Governance Manual

Version 5.5 (September 2019)



**Version Control Note**

**v5.5** Amendments made 4 September 2019 (a) to Annex 3 (disability Advisory Committee Terms of Reference) recording extension to the term of the Committee (b) Addition of Annex 13 (“Board Champions” Terms of Reference)

**v5.4** Minor amendments to Annex 8 (Delivery Group Terms of Reference) approved by the Executive Group at their meeting of the 29 January 2019 and subsequent minor amendments, to reflect changes to the organisational structure, were approved by the Chief Executive on 13 August 2019. This version also includes minor changes to improve the accessibility of this document.

**v5.3** Amendments to Annex 4 (terms of reference of Audit and Risk Assurance Committee, agreed by the Board at its 82nd meeting (5 March 2019) and subsequent amendments agreed by the Board on 15 April 2019; amendments to Annex 8,9,10 (executive decision making groups); Correction of minor typographical and paragraph numbering errors in Sections 1-5.

**v5.2** Amendments to Annex 3 (terms of reference of the Disability Advisory Committee) agreed by the Board at its 78th meeting of 5 July 2018.

**v5.1** Updates to Annex 6 (terms of reference of Commissioner working group on Treaty Monitoring) agreed by the Board at its 75th meeting of 23 January 2018.

**v5** Approved by the EHRC Board at its 73rd meeting of 12 September 2017, with minor revisions agreed by correspondence on 16 October. Board Paper 73.08 refers. Principal amendments to Version 4.0 are:

* Presentational changes in line with revised EHRC corporate guidance, and renaming to “Governance Manual”.
* Changes consequent to the implementation of the Commissions new operating model and other organisational change since September 2015 (notably the replacement of the Senior Management Team/Executive Leadership Team, Regulatory Decision Making Panel and Delivery/Programme Board with the Executive, Prioritisation and Delivery Groups.
* Updated references to Committees (notably the expiry of the Disability Committee and the creation of a Disability Advisory Committee), and current Commissioner Working Groups.
* Clarification of references to the Equality Act 2006.
* Clarification of the section on Collective responsibility.
* Clarification of guidance on declarations of interest and declaration of gifts and hospitality.
* Revisions to the ‘Call in’ procedure.
* Deletion of prescriptive guidance on Board meeting logistics.
* Clarification of arrangements for signing off Board papers
* Clarification and streamlining of administrative procedures for Board-level decision making between meetings (Written Resolutions and Chair’s Actions).
* Revised time-scales on Board effectiveness reviews.

**v4** Approved by the EHRC Board on 16 September 2015. Amendments are detailed in Board Paper EHRC 60.07 and include: clearer and more accessible numbering and formatting; consolidation of sections on board conduct and processes; Committee Terms of Reference (ToR) moved to freestanding annexes; addition of ToR for: RDMP; Delivery Board and Commissioner Working Groups; addition of Memoranda of Understanding with SHRC, and NIHRC; and clarification of delegations to statutory Committees.

**v3.1** ToR of the Audit and Risk Assurance Committee added in November 2013 replacing the ToR of the pre-existing Audit and Risk Committee.

**V3** The Equality and Human Rights Commission’s (EHRC) Corporate Governance Code of Practice and Conduct (“Governance Framework”) approved by the EHRC Board on 31 January 2013.

**v2.1** EHRC “Corporate Governance Code of Practice and Conduct 2nd Edition” amendments approved by the Board on 26 April 2010.

**v2** EHRC “Corporate Governance Code of Practice and Conduct – Second Edition” Approved by the Board 5 May 2009.

**V1.1** EHRC “Corporate Governance Code of Practice and Conduct – First Edition” amended by the EHRC Transition Team September 2007 and approved by EHRC Board September 2007.

**V1** EHRC “Corporate Governance Code of Practice and Conduct – First Edition (interim)” Approved by the Department for Communities and Local Government 5 February 2007.

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# Executive Summary

1. This document forms the Commission’s Governance Manual, which outlines the rules and responsibilities, and proper practices and behaviours for the Commissioners, Committee Members and Officers. It replaces earlier versions as shown in the table on page 2.
2. The document and suitable briefing on its contents will be provided to new Commissioners, independent Committee members and staff at their appointment. A copy of this document and subsequent amendments will be made publicly available.
3. Commissioners, Committee members, and officers must comply at all times with this Governance Manual and subsequent amendments to it and act in good faith and in the best interests of the Commission.
4. The Manual will be reviewed annually, with substantive amendments being approved by the Board. Responsibility for minor or routine amendments and updates is delegated to the Chief Executive.
5. The Manual sets out the roles and responsibilities of the Board, Committees, and the Executive Group and other decision-making bodies. It seeks to ensure Commissioners, Committee members and officers operate in accordance with best practice and in a way that commands public confidence, and promotes good governance.
6. The Governance Manual has been prepared in line with the Cabinet Office [*Code of Best Practice for Board Members of Public Bodies*](https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies). It reflects the principles set out in the [Financial Reporting Council's *UK Corporate Governance Code*](https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code); the outcomes of past reviews of the Commission, its Board and Committees; and the [Independent Commission on Good Governance’s principles](https://traverse.ltd/recent-work/reports/good-governance-standard-public-services).
7. **Part 1** of the Governance Manual covers the Board’s duties, powers and delegations, including those set out in the Equality Act 2006. These include its terms of reference; reserved matters and current delegations; some of the Board’s core procedures (for example the ‘call in’ function and ‘Chair’s action’); and an outline of the Board’s relationship with Government.
8. **Part 2** covers the Board's roles and responsibilities. It explains the distinct roles of the Chair, Deputy Chair and Commissioners (corporately and individually) as set out in letters of appointment from the Secretary of State, the Framework Document, and their core accountabilities.
9. **Part 3** sets out the roles and responsibilities of the Commission’s officers, including the role of the Chief Executive as Accounting Officer, and the Executive Group and other decision-making bodies.
10. **Part 4** covers conduct and conflicts of interest. It includes the Nolan principles, and principles of good governance. It also covers responsibilities of individual Board members (for example when speaking in public or providing evidence to Parliament) and rules and guidance on managing conflicts of interests.
11. **Part 5** covers the development and effectiveness of the Board and its Committees, including meeting arrangements, induction, and effectiveness reviews.

ES12 **Annexed** to this Governance Manual are terms of reference of the Commission's statutory and non-statutory Committees; its Commissioner Working Groups; its executive decision making groups; and memoranda of understanding with the Scottish Human Rights Commission and the Northern Ireland Human Rights Commission

# Part 1: The Commission’s Board: duties, powers and delegations

## Statutory framework

1. The Equality and Human Rights Commission (“the Commission”) is an independent Non-Departmental Public Body established by the Equality Act 2006 (as amended) (“the Equality Act 2006”) The Equality Act 2006 sets out the functions, duties and powers of the Commission.
2. Although it operates at sub-national level, the Commission was in 2009 recognised as a National Human Rights Institution(NHRI), securing "A status" accreditation from the International Co-ordinating Committee of NHRIs (now GANHRI: the General Assembly of NHRIs). This accreditation was renewed by GANHRI in January 2016. This gives the Commission enhanced access to the United Nations General Assembly, Human Rights Council, treaty bodies and other human rights bodies.
3. The Commission is accountable for its use of public funds, but independent of Government, as set out in the Equality Act 2006. Its day-to-day relationship with Government is described in a [Framework Document](https://www.equalityhumanrights.com/en/who-we-are/how-we-work-government) with its sponsor Department. The Framework Document sets out the broad framework within which the Commission will operate, and the relationship between the Commission and the sponsor Department. The Framework Document does not convey any legal powers or responsibilities.

## The Commission’s duties and powers under the Equality Act 2006

### General Duty

1. When exercising its statutory functions the Commission must do so with a view to encouraging and supporting the development of a society in which:
2. people’s ability to achieve their potential is not limited by prejudice or unlawful discrimination;
3. there is respect for and protection of each individual’s human rights;
4. there is respect for the dignity and worth of each individual;
5. each individual has an equal opportunity to participate in society; and
6. there is mutual respect between groups based on understanding and valuing of diversity and on shared respect for equality and human rights.

### Duties

1. The Commission shall, by using its powers:
2. promote understanding of and encourage good practice in the area of equality and diversity;
3. promote awareness and understanding of the importance of human rights, encourage good practice and compliance with Section 6 of the Human Rights Act 1998;
4. monitor the law on equality and human rights; and
5. monitor progress in society relevant to its equality and diversity and human rights duties.

### Powers

1. In carrying out its duties the Commission has various powers set out in the Equality Act 2006, including to:
2. provide legal assistance to those taking legal proceedings in relation to equality;
3. take legal cases on behalf of individuals, or intervene in litigation related to equality and human rights;
4. apply to the court for injunctions and interdicts where it considers it likely that an unlawful act will be committed;
5. conduct inquiries, investigations and assessments to examine the behaviour of institutions;
6. enforce the public sector equality duty, issuing Compliance Notices where it believes the law has been breached;
7. provide education and training to make individuals and institutions aware of their rights and responsibilities;
8. produce guidance and statutory codes of practice to support individuals and organisations to comply with the law and promote good practice; and
9. make grants to others.

## Strategic Plan and Annual Report

1. The Equality Act 2006 requires the Commission to publish a Strategic Plan every three years setting out: the activities or types of activity it plans to carry out; the expected timetable for these activities; and the priorities for these activities (or the principles on how these priorities should be determined). The Commission is required to review its Strategic Plan at least once every three years from publication, although it does not have to revise the plan after each review if it does not think it appropriate to do so. It must publish the original plan and each revision of it, and ensure that the plan and each revision is sent to the Secretary of State to lay before Parliament.
2. Before preparing or reviewing a plan the Commission shall:

(a) consult those having knowledge or experience relevant to the Commission's functions as the Commission thinks appropriate;

(b) consult such other persons as the Commission thinks appropriate;

(c) issue a general invitation to make representations, in a manner likely in the Commission's opinion to bring the invitation to the attention of as large a class of persons who may wish to make representations as is reasonably practicable; and

(d) take account of any representations made.

1. The Equality Act 2006 requires the Commission to prepare an annual report for each financial year on the performance of its functions in that year. An annual report shall, in particular, indicate in what manner and to what extent the Commission's performance of its functions has accorded to the plan under 1.7. The matters addressed by an annual report shall, in particular, include the Commission's activities in relation to Scotland and Wales. The Commission shall ensure the annual report is sent to the Secretary of State to lay before Parliament; and send a copy to the Scottish Parliament, and the National Assembly for Wales.

