the General Data Protection Regulation (GDPR), data protection legislation and freedom of information (FoI) legislation. Guidance on this legislation can be obtained from the Information Governance team (ig@equalityhumanrights.com), and members are expected to undertake the training the organisation provides for them on these issues.
	2. In line with the data breaches and security incident procedure, members must report all actual or potential data breaches and near misses via the Information Governance team.

# Appendix B: Scheme of delegation

This appendix outlines the delegations from the Board to the Chief Executive and the scheme of financial delegation.

## Board delegation to the Chief Executive

1. The Board delegates to the Chief Executive the following matters of regulation and control:
2. approving minor drafting amendments to this manual, and
3. implementing and updating overall corporate governance arrangements, considering the advice of the Audit and Risk Assurance Committee.
4. The Board delegates to the Chief Executive the following matters of organisation and appointments:
	1. developing and reviewing the operating model and organisational structure, in consultation with the Board and committees as appropriate, and
	2. appointing senior staff, in consultation with the Chair, and ensuring the organisational structure is populated with staff with the appropriate skills, expertise and behaviours.
5. The Board delegates to the Chief Executive the following matters of strategy, business planning and budget:
	1. preparing the draft strategic plan for approval by the Board and statutory committees and conducting the statutory public consultation
	2. implementing the strategic plan, and preparing (in consultation with the Board and committees as necessary) and implementing the business plan and annual budget, and
	3. preparing the annual report and statement of accounts and ensuring these comply with any directions given by the Board or the Secretary of State.
6. The Board delegates to the Chief Executive the following operational decisions:
	1. preparing the policy content of strategic documents (in consultation with the Board and committees if the Chief Executive considers necessary)
	2. preparing reports for the UK Parliament and the United Nations about Britain’s progress and compliance with international equality and human rights instruments, and the statutory reports (in consultation with the Board and committees)
	3. preparing responses to external consultations of strategic importance, such as a review of our powers or NHRI status (for consultation with the Board and committees)
	4. implementing the scheme of financial delegation
	5. making recommendations to the Board and committees about the use of regulatory powers likely to have significant resource and risk implications
	6. using regulatory powers or making regulatory decisions likely to have resource or risk implications that are in the scope of the annual business plan, and
	7. developing and implementing strategic policies relating to the discharge of statutory functions (in consultation with the Board and committees if necessary).
7. The Board delegates to the Chief Executive the following matters of risk management:
	1. preparing (in consultation with the Board and committees when appropriate) and implementing a risk management strategy and procedures;
	2. maintaining the strategic risk register, and
	3. preparing reports on risk management and financial controls and bringing them to the attention of the Audit and Risk Assurance Committee and the Board, as appropriate.
8. The Board delegates to the Chief Executive the following financial and performance reporting arrangements:
	1. monitoring and reporting on performance, including against:
9. strategic and business plan objectives
10. equality objectives
11. any other targets set by the Board, including use of financial resources.
	1. implementing the [framework document](https://www.equalityhumanrights.com/en/who-we-are/how-we-work-government) with government, and
	2. preparing and, with the agreement of the Board, presenting the statement of accounts to the Secretary of State and the [Comptroller and Auditor General](https://www.nao.org.uk/about-us/%22%20%5Co%20%22Hyperlink%20to%20Comptroller%20and%20Auditor%20General%27s%20website) of the National Audit Office.

# Appendix C: Scheme of financial delegation

1. As a Non-Departmental Public Body, our budget is consolidated into the budget of the sponsoring government department (currently the Cabinet Office) which is subject to parliamentary approval. The budget is then delegated from the sponsoring department by the Permanent Secretary, as the Principal Accounting Officer, to the Chief Executive, as the Accounting Officer.
2. The Accounting Officer is personally responsible and accountable to the UK Parliament for the proper use of public money and resources to deliver the strategic priorities agreed by the Board. In order to do so, a scheme of financial delegation is approved by the Board.
3. Delegation creates the authority to carry out a task or to make a decision. This in turn creates responsibilities and the people to whom authority is delegated are accountable for the decisions they have been asked to make.