## Responsibility and accountability

### Statute

1. The Commission is not a servant or agent of the Crown and Commissioners, Committee members and officers are not civil servants.

### Ministerial responsibility

1. The Secretary of State with responsibility for Women and Equalities is accountable to Parliament for the business of the Commission. The Secretary of State is required under the Equality Act 2006 to have regard to the desirability of ensuring the Commission is under as few constraints as reasonably possible in determining its activities, timetables and priorities. The Secretary of State also approves the amount of grant-in-aid to be paid to the Commission. 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 Equalities Office/Department for Education

1. The Government Equalities Office (GEO) (which since September 2015 has been part of the Department for Education (DfE) is the Government Sponsor for the Commission.
2. The relationship between the Sponsor Department and the Commission is governed by a jointly agreed [Framework Document](https://www.equalityhumanrights.com/en/who-we-are/how-we-work-government). This document sets out the legal, policy, procedural and resources framework in which the Commission operates, and the arrangements for managing the relationship between the Commission and GEO/DfE. The Framework Document will be reviewed periodically and as part of any machinery of government changes.
3. The Permanent Secretary of the DfE is the [Principal Accounting Officer](https://www.gov.uk/government/publications/managing-public-money) for the Commission, accountable to Parliament for all the expenditure, including grant-in-aid and the conditions attached to it, given to the Commission. The Director of the GEO has the formal lead responsibility for the GEO’s relationship with the Chief Executive and Accounting Officer of the Commission. Together, the Permanent Secretary of the DfE and the Director of the GEO are responsible for:
4. accounting for any disbursements of grant to the Commission;
5. sponsorship of the Commission’s aims in central government;
6. facilitating the relationship with any other department(s) with an interest in the Commission’s business; and
7. the quality of the GEO/DfE relationship with the Commission.

## The Board

1. The Board is made up of between 10 and 15 members called Commissioners, including the Chair and Deputy Chair, appointed by the Secretary of State. The Chief Executive Officer (the Chief Executive) is a Commissioner *ex officio* by virtue of the Act.
2. The Board is led by a Chair who is responsible for presiding over its meetings and performing other functions set out in their letter of appointment. In partnership with the Chief Executive, the Chair and Commissioners set the overall direction, policy and plans of the Commission.

### Role and responsibilities of the Board

1. The Board is responsible for:
2. establishing the strategic direction and maintaining oversight of the Commission;
3. ensuring the Commission discharges its statutory duties under the Equality Act 2006 and obligations under the Paris Principles in line with the Framework Document; high standards of corporate governance; and principles of public law;
4. ensuring the Commission operates within its statutory and delegated authority, including any conditions relating to the use of its grant-in-aid specifically, and the use of public funds more generally in compliance with HM Treasury Guidance on [‘Managing Public Money’](https://www.gov.uk/government/publications/managing-public-money);
5. ensuring that effective arrangements are in place to provide assurance on risk management, good governance and internal control;
6. determining the Commission’s performance metrics and monitoring performance against them; and ensuring it demonstrates resources are being used to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes;
7. holding the Chief Executive to account for performance and delivery against strategic and business plan priorities; objectives and budgets including follow-up actions on its decisions;
8. formulating a strategy for ensuring the Commission is open and transparent in all that it does, providing Parliament and the public with as full information as may be requested concerning its policy decisions, and actions. This includes full compliance with the Freedom of Information Act 2000, the Data Protection Act 1998, as amended and its adopted complaints procedures;
9. making publicly available annual reports, and, where practical and appropriate, release summary reports of meetings and invite evidence from members of the public on matters of public concern;
10. promoting and protecting the Commission’s position, values, mission, vision, integrity, image and reputation; and
11. ensuring high standards of corporate governance that command the confidence of the Commission’s stakeholders are observed at all times.

## Board reserved matters

1. The following matters are reserved to the Board (reserved matters):

### Regulation and control

1. approval of delegation of any of the Board powers to the Chief Executive;
2. approval of substantive amendments to the Governance Manual (substantive amendments could include, for example, amendments (other than minor revisions) to paragraphs 1.19-1.31 (Board reserved matters) and 1.59-1.62 (Delegations to the Chief Executive) or 3.3- 3.8 (Executive Group delegations);
3. review and approval of the Commission’s overall corporate governance arrangements, taking into account the advice of the Audit and Risk Assurance Committee;
4. approval of taking/termination of leases for office accommodation
5. approval of Board and Committee schedule of meetings;

### Appointments

1. appointing and dissolving Committees and sub-Committees and their Chairs;
2. approving terms of reference of Committees and sub-Committees;
3. appointing and terminating the appointment of the Chief Executive;
4. appointing Investigating and Inquiry Commissioners;

### Strategy, Business Plan and budget

1. approving (including varying) the Strategic Plan;
2. approving (including varying) the annual Business Plan and annual budget;
3. ensuring the statement of accounts complies with any directions given by the Secretary of State;

### Operational decisions

1. approving the policy content of strategic documents e.g. Strategic Plan;
2. 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;
3. approving the proposed response to external consultations of strategic importance e.g. review of Commission powers, NHRI status etc.;
4. approving the scheme of financial delegation;
5. approving the use of regulatory powers likely to have significant resource and risk implications;
6. approving legal strategy;
7. approving major change s to the organization;
8. considering and approving, on the recommendation of the Chief Executive, strategic policies relating to the discharge of the Commission’s statutory functions;

### Risk management

1. approving the strategy and policy for management of risk;
2. approving the Strategic Risk Register;

1.42. considering reports on risk management and financial controls, on request or as brought to their attention by the Chief Executive or the Chair of the Audit and Risk Assurance Committee;

### Financial and performance reporting arrangements

1. appraising performance of the Commission’s affairs, which shall include:
2. Monitoring performance against strategic and business plan objectives; equality objectives under the public sector equality duty; and any other targets set by the Board, including use of financial resources. This will be by means of receipt of reports from the Chief Executive;
3. approving and reviewing the Framework Document with Government;
4. approving and presenting the Commission’s statement of accounts to the Secretary of State and the Comptroller and Auditor General;
5. maintaining oversight of the Chief Executive’s objectives through receipt of reports from the Chief Executive; and
6. approving the Commission’s key performance indicators, in line with National Audit Office guidelines.
7. This does not preclude the Chair or the Board deciding other matters, non-reserved, should they come to the Board for discussion or decision. The Board may decide on any matter it wishes that is within its legal powers.

## Delegations

### General

1. The Board is empowered under the Equality Act 2006 to delegate the discharge of a function (including, for the avoidance of doubt, what would otherwise be a Reserved Matter) to:
2. a Committee;
3. a Commissioner; or
4. an officer.
5. Any delegation made by the Board may be limited or made subject to conditions and may allow sub-delegations. The nature and scope of new and amended delegations from the Board will be recorded in the minutes of Board meeting where these decisions are taken.
6. The Board may vary, revoke or add to any existing non-statutory delegations it has made in exercise of its powers.
7. The Board remains responsible for all of its functions under the Equality Act 2006, even those delegated to a Committee, Commissioner, or an officer.

### Delegations to Committees

1. The Equality Act 2006 required the Commission to establish three statutory decision-making Committees:
2. Disability Committee (this Committee ceased to exist on 31st March 2017 under the Equality Act 2006 (Dissolution of the Disability Committee) Order 2014. A new Disability Advisory Committee was established, holding its first meeting (with a transitional membership) on 10 July 2017.
3. Scotland Committee (Terms of Reference are at Annex 1);
4. Wales Committee (Terms of Reference are at Annex 2).
5. Schedule 1 to the Equality Act 2006 contains statutory delegations of certain powers to these Committees. The powers still in force are at paragraphs 21 and 22 in respect of the Scotland Committee; and paragraphs 29 and 30 in respect of the Wales Committee. Such delegated powers are not exercisable by the Board.
6. These statutory Committees have a duty to advise the Commission on the exercise of its functions insofar as they affect Scotland and Wales.
7. The Board also has a duty to consult these statutory Committees before exercising a function in a way which is likely, in the Board’s opinion, to affect people in Scotland or in Wales.
8. Management of Committee input into Board decisions is set out in paragraphs 5.36 - 5.42.
9. The Act also makes provision for the Board to establish additional decision-making or advisory committees. Membership of decision-making and advisory committees may include Commissioners, non-Commissioners or staff. The Board delegates to each Committee it establishes the discharge of those functions which fall within their approved terms of reference. The Board currently has in place three such Committees:
10. the Disability Advisory Committee (DAC). DAC’s Terms of Reference are at Annex 3;
11. the Audit and Risk Assurance Committee (ARAC). ARAC’s Terms of Reference are at Annex 4)
12. the Human Resources and Remuneration Committee (HRRC). HRRC’s Terms of Reference are at Annex 5.
13. Unless the Board imposes a condition to the contrary, a Committee may delegate the discharge of a function delegated to it by the Board to a Committee member, or an officer, subject to any conditions imposed by that Committee.
14. Members of the statutory and non-statutory committees are important advisers, guardians and ambassadors of the Commission. As such, whether Commissioner or independent members, they are expected to comply with the code of conduct and conflicts of interest guidance, set out in Part 4 of this Manual, whenever they conduct the business, or act as a representative, of the Commission.

### Commissioner Working Groups

1. For time-limited projects or specific topic areas the Commission may also set up Working Groups, with input or leadership from one or more Commissioners. These will report to the Board, directly or through Committees, and have clear and specific Terms of Reference agreed by the Board. The Commission currently has in place the following Working Groups:
2. the Commissioner Working Group on Treaty Monitoring and Related Matters (Terms of Reference are at Annex 6);
3. the Commissioner Working Group on “Is Britain Fairer?” and related matters (Terms of Reference are at Annex 7).

### Executive Decision-Making Groups

1. For the ongoing management of the Commission, its programmes, projects and regulatory activity the Chief Executive may set up executive decision-making groups, boards, panels or similar groups. These will typically have an officer only membership, be overseen by an Executive Director and will report to the Board through routine summary reports. The Commission currently has in place three such groups.

a) Executive Group (Terms of Reference are at Annex 8);

b) Delivery Group (Terms of Reference are at Annex 9);

c) Prioritisation Group (PG) (Terms of Reference are at Annex 10).