1. Anyone who makes a decision must be confident that they know the scope of their authority and the scheme of delegation aims to set out clearly who has the authority to make various decisions in the EHRC.

## Principles

1. Delegations should be in writing so that it can be demonstrated that decisions are taken transparently. This includes any temporary delegations, including when the delegation ceases to have effect.

* 1. All decisions taken under delegated authority are open to review and, if required, audit. (The intention is not to develop separate recording systems but to ensure that there is an audit trail of key decisions which is available for review.)
	2. Staff to whom authority is delegated must be clear about what decisions have been delegated to them, the limits of their authority, and that they are accountable for the decisions they make; the letter of delegation will outline the permissions granted and any clarification required should be sought prior to signing to avoid any errors.
	3. The person who delegates responsibility remains accountable for the outcome of the decision or work delegated. (Therefore, they should exercise appropriate management and supervision oversight to ensure they are kept informed about decisions taken under delegated authority through management assurance reports and that any risks arising from the delegation are managed.)
	4. Where a decision has been delegated to a particular role, the role-holder should take the decision. If no person at the relevant level is available to take the decision, their line manager should make the decision. However, where the line manager is the Chief Executive and taking a decision would negate the principle of separation of duties (e.g. considering representations), the role-holder may authorise another member of staff to take the decision in their absence. The authorisation should be in writing. (Staff who take decisions for which they do not have delegated authority need to be aware that they may be subject to disciplinary action.)
	5. Where a member of staff thinks that the decision they are required to make is contentious or sensitive, they should escalate the matter to their line manager (i.e. the next most senior person) for advice or decision.
	6. Line managers have discretion to override a delegation which is usually made, i.e. not delegated in a particular instance, but only in exceptional circumstances which must be recorded and explained.
	7. Line managers should investigate immediately any concerns brought to their attention regarding decisions made under delegated authority.
1. For administrative purposes, this scheme of delegation is managed by the Director of Finance and Procurement. The Head of Finance is responsible for the annual review of this scheme and for submitting proposed changes for decision to the Director of Finance and Procurement.
2. The scheme will be updated as often as is necessary to ensure it is current.
3. Spending controls mandated by the UK Government or sponsor body should be considered in the context of any spend approval and authorisation required. [Details of current controls](https://www.gov.uk/government/publications/cabinet-office-controls-version-6/cabinet-office-controls-policy-version-6#types-of-spend-in-scope-of-the-spend-controls-and-thresholds) are available on the GOV.UK website. For further advice please contact the Procurement team: procurementhelpdesk@equalityhumanrights.com.

# Responsibilities

## The Chief Executive’s responsibilities as Accounting Officer

1. The Chief Executive as Accounting Officer is responsible for the propriety and regularity of the public finances of the EHRC, and for ensuring that its resources are used economically, efficiently and effectively. The Accounting Officer is expected to sign the EHRC’s accounts, the annual report and the governance statement, taking personal responsibility for ensuring they are prepared in accordance with the accounts direction.
2. The Accounting Officer is expected to ensure that:
	* + 1. Effective management systems appropriate for the achievement of the EHRC’s objectives, including financial monitoring and control systems, have been put in place and are reviewed regularly so that they remain relevant and reliable, especially during times of change
			2. Financial procedures are followed and accounting records are maintained, the EHRC remains in its budgetary limits, there is approval of any expenditure outside normal delegations and agreement on budgets and that there is no unaffordable longer term commitments, taking a proportionate view about other demands for resources
			3. Delegation of responsibility is accompanied by clear lines of control and accountability with reporting arrangements, risks are identified and their significance assessed, and that systems proportionate to the risks are in place to manage them, and
			4. Arrangements are in place to secure value for money, ensuring that procurement, projects and processes are evaluated and assessed to provide confidence about avoidance of error and waste.

## Responsibilities delegated by the Chief Executive to senior officers

1. Senior Officers are directly delegated responsibility by the Accounting Officer for the propriety of expenditure and budget management in their areas of responsibility by:
	* + 1. ensuring the prompt delegation of budgets approved during the business planning process to directorates in their areas of responsibility (Senior Officers do not hold a budget allocation). Budgets for the following areas are delegated:
			2. Spending on external delivery
			3. Spending on corporate services (People, Facilities, ICT, Finance etc.)
			4. Items funded from corporate budgets (devolved learning and development, travel, etc.).
	1. ensuring that responsibility for budget management is clearly delegated and that budget managers comply with rules relating to financial control to ensure propriety and regularity of expenditure.
	2. ensuring that all systems of control are applied in their areas of responsibility to protect against fraud and losses, including data losses.
	3. ensuring that records of who in their area of responsibility has delegated authority to take decisions is kept up to date and that the Finance team is notified of any changes to ensure that staff understand their responsibilities and the limits of their delegation (these delegations include financial delegations such as the authority to procure services, spend money, authorise travel and subsistence claims).
	4. authorising expenditure in excess of £50k (the delegation limit of Directors).
	5. authorising contracts in excess of £50k (the delegation limit of Directors).
	6. ensuring the efficient management of the staffing budget in their area of responsibility, in partnership with their Directors.
	7. approving travel and expense claims as part of their line management responsibilities.
2. Senior Officers can in periods of absence deputise for another Senior Officer or act as temporary Chief Executive.
3. Senior Officers may also act as temporary Accounting Officers with written approval of the Cabinet Office Principal Accounting Officer.

## Responsibilities delegated by Senior Officers to Directors

1. Directors are responsible for managing their total delegated budgets, further delegating where appropriate while ensuring that the budget is used only for the agreed purposes in accordance with the business plan, including:
	* + 1. complying with correct financial procedures, ensuring records of expenditure are maintained, including all budget commitments as required by the Head of Finance
			2. seeking appropriate internal financial, procurement, legal or other relevant advice to ensure that the budget is effectively managed
			3. ensuring that the amount provided in the approved budget is only used as agreed in the business plan unless authority is provided by the relevant governance function
			4. ensuring that any likely overspend or reduction in income which cannot be met from delegated totals is not incurred without the prior consent of the Head of Finance and approval by the Chief Executive
			5. taking responsibility for security of assets, notifying the Senior Officer of any misuse, loss or theft of assets; and completing a loss of assets report.
2. In periods of absence, delegations can be temporarily reassigned to another Director or immediate line manager, delegations cannot be passed to line reports.

## Responsibilities delegated to sub-budget holders

1. Sub-budget holders are responsible for the propriety of expenditure and budget management within their purview.
2. Sub-budget holders are responsible for managing their delegated budgets and ensuring that the budget is used only for the agreed purposes in accordance with the business plan.
3. Sub-budget holders are responsible for complying with correct financial procedures, including:
	1. ensuring records of expenditure are maintained, including all budget commitments as required by the Head of Finance
	2. seeking appropriate internal financial, commercial, legal or other relevant advice to ensure that the budget is effectively managed
	3. ensuring that the amount provided in the approved budget is only used as agreed in the business plan
	4. seeking appropriate authority to amend agreed financial plans in line with the rules of additional budget requests or budget transfer
	5. ensuring that any likely overspend or reduction in income which cannot be met by budget transfer is not incurred without the prior consent of the Director of Finance and approval by the Chief Executive
	6. taking responsibility for security of assets, notifying the Head of Finance of the misuse, loss or theft of assets; and completing a loss of assets report
	7. ensuring that timely and accurate management information is provided as required for corporate performance monitoring and reporting
	8. following timetables are in place to ensure that all processes are completed according to requirements for monthly reporting, and
	9. ensuring that any risks are highlighted to their Director as soon as possible to enable mitigating action to be taken.
4. During periods of absence delegations can be temporarily reassigned to the Director or immediate line manager, delegations cannot be passed to line reports.
5. Sub-budget holders do not have authority to:
	1. authorise spend that will cause an overspend against their delegated budget
	2. further delegate without the approval of their Director.