### Records of delegations

1. Decisions on delegations must be minuted.

### Delegations to the Chief Executive

1. The Board has delegated to the Chief Executive, in consultation with the Chair, as appropriate, the discharge of all functions of the Commission other than:
2. any Reserved Matter;
3. any matter delegated to a Committee.
4. The Board authorises the Chief Executive to sign contracts or other documents on behalf of the Commission and to make arrangements they deem appropriate to delegate this authority to one or more officers. The Chief Executive may sub-delegate in accordance with the delegations afforded to him/her in accordance with his/her role as Accounting Officer.
5. The Board may also instruct a Committee or an officer as to how to exercise a delegated authority.
6. Unless determined by the Board, the Chief Executive shall be responsible for implementing, executing and delivering (as the case may be) the actions needed to give effect to decisions made and directions given by the Board.

## The ‘Call in’ function

1. Two or more Commissioners, in consultation with the Chief Executive, Chair, or where they have a conflict of interest the Deputy Chair, may decide to ‘call in’ a particular regulatory decision for the Board’s decision, including any matter that has been delegated to the Chief Executive and officers

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1. To enable the ‘call in’ function to work properly, Commissioners will be sent a summary of regulatory decisions (e.g. a summary of Prioritisation Group decisions) and Commissioners will have three working days to notify the Chief Executive of their desire to ‘call in’ a particular regulatory decision for the Board’s decision. The Commission’s Corporate Governance Team will then make arrangements for an extraordinary meeting of the Board as soon as possible, taking into account the timescales associated with the particular decision.
2. Two or more Commissioners can ‘call in’ a particular decision on the basis of challenging how risk and/or resources have been assessed and whether the decision should have been escalated to the Board.
3. The ‘call in’ function will not apply to those regulatory decisions that require immediate action. In those instances, the Prioritisation Group will consult the Chief Executive before advising the Board of the outcome of its decision.

## Chair’s action

1. Where a 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 to seek Board agreement by correspondence (under the procedure set out at para 5.46-5.50) (the Chair or (where the Chair has a conflict of interest) the Deputy Chair, may take the required decision under the Chair’s action procedure (see paragraphs 5.51-5.57)
2. Where it is a question of judgement as to whether a matter is reserved, or where there is doubt over whether a non-reserved matter should be referred to the Board, it should be brought to the attention of the Chief Executive. The Chief Executive, in consultation with the Chair or (if they have a conflict of interest) the Deputy Chair, will exercise their judgement as to whether it is a reserved matter and/or whether it should be referred to the Board in any event.

## Relations with the NHRI equivalent bodies in Scotland and Northern Ireland

1. A revised Memorandum of Understanding between the Commission and the Scottish Human Rights Commission (SHRC) was signed in December 2016 by the Chairs of both Commissions. The Memorandum is attached at Annex 10.
2. A Memorandum of Understanding between the Commission, the Northern Ireland Human Rights Commission and the Scottish Human Rights Commission was signed in April 2010. It is attached at Annex 11.

# Part 2: The Board: roles and responsibilities

## The role of the Chair

* 1. The Equality Act 2006 sets out the role of the Chair as follows:
	2. preside over meetings of the Board; and
	3. undertake functions set out in his/her terms of appointment and those assigned to him/her by the Board.
	4. The Chair has particular responsibility for ensuring the Board operates effectively, makes collegiate and inclusive decisions, and provides effective strategic leadership on matters such as:
	5. formulating the Board’s strategy for discharging its statutory duties and delivering its functions, including consulting on its Strategic Plan;
	6. leading the Board and, in partnership with the Chief Executive, setting the overall direction, policy and plans for the Commission;
	7. encouraging high standards of propriety and promoting the efficient and effective use of resources throughout the organisation;
	8. representing the views of the Board to the general public;
	9. building and maintaining positive and effective working relationships with Ministers, Parliamentarians and other Senior Stakeholders, both nationally and internationally;
	10. representing the Commission as a visible national champion for equality and human rights;
	11. supporting Commissioners, including the Chief Executive, in undertaking their roles, including agreeing objectives, and undertaking annual appraisals; and
	12. establishing a relationship of trust with the Chief Executive, informing him/her of key developments in a timely manner and seeking advice and support as appropriate.

## The role of the Deputy Chair

* 1. The Act sets out the role of the Deputy Chair as follows, to:
	2. preside over meetings of the Commission in the absence of the Chair; and
	3. undertake functions set out in his/her terms of appointment and those assigned him/her by the Commission i.e. the Board.

## Scotland and Wales Commissioners

* 1. The Equality Act 2006 requires the Commission to include:
1. A commissioner who is (or has been) a disabled person.
2. A Commissioner, who knows about conditions in Scotland (the "Scotland Commissioner") who shall be appointed by the Secretary of State with the consent of the Scottish Ministers.
3. A Commissioner who knows about conditions in Wales (the "Wales Commissioner") who shall be appointed by the Secretary of State with the consent of the Welsh Ministers.
	1. In addition to the general roles, duties and responsibilities set out below, the Scotland Commissioner has particular responsibilities for the following matters:
4. chair the Commission’s statutory Scotland Committee, setting the direction of the national work programme and monitoring delivery, providing challenge and support to the Executive Director of Scotland and Corporate Delivery;
5. interaction with the Board and Chair of the Commission, engaging with other Commission committees and working groups on Scotland and GB-wide matters;
6. contributing to the process of advising the Scottish Government about equality and human rights law and its potential effects;
7. contributing to the development of the Commission’s annual report, strategic plan and business priorities in respect of Scotland;
8. representing the Commission in Scotland, including stakeholder and community engagement;
	1. In addition to the general roles, duties and responsibilities set out below, The Wales Commissioner has particular responsibilities on the following matters:
9. chair the Commission’s statutory Wales Committee, setting the direction of the national work programme and monitoring delivery, providing challenge and support to the Executive Director of Corporate Strategy and Policy and Wales ;
10. interaction with the Board and Chair of the Commission, engaging with other Committees and working groups on Wales and GB-wide matters;
11. contributing to the process of advising the Welsh Government about equality and human rights law and its potential effects;
12. contributing to the development of the Commission’s annual report, strategic plan and business priorities in respect of Wales;
13. representing the Commission in Wales, including stakeholder and community engagement.

## The role of Commissioners

* 1. Commissioners’ letters of appointment from the Secretary of State set out their responsibilities, which would generally include:
	2. being a member of the Board, working in partnership with the Chair and Chief Executive to set the direction, policy and plans of the organisation. To be responsible to the Chair of the Commission who is in turn responsible to the Secretary of State for Education and Minister for Women and Equalities;
	3. helping to formulate the Commission’s strategy for discharging its core functions, including delivery of, and reporting against its three-year Strategic Plan;
	4. supporting the Chair by forging good relationships with the private, public and voluntary sectors, enabling a wide range of views to be taken into account in Board decisions;
	5. upholding good governance practice and performance improvement in the Commission, ensuring that it has proper controls, systems and processes in place;
	6. supporting the development of a realistic, timely and fully costed annual business plan with clear success indicators and measure the organisation’s performance against it;
	7. being an effective member of the Board by: helping to set clear strategic direction for the Commission; ensuring that there is a sound evidence base for Board decisions and a collective understanding of their consequences; and scrutinising the Commission’s performance and supporting the Chair in holding the Chief Executive to account;
	8. building and maintaining positive and effective working relationships with partners and understand the concerns of diverse sections of the population. To represent the Commission in discussions with stakeholders, and with other partners; and
	9. acting at all times in accordance with the values of the Commission, the Cabinet Office Code of Conduct for Board Members of Public Bodies and the Seven Principles of Public Life set out by the Committee on Standards in Public Life (see Part 4 of this Governance Manual).
	10. Commissioners’ letters of appointment from the Secretary of State set out their principal tasks and accountabilities which may include to:
1. ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control. To oversee the discharge of the Commission’s functions, in particular:
2. establish and take forward the strategic aims and objectives of the Commission consistent with its overall strategic direction and within the resources framework available;
3. ensure that any statutory or administrative requirements for the use of public funds are complied with; that the Commission operates within the limits of its statutory authority and budget and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, it takes into account, where appropriate to do so, relevant guidance issued by Government;
4. ensure that the Board receives and reviews regular financial information concerning the management of the Commission, is informed in a timely manner about any concerns about the activities of the Commission and provides positive assurance to the sponsor Department that appropriate action has been taken on such concerns
5. demonstrate high standards of corporate governance at all times, including by using the Audit and Risk Assurance Committee to help the Commission address key financial and other risks;
6. uphold high standards of impartiality and integrity, ensuring (for example) that the organisation acts in accordance with Cabinet Office guidance on lobbying and attendance at party conferences, and
7. give due weight to the proper management and use of public resources.

## Board Members’ collective accountability

* 1. Members of the Board have collective responsibility for decisions of the Board and any public statement arising from these decisions. Members are expected to be loyal to the Commission and to remain fully committed to its decisions and the activities arising from them.
	2. The Board seeks to debate issues based on appropriate, accurate and timely information and advice. It seeks to achieve consensus on major decisions. If a Board member does not agree with the general view of the majority of the Board on a matter of substance, internal debate should continue to seek a consensus. This may include:
* The Board member raising their concerns with the Chair or, where they have a conflict of interest, the Deputy Chair.
* The full Board revisiting the issue over a period of time.
	1. Where it is ultimately not possible to achieve consensus, collective decisions will be based on a majority, with the Chair holding a casting vote.
	2. While a Board Member may request that their dissention following a vote be expressly recorded in the minutes of the relevant Board meeting, minority views will not be made public. The Board Member concerned would be expected to continue to argue the point internally, while expressing the majority view externally, or to resign before making their dissent known publicly.
	3. In dealing with such conflicts, there is an expectation that the Board Member concerned will personally seek to avoid speaking publicly against the decision of the Board. Nominated Board members (other than those who disagreed with a decision) may be required to explain and articulate specific decisions.
	4. If a member resigns, he or she may state the basis for the disagreement, but may not publicly repeat the arguments of other members.

## Board Members’ Individual accountability

* 1. Members of the Board will:
1. abide by this Governance Manual and observe the highest standards of propriety in fulfilling their collective responsibilities, upholding the Seven Principles of Public Life;
2. comply with the Commission’s code of conduct (see Part 4 of this Governance Manual) and Terms and Conditions of Appointment;
3. give proper time and attention to their duties and personal development as members of the Board;
4. uphold and promote the work of the Commission including collective corporate decisions and not publicly criticise it;
5. participate in an annual appraisal of their own performance with the Chair, including identification of any personal development needs;
6. not occupy paid party political posts or particularly 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. See the ["Addison rules"](http://www.publications.parliament.uk/pa/ld/ldcomp/ldctso08.htm), set out in paragraphs 4.83 and 4.84 of the Companion to the standing orders and guide to the Proceedings of the House of Lords.);
7. not make party political speeches or engage in other political activities on matters directly affecting their public duties as a member of the Commission;
8. not use their position or misuse information gained in this role for personal or private benefit or gain; and
9. conduct all their dealings with the public in an open and responsible way and ensure full compliance 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)’.

## Whistleblowing

* 1. The Commission is committed to maintaining the highest standards of integrity, honesty and professionalism. It makes every effort to ensure that its business is conducted in accordance with these standards. Where a Commissioner is aware of or suspects certain failures or wrongdoings they are encouraged to raise any concern they have at an early stage with the Chair to enable steps to be taken to safeguard the organisation. Where the matter relates to the Chair it should be raised with the Deputy Chair in the first instance and if necessary, through the senior official of the Commission’s departmental sponsor team with the responsible Minister to enable the matter to be investigated as appropriate. Effective whistleblowing is both an instrument in support of good governance and a manifestation of a more open organisational culture.

## Registration and declaration of interests/gifts and hospitality

* 1. Members of the Board will comply with the rules on receipt and registration of gifts and hospitality (see Part 4 of this Governance Manual). This includes

1. completing the Register of Commissioners' Interests on appointment and reviewing it annually or earlier if any declarable interests arise
2. declaring an interest at the start of a Board or Committee meeting if they have a personal or business interest in an issue on the agenda and withdrawing from the meeting if required.

## Expenses

* 1. Members of the Board may seek reimbursement of reasonable expenses solely incurred in exercise of their duties, in accordance with the Commission’s policy and guidance set out in the “Commissioners’ Fees and expenses guidance”.

## Confidentiality

* 1. Members of the Board are required under section 6 of the Equality Act 2006 to maintain confidentiality in respect of information relating to the Commission’s business, in addition to other issues required by law to be kept confidential (see paragraphs 4.36-4.37).

## Accountability for public funds

* 1. The Board has a duty to ensure that public funds are properly safeguarded and that, at all times, the Commission conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in Government Accounting.
	2. Members of the Board are responsible for ensuring that the Commission does not exceed its powers or functions, including any limitations on its authority to incur expenditure. Advice to Board members on these matters will normally be provided by the Chief Executive, and Legal Director.

## The Board as an employer

* 1. The Board shall appoint the Chief Executive, subject to the consent of the Secretary of State. The Chief Executive shall be a Commissioner *ex officio*.
	2. The Board shall ensure, through the Chief Executive, that as a responsible employer it complies with all the relevant employment legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the Commission.
	3. The Board has responsibility for monitoring the performance of the Chief Executive, and they should ensure he/she adheres to the Code of Conduct at Part 4. Where the terms and conditions of employment of the Chief Executive and other officers include an entitlement to be considered for performance-related pay, these will be assessed by the Human Resources and Remuneration Committee.

## Member/officer relationship

* 1. Members of the Commission and staff shall treat each other with mutual respect. Any dealings between members of the Board and staff should observe reasonable standards of behaviour and courtesy, consistent with the Commission’s values of fairness, dignity and respect.

# Part 3: The Commission’s Officers: Roles and Responsibilities

## The role of the Chief Executive and Accounting Officer

1. The Chief Executive has responsibility under authority delegated by the Board, for the overall organisation, management and staffing for the Commission and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values embodied in the Nolan Committee’s Seven Principles of Public Life (see Part 4 of this Governance Manual).
2. The Chief Executive is responsible for:
3. fulfilling the Commission’s statutory duties and exercising its statutory powers;
4. 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;
5. developing plans, programmes and policies in line with the agreed strategy for Board approval;
6. accounting to the Board for realising its strategy, Business Plan priorities, aims and policies including follow-up action on its decisions;
7. ensuring the Board receives regular financial management and performance reports that are accurate, timely and clear;
8. developing processes and structures to ensure that expenditure proposals are reviewed thoroughly, that associated risks are identified and appropriate steps taken to manage the risks;
9. establishing a relationship of trust with the Chair, informing and consulting him/her on key developments in a timely manner and seeking advice and support as appropriate, including advice and support in his/her role;
10. developing an organisational structure and establish processes and systems to ensure the efficient organisation of resources;
11. leading the Executive Group (EG), including the development of performance objectives and appraisals for Executive Directors;
12. acting as the Commission’s designated Accounting Officer, responsible to the Public Accounts Committee, the Principal Accounting Officer and the Board, on the Commission’s economic, efficient and effective use of public funds and with personal accountability and responsibility for: the Commission’s propriety and regularity; keeping of proper accounts; prudent and economical administration; avoidance of waste and extravagance; efficient and effective use of available resources; organisation, staffing and management; and ensuring that appropriate advice is tendered to the Board on all these matters.

1. The Board has delegated to the Chief Executive the following matters of regulation and control:
2. approval of amendments to the Board’s Governance Manual (save for substantive amendments which are reserved to the Board); and
3. to implement and update the Commission’s overall corporate governance arrangements, taking into account the advice of the Audit and Risk Assurance Committee.
4. The Board delegates to the Chief Executive the following matters of organisation and appointments:
5. developing and reviewing the Commission’s operating model and organisational structure, in consultation with the Board and Committees as appropriate, and
6. appointing senior staff and ensuring the organisational structure is populated with staff with the appropriate skills, expertise and behaviours.
7. The Board delegates to Chief Executive the following matters of strategy, business plan and budget:
8. preparing (including varying) and conducting the statutory public consultation on the draft Strategic Plan for consultation and approval by the Board and Statutory Committee;
9. implementing the Strategic Plan, including preparing (in consultation with the Board and Committees where the Chief Executive considers necessary),, and implementing (including varying) the Business Plan and annual budget; and
10. preparing the annual report and statement of accounts, and ensuring it complies with any directions given by the Board or the Secretary of State.
11. The Board delegates to the Chief Executive the following operational decisions:
12. preparing , (in consultation with the Board and Committees where EG considers necessary),, the policy content of strategic documents (e.g. domain strategies);
13. preparing, (in consultation with the Board and Committees where the Chief Executive considers necessary), reports to Parliament and the United Nations of Britain’s progress and compliance with international equality and human rights instruments;
14. preparing (in consultation with the Board and Committees where the Chief Executive considers necessary),, the proposed response to an external consultation of strategic importance e.g. review of the Commission’s powers, NHRI status etc.;
15. implementing the scheme of financial delegation;
16. making recommendations to the Board and Committees, as appropriate, about the use of regulatory powers likely to have highly significant resource and risk implications;
17. making appropriate use of regulatory powers likely to have significant resource and risk implications, within the scope of the annual Business Plan;
18. implementing legal strategy; and
19. developing and implementing, in consultation with the Board and committees where the Chief Executive considers necessary, strategic policies relating to the discharge of the Commission’s statutory functions.
20. The Board delegates to the Chief Executive the following matters of risk management:
21. preparing (in consultation with the Board and Committees where EG considers necessary),, and implementing the strategy and procedures for management of risk;
22. maintaining the Strategic Risk Register; and
23. preparing reports on risk management and financial controls, and bringing them to the attention of the Audit and Risk Assurance Committee, and/or Board, as appropriate.
24. The Board delegates to the Chief Executive the following financial and performance reporting arrangements:
25. driving, monitoring and reporting performance of the Commission’s affairs, which shall include:
* performance against Strategic and Business Plan objectives;
* performance against equality objectives under the Public Sector Equality Duty;
* performance against any other targets set by the Board, including use of financial resources. This will be by means of receipt of monthly reports from Directors, and preparation of reports to the Board;
1. negotiating and implementing the Framework Document with Government; and
2. approving and presenting the Commission’s statement of accounts to the Secretary of State and the Comptroller and Auditor General.

## Executive Decision-Making Groups

1. The Chief Executive shall establish such executive decision-making groups as s/he considers appropriate to deliver the Commission’s strategic objectives and provide collective and corporate leadership for the efficient business planning, regulatory decision-making, and overall delivery and operation of the Commission.
2. The Commission has three such executive decision-making groups:
* Executive Group (Terms of Reference are at Annex 10)
* Delivery Group (Terms of Reference are at Annex 11); and
* Prioritisation Group (Terms of Reference are at Annex 12).

The Executive Group is responsible for dealing with matters that concern the Commission as a whole: its organisation, management, institutional strategy (including NHRI status), risk strategy and strategic risks, and use of staff and financial resources.

1. The Executive decision-making bodies shall be chaired by an Executive Director who shall:
* provide accurate and timely information to enable the Board to fulfil its governance responsibilities effectively;
* in consultation with the Chief Executive, escalate any high risk and/or high impact issues for the timely attention and consideration of the Board;
* support the Chair and the Board in fulfilling their role and responsibilities as set out in this Governance Manual.

## All Commission Officers

1. Officers are expected to exemplify the Public Service Values set out in Part 4.
2. Officers must comply with applicable corporate polices and guidance. These are made available to staff via the Commission’s intranet, and include:
3. employment policies (including fair treatment, health and well-being);
4. corporate security policies (including IT security);
5. governance policies (including data protection, staff interests, Freedom of Information policy and complaints policy);
6. communications and stakeholder relations guidance;
7. programme and project management guidance and processes;
8. operating standards;
9. health and safety policies and guidance.

# Part 4: Code of Conduct and conflicts of interest

## General principles

### Introduction

1. Members of the Board, Independent Committee members and Officers must observe the Code of Conduct whenever they conduct the business of or act as a representative of the Commission.
2. Members of the Board, Independent Committee members and Officers endorse and agree to abide by the [Nolan Principles of Standards in Public Life](https://www.gov.uk/government/publications/the-7-principles-of-public-life), [Standards in Public Life](https://www.gov.uk/government/publications/mps-ministers-and-civil-servants-executive-quangos); and the [Six Principles of Good Governance](https://www.frc.org.uk/directors/corporate-governance-and-stewardship/uk-corporate-governance-code).

### The Nolan Principles of Standards in Public Life:

1. **Selflessness**: holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or other friends.
2. **Integrity**: holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
3. **Objectivity**: in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **Accountability**: holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness**: holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **Honesty**: holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership**: holders of public office should promote and support these principles by leadership and example.