# Limits of authority

The table below shows the delegation limits applied in the EHRC; these are reviewed on a regular basis.

| Officer | Limit | Authority |
| --- | --- | --- |
| Chief Executive as Accounting Officer | Up to the values specified in the Framework Document | Contracts > £140,000 (including aggregated contracts)Contract amendments > £140,000 (including aggregated contracts or where the amendment will take the aggregated contract value above £140,000)Expense claims for direct reports |
| Senior Officers | Up to £140,000  | Contracts £50,000 < £140,000 (including aggregated contracts)Contract amendments >£50,000 <£140,000 (including aggregated contracts or where the amendment will take the aggregated contract value above £50,000 but < £140,000 )Expense claims for direct reports and Chief Executive |
| Budget holders (Directors) | Up to £50,000 | Contracts <£50,000 (including aggregated contracts)Contract amendments <£50,000 (including aggregated contracts or where the amendment will take the aggregated contract value up to £50,000 )Expense claims for direct reports |
| Sub-budget holders (‘Heads of’) and Senior Principals | Up to £25,000 | No contracting authorityApproval of expenditure up to the limitations of their delegated budget with an individual item limit of £25,000.Expense claims for direct reports and specific categories detailed in delegation letters |
| Sub-budget holders (Principals and Senior Associates) | Up to £12,000 | No contracting authorityExpense claims for direct reports, staff claiming expenses directly associated with a specific project within their delegation. |

# Limits of authority (iPOS requisition approval)

The table below shows the authority limits applied in the EHRC; these are reviewed on a regular basis

| Individual line items | Level 1 | Level 2 | Level 3 | Level 4 | Level 5 | Level 6 | Level 7 |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Up to £5,000 | Finance Business Partner (BP) | Sub-budget Holder | Not applicable | Not applicable | Not applicable | Not applicable | Not applicable |
| Up to £12,000 | Finance BP | Procurement  | Sub-budget holder | Not applicable | Not applicable | Not applicable | Not applicable |
| Up to £25,000 | Finance BP | Procurement  | Sub-budget holder | Senior Principal  | Not applicable | Not applicable | Not applicable |
| Up to £50,000 | Finance BP | Procurement  | Sub-budget holder | Senior Principal  | Director | Not applicable | Not applicable |
| Up to £140,000 | Finance BP | Procurement  | Sub-budget holder | Senior Principal  | Director | Not applicable | Not applicable |
| Up to £140,000 | Finance BP | Procurement  | Sub-budget holder | Senior Principal  | Director | Senior Officer | Not applicable |
| Above £140,000 | Finance BP | Procurement  | Sub-budget holder | Senior Principal  | Director | Senior Officer | Chief Executive |
| Central Learning and development | Learning and development lead | Finance BP | People team budget holder\* | Not applicable | Not applicable | Not applicable | Not applicable |
| Devolved learning and development (up to devolved limit) | Learning and development lead | Finance BP | Budget holder\* | Not applicable | Not applicable | Not applicable | Not applicable |

# Procurement limits

| Type of procurement | Limit | Process |
| --- | --- | --- |
| Contractual commitment **only** through raising appropriate requisitions | Up to £4,999.99 | One quote ensuring value for money |
| Contractual commitment **only** through raising appropriate requisitions | From £5,000 up to £11,999.99 | Three written quotes to be managed and approved by Director.Procurement to check requisitions for aggregation as part of the approval process |
| Contractual commitment through a formal contract | £12,000 and over | Tendering process led by Procurement  |
| Single Tender Actions (STAs)Below £5,000 one quote is acceptable and no STA is needed | Between £5,000 and £49,999.99Above £50,000 | Approved by Director and Head of Procurement.Approved by Director, Head of Procurement and Chief Executive Officer |