### The six principles of good governance:

1. Focusing on the organisation’s purpose and on outcomes for citizens and service users:
2. Being clear about the organisation’s purpose and its intended outcomes for citizens and service users.
3. Making sure that users receive a high quality service.
4. Making sure that taxpayers receive value for money.
5. Performing effectively in clearly defined functions and roles:
6. Being clear about the functions of the governing body.
7. Being clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out.
8. Being clear about relationships between governors and the public.
9. Promoting values for the whole organisation and demonstrating the values of good governance through behaviour
10. Putting organisational values into practice.
11. Individual governors behaving in ways that uphold and exemplify effective governance.
12. Good governance means taking informed, transparent decisions and managing risk:
13. Being rigorous and transparent about how decisions are taken.
14. Having and using good quality information, advice and support.
15. Making sure that an effective risk management system is in operation.
16. Good governance means developing the capacity and capability of the governing body to be effective:
17. Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well.
18. Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group.
19. Striking a balance, in the membership of the governing body, between continuity and renewal.
20. Good governance means engaging stakeholders and making accountability real:
21. Understanding formal and informal accountability relationships.
22. Taking an active and planned approach to dialogue with and accountability to the public.
23. Taking an active and planned approach to responsibility to staff.
24. Engaging effectively with institutional stakeholders.

## Responsibilities of individual Board members and Committee members

### General responsibilities

1. The success of the Commission will depend on the support and expertise of its Commissioners. Board Members will need to provide knowledgeable, impartial and balanced perspectives on a range of sensitive and complex issues. They will be public ambassadors for the Commission, promoting its values and engaging with a wide range of stakeholders.
2. Members of the Board must fulfill the specific responsibilities set out at Paragraphs 2.7 and 2.8 whenever they conduct the business, or act as a representative of the Board.
3. The responsibilities of non-Commissioner Committee members are generally similar to those of Commissioners unless modified in the terms of reference of Committees or in individual members' appointment letters.

### Personal liability

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

### External engagement

1. Commissioners support the effective delivery of the Commission’s and communication strategy.

1. Commissioners may be approached directly by stakeholders or the media to provide comments or deliver speeches on behalf of the Commission. Commissioners and Committee Members may also engage in public dialogue through direct use of social media.
2. The general principles that should apply to such situations are:
3. respect and ethics;
4. accuracy;
5. value and interest; and
6. disclosure and transparency.
7. The specific protocols for dealing with such situations are:
8. The Commission does not always publicly respond to something when asked to do so. The Commission’s aim is not simply to secure media coverage but to use the evidence generated by our work to advance our strategic objectives. Our comments to the media and the key themes of our speeches therefore follow the lines formally established by the Commission and are approved by the Chief Executive or other relevant member of the Executive Group. When approached directly by stakeholders or the media to provide a comment in a Commission capacity, Commissioners and Committee Members should direct the request to the Press Office. It is available seven days a week through email: media@equalityhumanrights.com, or by phone: 0161 829 8102 or 07767 272 818.
9. It is important that the Commission’s position is not open to misinterpretation through inconsistent engagement with stakeholders or the media. Individual Commissioners and Committee Members commenting on matters in their Commission capacity or on a topic within the Commission’s remit can expect to be briefed with our established lines and will normally be expected to support them.
10. These protocols apply even where the request is made in a non-Commission capacity, as any comments made may nevertheless be linked back to the Commission. Commissioners and Committee Members should also be clear to stakeholders and the media when they are speaking in a non-Commission capacity, and take care their actions do not compromise or conflict with the role as a member of the Board or Committee.
11. Where is it not possible to contact the Press Office in advance of providing a comment, then the general principles should apply. The Press Office should be notified as soon as is practicable after the comment has been provided so the intervention can be logged and followed up, as appropriate.

### Evidence to Parliamentary Committees

1. Parliamentary Committees have an important role in examining the Commission’s expenditure, administration and policies; and may also seek evidence from the Commission from time to time.
2. Members may, on occasion, be invited to give evidence to Parliamentary Committees. When they do so, they should be as helpful as possible in providing accurate, truthful and full information, refusing to provide information only when disclosure would not be in the public interest. This should be decided in accordance with the relevant statutes and in full compliance with the [Cabinet Office’s Public Bodies: A Guide for Departments, Chapter 8: Policy – Openness and Accountability](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/690951/Public_Bodies_-_a_guide_for_departments_-_chapter_8.pdf).
3. Before giving evidence, Members may find it helpful to see the [guidance on Departmental Evidence and Response to Select Committees](https://www.gov.uk/government/publications/departmental-evidence-and-response-to-select-committees-guidance).
4. Similarly, the Chief Executive may be called, as an Accounting Officer, to give evidence to the Public Accounts Committee (PAC). [Guidance on giving evidence to the PAC is set out in the Accounting Officer Memorandum](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/742189/Managing_Public_Money__MPM__with_annexes_2018.pdf).
5. Board Members wishing to give evidence to Committees should advise the Chair and Chief Executive of their intention. They should discuss with them the handling of any oral or written evidence they want to submit and whether they expect to be giving evidence on behalf of the Commission or in a personal capacity. The Parliamentary Committee should be advised of the status of the witness.
6. Subject only to a Committee’s power to decide to require the attendance of a witness, the decision on whether to give evidence is solely for the individual concerned. There must be no pressure placed on individuals to deter them, or action taken against them as a consequence of giving evidence to a Parliamentary Committee. Any such actions might be regarded as contempt of the House, with potentially serious consequences for those involved.

### Non-compliance: process for investigations

1. Where any person alleges that a Member has failed to comply with the Code of Conduct, the Chair will require details of any alleged contravention of the Code in writing in order to determine whether there is sufficient evidence of a potential breach of the Code as to warrant investigation.
2. Where the Chair considers that an investigation is required they will appoint the Legal Director (or any other person the Chair considers appropriate) to investigate the matter and prepare a report to determine whether the Board Member concerned has contravened the Code of Conduct.
3. Where the report prepared for the Chair concludes that there has been a failure to comply with the Code of Conduct, the Chair will refer the matter to the Board for consideration and to determine what further action (if any) should be taken, including whether to recommend to the Secretary of State that the Board Member concerned be removed from office, being unable or unfit to carry out the duties of their office.
4. In the event that any person alleges that the Chair has failed to comply with the Code of Conduct, the Board will ensure that a third party is appointed to investigate the alleged contravention in accordance with the above requirements, in place of the Chair.
5. The Secretary of State may remove a Member in accordance with the terms and conditions of their appointment, if they are considered unable or unfit to discharge the functions of a Member. This includes failing to perform the duties required of Members to the standards expected of persons who hold public office and failing to meet their obligations and responsibilities as described in this document.
6. Where any person alleges that a non-commissioner committee member has failed to comply with the Code of Conduct, a similar process to that set out at 4.28 - 4.32 shall be followed. The Board may remove such a member in accordance with the terms and conditions of their appointment.

### Confidential information

1. Section 6 of the Equality Act 2006 creates a summary criminal offence of unauthorised disclosure by a former or current Commissioner, Investigating Commissioner, officer, or member of a committee established by the Commission, of information provided to the Commission by third parties in the course of an inquiry, investigation, assessment, compliance notice process, or a negotiation to obtain an agreement. Particular care should therefore be taken to avoid disclosing to any person (or otherwise acting on) any discussions relating to decisions which have not yet been made public. For example, decisions to launch a formal investigations or inquiries etc.
2. Even where disclosure would not breach Section 6, Members must ensure that they do not disclose to any person information received during their Commission duties, where such information has been provided to the Commission on a confidential basis.

## Responsibilities of Officers

### General responsibilities

1. Commission staff are expected to exemplify the Public Service Values set out above.

### Personal liability

1. Legal proceedings by a third party against officers are very rare. Except for fraud, negligence, breach of confidence under common law or criminal offences the issue of personal liability should not arise. However, if it should, provided the Officer acted in good faith, honestly and diligently and within their remit they will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of the officers duties.

### External engagement

1. Sometimes officers who do not have specialist communications roles will be approached directly by stakeholders or the media to provide comments or deliver speeches as might be the case for Commissioners. In such cases, prior agreement must be given by the Executive Director of England and Corporate Improvement and Impact or, in their absence, the Chief Executive. Director of Communications).
2. Independent members and officers should follow the procedure set out at 4.22 (a). For routine communications activity, staff members should comply with communications policy documents and procedures set out on the Commission’s intranet.

### Evidence to Parliamentary Committees

1. The role of officers would typically be to support Commissioners in giving evidence. The Chief Executive (who is both officer and *ex officio* commissioner) would usually represent the executive if this was specifically requested by the parliamentary committee, and would in any case be likely to support other Commissioners called to give evidence.

### Non-compliance: process for investigations

1. Alleged breaches of the code of conduct by officers shall be investigated and if necessary dealt with in line with the Commission’s complaints procedure.

## Rules and guidance for Board and Committee members (“Members”) on managing a conflict of interest

### General principles

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. A conflict of interest is not always obvious. A Member is not always the best judge of what is a potential conflict for him or her. In the interest of protecting both the Member and the Commission it is important that a Member have regard to and consider very carefully the advice provided below.
3. As a minimum, members are required to:
4. declare publicly all private interests which may (or may be perceived to) conflict with their public duties. In general all financial interests should be declared. When considering what non-financial interests should be declared, Members must ask themselves whether a member of the public, acting reasonably, would consider that the interest in question might influence their words, actions or decisions;
5. remove themselves from the discussion or determination of matters in which they have a financial interest. In matters where they have a non-financial interest they should not participate in the discussion or decision-making if the interest might suggest a danger of bias.
6. It is the Member’s responsibility to ensure that they are familiar with the Commission’s rules on handling conflicts of interest; that they comply with these rules; and that their entry in the Commission’s Register of Interests is accurate and up to date.

### How to identify a conflict of interest

1. The mere existence of a private or personal interest of a Member, on its own, may not necessarily cause a conflict. A conflict arises only if, in a particular situation, there is a connection between that interest and the member’s responsibilities to the Commission as a public body. Therefore, one must always focus on what the private interest has to do with the particular matter (that is, the question, decision, project or activity) that is being considered by the Commission.
2. Labelling a situation as a ‘conflict of interest’ does not mean that corruption or some other abuse of public office has in fact occurred. Usually, there is no suggestion that the person concerned has actually taken advantage of the situation for their personal benefit, or been influenced by improper personal motives. But a perception of the possibility for improper conduct – no matter how unfair to the Member – can be just as significant. Impartiality and transparency in administration are therefore essential to maintaining the integrity of the Commission. The key issue is whether there is a reasonable risk, to a fair-minded outside observer, that the situation could undermine public trust and confidence in the Member or the Commission. The existence of this risk, or a likely perception of this risk, is what creates the conflict of interest. Whether or not the Member would actually compromise him/herself, is irrelevant.
3. A conflict of interest can arise in any number of ways. It can arise from a financial interest, or a non-financial association. It can be professional or personal. It can be caused by, among other things:
4. involvement in another business;
5. employment with another organization;
6. professional or legal obligations owed to someone else;
7. holding another office;
8. membership of another organization;
9. investments and property ownership;
10. beneficial interests in trusts;
11. gifts and hospitality;
12. debts;
13. family or close personal relationships.