# Spending limits

| Type of procurement | Limit | Accepted use / authority |
| --- | --- | --- |
| Government purchasing cards | Issued by Procurement when requested by line manager Individual transaction limit (£500)Card limit of £2,000 per month | Spend should be for one-off items unless authorised by Finance (e.g. subscriptions).Spend can relate to any area of the EHRC but should be pre-approved by the budget holder or their delegated replacement.Head of Finance can authorise in exceptional circumstances. |
| Travel and subsistence claims (staff and office holders) | As described in the EHRC’s travel and expenses policy | Budget holder to authorise claims.Items outside policy should include a reason / justification.Items outside time limits should be reviewed and only approved in exceptional circumstances. |
| Travel and subsistence claims (non-staff)  | As described in the EHRC’s travel and expenses policy | Budget holder to authorise claims.All claims should be submitted promptly, authorised and submitted to Finance for payment |
| Travel booking (rail and air using the EHRC’s service provider) | As described in the EHRC’s travel and expenses policy | Authority to travel is assumed by the requirement to attend meetings in person, any non-standard travel should be authorised by the relevant budget holder.Travel should not be booked using a government purchasing card except in exceptional circumstances. |
| Hotels | As described in the EHRC’s travel and expenses policy | Director to approve hotels in excess of policy limits |
| Overseas travel | As described in the EHRC’s travel and expenses policy | Overseas travel should be authorised in advance by Directors.When travelling to a conference or organised event there may be an expectation to stay in a specific location; advice should be sought from Procurement when agreeing to such terms.  |
| Learning and development (Central) | Regardless of value | All central learning and development (L and D) to be arranged and coordinated by the People team (L and D lead). |
| Learning and development (Devolved) | Up to limit of delegated budget | Directors will receive a delegated L and D budget based on an agreed formula. This can be used to fund individual training requirements or ‘pooled’ for team events – all events should contain a significant proportion of L and D activity to comply with HMRC guidance.Consideration should be taken around costs of travel and accommodation for such events. |
| Sponsored study (including apprentices) / Courses spanning > 1 Financial Year | Regardless of value | To be discussed with the People team L and D lead prior to approval. |

# Budget holders

| *Level* | *Officer* | *Delegates to* | *Delegation Limit* |
| --- | --- | --- | --- |
| 1 | Accounting Officer | Chief Operating OfficerChief Strategy and Policy OfficerChief Regulation Officer | £140,000 |
| 2 | Chief Operating Officer | Director of CommunicationsDirector of Planning and GovernanceDirector of People and InfrastructureDirector of Finance and Procurement | £50,000 |
| 2 | Chief Strategy and Policy Officer | Director of Policy and Human RightsDirector of Evidence and Strategy | £50,000 |
| 2 | Chief Regulation Officer | Director of Legal | £50,000 |
| 2 | Chief Regulation Officer | Head of Compliance | £25,000 |
| 3 | Director of People and Infrastructure | Head of ICT | £25,000 |
| 3 | Director of People and Infrastructure | Head of Estates | £25,000 |
| 3 | Director of People and Infrastructure | Head of People | £25,000 |
| 3 | Director of Evidence and Strategy | Head of Wales | £25,000 |
| 3 | Director of Evidence and Strategy | Head of Scotland | £25,000 |
| 3 | Director of Evidence and Strategy | Head of Evidence | £25,000 |

# Budget adjustments

## Staff budget

Centrally managed by finance; all staffing changes should be sent to the weekly resourcing group

| Type of request | Action |
| --- | --- |
| Like-for-like replacement | Pass to Recruitment and support temporary cover |
| Grade changes(temporary and permanent) | If budget is available, e.g., from restructure in the same team, proceed with Recruitment |
| Grade changes(temporary and permanent) | If it exceeds budget, escalate to the Leadership team for approval |
| New post(temporary or permanent) | All new posts will be escalated to the Leadership team for approval |

## Transfer of corporate and overhead budget

| Type of request | Action |
| --- | --- |
| Fixed corporate costs, e.g. rent, rates, etc. | Agreed with Finance (as it could impact on expenditure control totals) and noted at Leadership team meeting |
| Discretionary costs within overall Directorate | Agreed by Budget Holder in consultation with Finance (as it could impact on expenditure control totals) |
| Bidding for additional corporate budget | Reviewed by Finance and Planning before escalated to Leadership team for approval |

## Delivery costs

| Type of request | Action |
| --- | --- |
| In the same function and same type (Admin or Programme | * Agreed at functional delivery review meeting
* Noted at programme delivery group
* Reported to Leadership team
 |
| In the same function but move between Admin and Programme; or vice versa | * Confirmation required from Finance
* Agreed at Functional and Programme Delivery review meetings
* Reported to Leadership team
 |
| Bidding for additional delivery budget | All new posts will be escalated to Leadership team for approval |