### Some areas of the Commission’s work where conflict could arise:

1. The wide remit of the Commission is such that there is always a potential for conflict of interest to arise. However there are certain areas where the issue of conflict is more likely to arise, and where Members should be particularly vigilant in complying with their obligation to avoid a conflict, or the perception of a conflict, and any reputational damage to the Commission.
2. Conflicts may arise in **monitoring the law and progress** *(Sections 11 and 12 of the Equality Act 2006).*
3. In giving advice to government it is possible that a member might be in a potential conflict where they have a personal interest – perhaps a client or close associate or family member interest, or an interest arising from their association with another body – which is concerned with the application of equality and human law enactments.
4. A Member could not lawfully take part in the process of promoting legal policy in fulfilment of these provisions which would have the effect of advancing the interests of their clients, family or other personal interests. That is not to say that they cannot bring personal experience to bear on decision-making about plans and the implications of monitoring.
5. Conflicts may arise in **providing information and advice** not concerned with taking legal proceedings. (*Section 13 of the Equality Act 2006*). Where this is not delegated to officers, Members will need to be careful about conflicts.
* Conflicts may arise in the giving of **grants** (*Section 17 of the Equality Act 2006)* Here again there is a very real possibility for conflicts to arise and therefore the need for Members to be careful.
1. Conflicts may arise around **legal assistance** *(Section 28 of the Equality Act 2006).*
2. Since there is such a very wide range of circumstances in which a discrimination issue could arise, there may be conflicts that arise between private interests of Members and the interests of the Commission in a specific piece of litigation.
3. In most cases it will be enough for the Member concerned to recuse themselves from such decisions. It is only if the Member’s private interests in discrimination litigation were so extensive, that they were so frequently recusing themselves, that a more extensive consideration might be necessary as to whether they could, for instance, fulfil their role.
4. Conflicts may arise around the **Commission’s regulatory powers** (*Sections 20–24: investigations into possible unlawful acts; Sections 25–26: proceedings to restrain unlawful advertising and pressure to discriminate; Sections 31–32: enforcement of the public sector duties).* Here there is a very high obligation on Members to avoid any conflict of interest arising. The role of the Commission as a regulator is materially different from its role in supporting litigation.
5. Conflicts may arise in the **procurement of goods and services** by the Commission. The Commission will invite tenders for goods and services. Care needs to be taken by Members to avoid issues of conflict arising for example by virtue of employment or involvement with another organisation. That is not to automatically preclude an organisation of which a Member is associated with from bidding for Commission work or applying for grant funding. Appropriate measures should be put in place by the member to avoid any conflict whether real or perceived.

### Handling conflict

1. As a matter of good practice, whenever the issue of a conflict of interest arises or may be perceived to arise, the first course for the Member concerned should be to discuss the full context with senior officers and Member colleagues (as appropriate), and to take careful note of the perceptions of others concerned, recognising the risk of subjectivity.
2. The Accounting Officer has responsibility for ensuring that conflicts of interest are avoided, whether in the proceedings of the Board or in the actions or advice of its staff, including him/herself.
3. The Audit and Risk Assurance Committee has responsibility for reviewing the operation of the Commission’s corporate governance arrangements, including risk management and the Code of Conduct and register of interests for Commissioners and senior staff.

### Responsibility for avoiding conflict

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

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

1. The danger of a perceived conflict of interest is greatest for those in leadership roles. All Commissioners have a leadership role. Commissioners who have been appointed in key roles (for example Committee Chairs) will be under particular scrutiny by both the public and the law of their position as a result of that role, and need to consider particularly carefully the kind of work in which they are involved in that part of their time which is not committed to the Commission.
2. Generally where a Member is appointed part-time it will be readily acknowledged that the member is free to work in some other way. However it would be wrong to conclude from the fact that other work is contemplated, that the member is totally unrestricted in that other work. The same degree of scrutiny with respect of conflict of interest will be required.

### Expectations of Members

1. Members must:
2. obtain advice at the earliest opportunity and declare any personal or business interests, which may or may be perceived to conflict with their responsibilities as Members, to the Chair and Chief Executive of the Commission. These interests should be included in a publicly available register of interests which must be kept up-to-date by the Board Secretary;
3. at Board and Committee meetings, ensure that they declare any conflicting interest at the outset of the meeting, with declarations recorded as appropriate;
4. where the interest is pecuniary, take no part, in the discussion or determination of such matters and withdraw from the meeting;
5. where the interest is not of a direct pecuniary kind or non-pecuniary, consider whether participation in the discussion or determination of a matter would create either a real danger of bias or the perception of bias. This should be interpreted in the sense that Members might unfairly regard with favour, or disfavour, the case of a party to the matter under consideration;
6. in considering whether a real danger of bias exists in relation to a particular decision, assess whether they, a close family member, a person living in the same household as the Board Member, or a firm, business or other organisation with which the Member is connected, are likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a decision to invite tenders for a contract where a firm with which a member was connected would be significantly better placed than others to win it as a result of that association.

### Registration of Interests

1. Members are required to contribute to a Register of Interests (pecuniary or non-pecuniary, direct or indirect and including material benefit received) that are capable of causing conflict of interests. The Register can be consulted when (or before) an issue arises. The Register must be shared with other Board members and Officers and made publicly available
2. Members must register their own or close family members' or associates’ **relevant pecuniary interests** These might include:
3. any business interests (for example employment, trade, profession, contracts, or any company with which they are associated); and
4. any wider financial interests (for example trust funds, investments, and assets including land and property);
5. sponsorship or payments for specific activities not covered in (a) or (b) (e.g.one-off speaking engagements, or study tours),

which may have a direct bearing on the business of the Commission, or which a fair minded person might reasonably think could influence their judgement.

1. Members must register their own or close family members' or associates’ relevant **non-pecuniary interests** These might include membership or active involvement with any:
	1. public bodies
	2. political parties
	3. campaigning groups
	4. professional and trade bodies
	5. charities and other voluntary and community sector bodies,

which, even if not remunerated, may have a direct bearing on the business of the Commission, or which a fair minded person might reasonably think could influence a members’ judgement.

1. In considering what interests should be registered or declared, members must have in mind the following questions:
* *“Does my involvement in this activity have a direct bearing on the business of the Commission”*
* *“Would a fair-minded person think my involvement in this activity might influence my judgement?”*

If the answer to either or both is “yes” then that interest must be declared. If there is doubt, it is better for members to err on the side of caution and declare rather than not.

1. The information which members provide in this form (and in any updates subsequently submit) will normally be made publicly available on the Commission’s website. An exception is allowed for member’s **sensitive interests**. In such cases the public register will state that the member has a relevant interest, but will withhold the details.
2. To keep the Register of Interests **up to date,** an annual update reminder must be issued by the Secretary of the Board. Declarations of interest shall be a standing item at Board meetings. Nevertheless, it is every individual member's responsibility to ensure that relevant amendments are brought promptly to the attention of the Chair and Chief Executive.
3. Members should exercise judgement about registering interests which have expired (for example when an employment or public appointment has ceased). If it is likely that a fair-minded person could reasonably think that recent past interests could inappropriately influence the member’s judgements relating to the business of the Commission, they should err on the side of caution and declare those too.
4. Members should exercise judgement on the level of detail provided. They need to provide enough information so that those reading the register have a reasonable sense of the nature of the activity and the level of your involvement in it. You do not need to provide salary or remuneration details.
5. “Close family members or associates” are defined by declaring members having in mind the nature of their interests, and whether a fair-minded person might think that a member’s relationship (personal, familial or business) with that person might influence the Member’s judgement.

### Interests of independent members of Committees

1. Equivalent declarations should be made by independent members of Committees to the appropriate Committee secretariat who will issue routine reminders at the beginning of every financial year.

### Procedures for handling interests

1. Where a member is considering engaging in an activity in relation to their private or business interests, financial or otherwise, that could reasonably be perceived by a fair-minded person to give arise to a conflict of interest with their public duty as a member of the Board or a Committee, they should at the earliest possible opportunity notify the Chair and seek appropriate advice.
2. In the event that a member receives a written paper on a matter on which he or she has a conflict of interest, he or she must immediately alert the Board Secretary with an indication of the extent to which the paper has been read.
3. If a member becomes aware of a conflict during the course of any discussion, whether at meetings or in correspondence, his/her interest should be disclosed immediately and he or she should (if appropriate) withdraw from the discussion and any decision relating to the matter.
4. In most cases where a relevant interest has been disclosed or registered, the member must withdraw from all involvement in decisions or discussions relating to that matter. However, in some circumstances the Member may, if the Board permits, participate in decisions or discussions. Circumstances in which the Board may permit participation would include where the member's relationship is so slight or historic that it would be unreasonable to suppose any significant interest, or where the decision/discussion will have no foreseeable implications for the member's interest.

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

1. Gifts, rewards, hospitality or benefits should not be solicited from others.
2. The acceptance of gifts, hospitality or benefits is an area that requires sound judgement. Members should avoid even the suspicion of a conflict of interest and avoid any perception that they have been or may be influenced by any gift, hospitality or other consideration to show favour or disfavour to any person or organisation while acting in an official capacity.
3. If there is any doubt about the propriety of accepting any gift, reward or benefit, the Legal Director should be consulted. Similarly, if it is felt that there are circumstances surrounding a particular gift or occasion which merit special consideration, he/she should be consulted. It should be borne in mind that even innocent acceptance of some gifts might, because of their cost or other overtones, give an impression that individuals may be open to corruption. The donor should then be told that it is not permitted for such gifts to be retained and should be informed of the Commission’s rules on gifts, hospitality and rewards, for future reference.
4. It is each individual member’s responsibility to ensure that any gifts, hospitality or favour they are offered that may be related to their membership of the Commission’s Board or Committees are notified to the Corporate Governance Team as soon as possible.
5. The notification should include details of the person(s) or organisation(s) offering the gift, hospitality or favour, the purpose or object of the offer and the reasons why the gift, favour or hospitality was or was not accepted.
6. Members do not normally need to record:
7. Any gift or hospitality received that is implicitly registered by the declarations of interest in Parts 1 and 2 (for example if a directorship of a charity has been declared by a Member they would not need additionally to declare all gifts and hospitality received while working in that capacity);

1. isolated gifts of a trivial character or inexpensive seasonal gifts (e.g. trade calendars) valued up to £25.00; or
2. conventional hospitality associated with routine Commission business (for example refreshments provided during a meeting with stakeholders).
3. Any such notification received from any Member shall be included within the Register of that Member’s Interest.

*Gifts from organisations, overseas Governments etc.*

1. It is possible that there may be difficulty about refusing a gift from an overseas Government or organisation, without the risk of apparent discourtesy. Although the principles on non-acceptance of gift apply to such gifts generally, on some occasions it may be desirable that a gift should be offered in return an exchange of gifts of this kind should be initiated only after advice from with the Board Secretary following consultation with the Legal Director.

## Rules and guidance for Officers and Independent Committee members on managing a conflict of interest

1. Similar principles to those set out in paragraphs 4.3 - 4.15 apply to staff and to independent members of committees.
2. Officers and independent members of committees are therefore under a duty to declare all relevant interests which might reasonably be thought by others to influence their actions or representations during the course of their duties and or could conflict or invite claims that they conflict with the interests of the Commission. As a general principle, officers and independent members of committees should err on the side of caution and declare relevant interests in accordance with the guidance notes on declaration and registration of interests and other relevant policies and procedures.
3. The Registration and Declaration of Staff Interests Form should be completed annually by all Executive Directors and Directors and returned to the Corporate Law team, who are responsible for maintaining the staff register. Any changes should be notified in writing as soon as possible and without delay. Staff below Executive Directors and Director level should complete a form only if they have an interest which falls within the categories set out or one arises that could conflict with the Commission’s interests. An annual all-staff reminder will be sent out by the Corporate Law team at the beginning of every financial year.
4. Officers requiring additional guidance should contact their line manager in the first instance with further advice from the Corporate Law team where appropriate.

# Part 5: Board effectiveness and development

## Convening Board meetings

1. Formal ordinary Meetings of the Commission Board shall be convened by the Chief Executive in line with Commission’s business and strategic planning timetable.
2. Meetings shall be held not less than 6 times a year. The Chair of the Board may convene additional meetings, as deemed necessary.
3. A Special Meeting of the Board may be called by the Chief Executive at any time at the request of the Chair or in his/her absence the Deputy Chair, or following receipt of a written request by at least three Commissioners.
4. Formal ordinary meetings will normally be held at one of the Commission's office sites in Cardiff, Glasgow, London or Manchester, or at such other suitable meeting place as the Chair shall determine. Due consideration shall be given to the need to make reasonable adjustments for participants to access and engage in Board meetings.
5. Informal meetings of the Board may be convened as and when required at the request of any Board member, with the agreement of the Chair and Chief Executive. These meetings are intended to be for the purposes of Board development, strategic planning and review, or general discussion/briefing on issues.
6. An annual meeting calendar will be published and supplied to Board Members six months in advance. The Corporate Governance Team shall arrange for further written notice of meetings, specifying the date, time and venue of the meeting, to be sent to Members at least five clear working days prior to an Ordinary Meeting (typically along with agenda and papers for the meeting).
7. Where a Special Meeting is arranged at short notice and there are fewer than five clear working days prior to the meeting, the Corporate Governance Team shall arrange for notice of the meeting , its agenda, and papers for discussion, to be brought to the attention of Members as soon as is reasonably practicable.

## Attendance and quorum at Board meetings

1. The Chair shall preside over meetings of the Board. In the absence of the Chair, the meeting will be chaired by the Deputy Chair or, in their absence, another Commissioner nominated by those present.
2. Board Members shall attend Board meetings and their attendance shall be recorded. Where a Member is unable to attend a meeting, that Member shall send their apologies to the Corporate Governance Team as soon as is reasonably practicable.
3. The Chief Executive shall be 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.
4. The Chair may invite or permit observers from the Commission, representatives of external organisations or individuals to attend for the whole or any specific part of the Board meetings, and may specify when issuing such invitation or permission or at the time of the meeting the capacity in which, and any terms on which, the person in question is attending.
5. Support for the Board shall be provided by the Corporate Governance Team, to include making arrangements for the organisation and recording of Board meetings, and co-ordination and distribution of papers including following-up of actions.
6. The Board reserves the right to hold any part of its deliberation in private. The Chair may ask any or all non-Commissioner meeting attendees to withdraw from a session of the Board to facilitate open and frank discussions of particular matters should this be deemed appropriate.
7. No business shall be transacted at any meeting of the Board unless a quorum is present. Five Board Members entitled to vote upon the business to be transacted shall be a quorum for Board meetings. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion for the time being vested in, or exercisable by, the Board, subject to the purposes for which the meeting is called.
8. If a quorum is not present at the start of a meeting, the Chair may, on the advice of the Legal Director, decide to continue the meeting in order to consider agenda items that are for information purposes only and do not require a decision to be made. Otherwise, the meeting shall be adjourned and the Board Secretary shall arrange a new date, time and venue for such meeting after consultation with the Chair (or in the Chair's absence the Deputy Chair) and the Chief Executive.
9. For the purpose of determining whether a quorum is present, a Board Member may be counted in the quorum if they are able to participate in the proceedings of the meeting by remote means (e.g. telephone or video link) and remain so available throughout the discussion and decision for each item for which they are counted as part of the quorum.
10. Meetings shall be conducted in a way that is responsive to any reasonable adjustments required by individual attendees.

## Managing Conflict of interest at Board meetings

1. Any Commissioner or attendee who becomes aware of a potential conflict of interest (as set out at paragraphs 44-63) relating to matters to be discussed by the Board must give prior notification to the Chair, Legal Director and Corporate Governance Team. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.
2. Declaration of interests shall be a standing item on the Board agenda.

## Board meeting agendas and papers

1. Meeting agendas and papers will normally be sent to Board Members five clear days before a meeting. Failure to send written notice or agenda papers to Board Members within the time limits specified, or the non-receipt of duly dispatched written notice and agenda papers shall not invalidate the proceedings at a relevant meeting. Where, exceptionally, a paper is issued at shorter notice, the Chair shall give due consideration to the time at the meeting afforded to Board members to deliberate it.
2. The Chief Executive, in consultation with the Chair (or in the Chair's absence the Deputy Chair) shall agree the agenda, setting out the business to be considered at each meeting in accordance with an agreed timetable to allow sufficient time for preparation and approval of reports. It is the Chief Executive's responsibility to ensure the Board has sufficient, appropriate information to make evidence-based decisions.

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1. Matters relating to the conduct of individual Officers shall not be discussed at any meeting other than a disciplinary, grievance or other meeting properly convened for that purpose in accordance with Human Resource procedures, unless in exceptional circumstances it is necessary and proper to do so, and then only to the extent that it is necessary and proper.
2. The Chair shall have the discretion to alter the order of the agenda at the meeting and to take other business that does not appear on the agenda where the Chair considers the matter to be urgent.
3. A Board Member may place 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.

## Papers for consideration at Board meetings

1. Papers must be set out as briefly and clearly as possible in an appropriate Board template, with a unique identification number enabling reference back to the meeting at which it was discussed, and appropriate protective marking.
2. Papers for decision or seeking feedback must:
3. have a clear purpose
4. provide a short analysis of the issue, including any implications for Scotland or Wales protected characteristics, and the human rights framework
5. outline the options available, and the pros and cons of each, and
6. include a clear recommendation from the Senior Responsible Officer.
7. Reports for information, or for routine clearance only, should be clearly identified as such, in order that the Board members may prioritise their consideration of the reports.
8. All meetings shall include:
9. Draft minutes of the previous meeting for review and agreement.
10. A log of matters arising and progress against them for review and feedback
11. an in-depth periodic Performance, risk and resources report;
12. a report on the Commissions strategic risk register;
13. a Communications update;
14. reports from the Chief Executive and Committee Chairs (Disability Advisory Committee; Scotland Committee; Wales Committee; Audit and Risk Assurance Committee; and Human Resources and Remuneration Committee) supplemented by recent minutes of Committee meetings;
15. a ‘pipeline document’ of key Commission outputs; and
16. a developmental session or briefing.
17. The Board Secretary may add to or reduce this list with the Board’s agreement, having in mind other agenda priorities and time and resources available.
18. All papers to be presented to the Board must be cleared by the appropriate Executive Director and/or Chief Executive Officer unless they have explicitly delegated clearance to others (e.g. for more routine information papers). They will need to consider its legal, operational, policy, and financial, presentational ramifications, including particular implications for Scotland and for Wales. The author of the paper therefore needs to ensure that these issues have been discussed with colleagues (and if necessary with the statutory Committees) before the paper is submitted for clearance. Responsibility for the content of a paper lies with a named EG member. However, the officer leading on the drafting or compilation of the paper should be acknowledged, and may present the paper or attend for discussion of that paper.

## Decision making at Board meetings

1. All decisions shall be decided by common consent of the Board, unless a vote is requested by a Member. Those decisions that a Member has requested should be put to the vote shall be made by a show of hands and shall be decided by a simple majority of votes cast of the Members present and voting. In the case of an equality of votes, the Chair (or in the absence of the Chair, the Deputy Chair or other Member presiding) shall have a second or casting vote.
2. The names and votes of Members voting shall not normally be recorded in the minutes. However any Member may require that their vote be recorded.
3. The Board Secretary shall communicate Board decisions, directions and agreed actions to relevant Officers within a reasonable period of time after the meeting and report back on action taken to the next Board meeting.
4. Decisions and resolutions of the Board may only be amended, varied or revoked by the Board. The Board may amend, vary or revoke any decision (if any) or resolution unless the Legal Director advises that it would be potentially unlawful to do so in the circumstances.

## Committee input into Board decision-making

1. The Board must consult the Scotland or Wales Committee, as appropriate, before exercising a function in a manner which in the opinion of the Commission is likely to affect people in Scotland or Wales[[1]](#footnote-2).
2. The Board will consult the Disability Advisory Committee, Audit and Risk Assurance Committee (ARAC) and Human Resources and Remuneration Committee (HRRC) on matters that fall within the remit of these three non-statutory Committees.
3. Consultation should commence at a formative stage of proposals and should give the Committees sufficient time to respond. Ideally, it should include discussion at a full Committee meeting and a formal report back to the Board in writing. However, given the different meeting schedules of Board and Committees, and other demands on Committee and Board time and resources, consultation should be conducted proportionately and practically. Where timely, formal consideration by a Committee at a meeting is not feasible, consideration by correspondence may be an acceptable alternative. An oral report from the Committee chair, duly minuted, may take the place of a formal written report.
4. The Scotland and Wales Committees must also be consulted on and have a duty to advise the Commission about key EHRC corporate pieces of work, such as the preparation of a new strategic plan and the triennial review, as these will necessarily affect people in Scotland, and in Wales. Board papers relating to such matters should include an acknowledgement and assessment of the advice received from Committees.
5. Statutory and non-statutory Committee minutes must be circulated to the Board for information, and to allow any comments on Committee proceedings to be transmitted to Committee chairs. Where Committee chairs agree, minutes may be circulated in draft to ensure the Board has timely sight of Committee business.
6. Committee chairs may highlight key issues pertaining to their Committees’ operations as part of discussion of the standing Chief Executive and Chair’s report; or under other relevant agenda items.
7. The Scotland Committee and Wales Committee must submit to the Board an annual report setting out the actions and achievements taken in exercise of their delegated functions, which should inform the Commission’s Annual Report. This would be different from and separate to reporting of performance by the respective staff teams under other duties and powers.

## Minutes

1. Minutes shall be taken at each meeting by the Board Secretary and will record the attendance of Board Members, all decisions made and the reason(s) for such decisions. The Chair will be asked to agree the minutes before they are sent to the Board for approval at the following Board meeting. Urgent action points following the meeting will be circulated within two working days of the meeting. A copy of the unconfirmed minutes of the previous meeting will be distributed to Board Members as soon as possible after the meeting.
2. Once the minutes have been agreed by the Board, the Chair will sign the minutes and these will be filed by the Board secretary in an appropriate manner.
3. Where an error comes to light after the minutes have been formally approved, this may be corrected by a subsequent Board meeting. A summary version of the minutes will be published on the Commission website, taking into account any legal, law enforcement or regulatory restrictions to publication.

## Board decision-making outside meetings

1. The Chief Executive is required to escalate urgent, high risk and / or high impact issues for the timely attention and consideration of the Board. Where, in the opinion of the Chair, and considering advice from the Chief Executive, significant operational or other matters require approval by the Board between meetings, papers may be circulated for approval by correspondence, using the Resolutions in Writing procedure.
2. In order for a decision validly to be taken under this procedure, a resolution in writing in identical terms must be considered and consented to by a simple majority of all Members who would have been entitled to vote on the subject of such a resolution, as if it had been proposed at a meeting duly convened and held for that purpose. The responses of individuals should be recorded, and the final decision recorded in the minutes of the subsequent formal Board meeting.
3. Where it is not feasible to consult Statutory Committees on such issues, the Committee Chairs will provide the statutory advice on behalf of those Committees.
4. At the Chief Executive and Chair’s discretion, decisions by correspondence for routine matters (e.g. final sign off of publications previously given full discussion at Board meetings) may also be taken where this facilitates more effective management of Board business.
5. When a 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 to seek Board agreement by correspondence, the Chair or (where the Chair has a conflict of interest) the Deputy Chair, may take a Chair’s action
6. Any request for a Chair’s action shall be supported by a report on the matter, approved by the relevant Executive Director or Chief Executive Officer. The Chair’s decision shall be recorded and reported formally in the minutes of the subsequent Board meeting.
7. In the absence of both the Chair and the Deputy Chair then no Chair’s action can be taken, except where any urgent matter involves reputational or financial risk to the Commission and it is not possible to convene an emergency meeting of the Board or the appropriate Committee, in which case the Chief Executive may take action but must consult with at least two Board members and the Chair of Audit and Risk Assurance Committee.
8. A Chair’s action may not be used to revoke or vary this Governance Manual.
9. Any urgent matter requiring a Board decision between meetings must be referred by the Chief Executive to the Chair and Deputy Chair for action. In the absence of both the Chair and the Deputy Chair then no Chair’s action can be taken, except where any urgent matter involves reputational or financial risk to the Commission and it is not possible to convene an emergency meeting of the Board or the appropriate Committee, in which case the Chief Executive may take action but must consult with at least two Board members and the Chair of Audit and Risk Committee.
10. Any request for a Chair’s action shall be supported by a report of the relevant Executive Director on the matter, together with the reasons for the urgency, and submitted to the Commission secretariat. The Chair’s action report and decision should be approved by the relevant Executive Director and the Chief Executive prior to submission to the Chair or Deputy Chair.
11. The Board Secretary shall retain the original Chair’s action report, record decisions taken by Chair’s action, and make arrangements for Chair’s actions to be reported to the next Board meeting and made available to members for inspection.
12. A Chair’s action may not be used to revoke or vary the Governance Framework.

## Conduct

1. Commissioners and Officers are expected to comply with the code of conduct set out at Part 4 all times in the exercise of their functions as part of the Commission.
2. If at any Board meeting a Member or attendee behaves improperly or offensively or willfully obstructs the business of the meeting, the Chair or in his absence the Deputy Chair or presiding member may caution that Member about his/her behaviour and ask that they modify their behaviour. If the behaviour continues, the Chair shall either (1) ask that the Member leaves the meeting and allow other members to vote on this request, or (2) adjourn the meeting.

## Open Government and exceptions

1. The Commission is committed to public disclosure, transparency and accountable government. A summary of the minutes of Board meetings will be published on the Commission’s website. From time to time, the Board may hold meetings to which stakeholders are invited in public, or may otherwise seek to publicise its proceedings.

## Communications between Board and Officers

1. As a general rule, to minimise duplication and co-ordinate communications, communication between the executive and Board shall be through the Corporate Governance Team. Exceptions shall be made as follows:
	1. The Chief Executive, who is a Commissioner *ex officio*, may exchange information with the Board directly or through his/her private office at the Commission.
	2. The Chair may exchange information with the Board directly or through his/her private office at the Commission.
	3. Communications Officers may communicate directly with Commissioners where Board members need to be updated urgently, or when rapid topical briefing is needed

* 1. Where Board members have been assigned to work on a particular project (such as an investigation or as part of a commissioner working group) communications with them relating to that work shall be coordinated by the relevant lead officer.
	2. For the Scotland and Wales Commissioners, where the secretaries for the Scotland and the Wales Committees and National Executive Directors shall channel information.
	3. For the Disability Advisory Committee, ARAC, HRRC, and Commissioner Working Groups, where Committee/Group secretaries and lead EG members shall channel information.
	4. Where the Chair or Chief Executive has requested that individual commissioners liaise directly with members of staff (for example in providing detailed drafting comments to a policy document; in respect of a personalised briefing for a speaking engagement; or seeking clarification on a parliamentary briefing).
1. Individuals identified by Board members and senior officers as their personal assistants, private secretaries or similar, shall be copied in to relevant exchanges and shall be treated by the Corporate Governance Team as confidential secretaries.
2. For Commission business, Board members are normally expected to use the @equalityhumanrights.com e-mail addresses assigned to them on induction. Where Commissioners choose to use non-Commission email providers they must otherwise comply with the Commission’s Information Assurance Policy. A restricted access drive (the x-drive) shall be made remotely available to Board members where Board Papers and key governance papers are filed.
3. Communication between and among officers and Board and Committee members must be responsive to any reasonable adjustments required by disabled individuals. This may involve, for example, providing large print versions of papers, or formatting papers to facilitate the use of e-readers.
4. In the interests of cost efficiency and minimising environmental impacts, hard copies of meeting papers shall be issued only where requested by members.

## Reviews of the Board's effectiveness

1. The Board should review its effectiveness as a whole every 18 months and make any identified changes necessary to facilitate the effective and efficient conduct of its business, taking into account best practice in corporate governance.
2. The Chair will agree 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 and may involve the completion of the [Compliance Checklist for the Code of Good Practice for Corporate Governance in Central Government Departments](https://www.nao.org.uk/report/compliance-checklist-3/).
3. An independent review will be carried out every three years or where there is a substantial change to the membership of the Board. This review may involve external advisers to provide challenge from an independent, expert perspective.
4. The Chair will assess the performance of individual Board Members, through annual appraisal meetings and advise the Secretary of State on the reappointment of Members to the Board. Where performance or conduct of a Board Member is not satisfactory such that the Chair considers a Board Member is unable or unfit to carry out the duties of their office, the Chair may recommend to the Secretary of State that their appointment be terminated.
5. The effectiveness of the Chair will be reviewed by the Director of the Government Equalities Office on behalf of the Secretary of State, taking account of a range of views.

## Induction and training

1. The Chair of the Board will ensure that individual members of the Board understand the terms of their appointment, their duties and responsibilities. The Chair will set the framework for the training and development of Board Members. The Chair will set individual performance objectives for Board Members each year.
2. Board Members will be expected to ensure they have the skills, knowledge and training to fulfil their duties and responsibilities and to meet their performance objectives.
3. The Chief Executive will arrange for a comprehensive induction programme, including additional briefings as appropriate, for Board Members upon their appointment. The induction programme will include an overview of the role of the Board, the statutory functions and powers under which the Commission operates, its governance, strategic and operational frameworks and the organisational structure of the Commission.
4. In addition arrangements shall be made by the Chief Executive for the Board to undertake where necessary:
5. appropriate training on developments in corporate governance and related issues as part of improving Board efficiency
6. appropriate training in respect of the Commission’s ongoing work programme and collective developmental needs identified in reviews of Board effectiveness.
7. Appropriate arrangements shall be made for the induction, training and development of non-Commissioner Committee members, to facilitate the effective discharge of their roles and responsibilities.

# List of Annexes

## Annex 1 Scotland Committee Terms of Reference

## Annex 2 Wales Committee Terms of Reference

## Annex 3 Disability Advisory Committee Terms of Reference

## Annex 4 Audit and Risk Assurance Committee (ARAC) Terms of Reference

## Annex 5 Human Resources and Remuneration Committee (HRRC) Terms of Reference

## Annex 6 Terms of Reference of the Commissioner Working Group on Treaty Monitoring and Related Matters

## Annex 7 Terms of Reference of the Commissioner Working Group on Triennial Review and Related Matters

## Annex 8 Delivery Group Terms of Reference

## Annex 9 Executive Group terms of Reference

## Annex 10 Prioritisation Group Terms of Reference

## Annex 11 Memorandum of understanding between the Scottish Commission for Human Rights (SHRC) and the Equality and Human Rights Commission (EHRC)

## Annex 12 Memorandum of Understanding between the Equality and Human Rights Commission, the Northern Ireland Human Rights Commission and the Scottish Human Rights Commission

## Annex 13 “Board Champions” Terms of Reference

1. Equality Act 2006 Schedule 1, paragraphs 20 and 28 [↑](#footnote-ref-2)